

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 December 29, 2019

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: 001-36704



BG STAFFING, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation)

26-0656684

(I.R.S. Employer Identification Number)

5850 Granite Parkway, Suite 730 Plano, Texas

(Address of Principal Executive Offices)

75024

(Zip Code)

Registrant's telephone number, including area code:
(972) 692-2400

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	BGSF	NYSE

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

None

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

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

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

The aggregate market value of the common stock held by non-affiliates of the Registrant as of June 28, 2019 (the last business day of the Registrant’s most recently completed second fiscal quarter) was \$188,421,796 (based on the closing sale price of the Registrant’s common stock on June 28, 2019 as reported on NYSE American).

As of March 12, 2020, there were 10,309,236 shares of the Registrant’s common stock outstanding.

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements. Forward-looking statements may include, but are not limited to, statements with respect to our future financial or operating performance, future plans and objectives, competitive positioning, requirements for additional capital, government regulation of operations and the timing and possible outcome of litigation and regulatory matters. All statements, other than statements of historical fact, included or incorporated by reference in this Annual Report on Form 10-K, including statements that address activities, events or developments that we, or our subsidiaries, expect or anticipate may occur in the future, are forward-looking statements. Often, but not always, forward-looking statements can be identified by use of forward-looking words such as “aim,” “potential,” “may,” “could,” “can,” “would,” “might,” “likely,” “will,” “expect,” “intend,” “plan,” “budget,” “scheduled,” “estimate,” “anticipate,” “believe,” “forecast,” “committed,” “future” or “continue” or the negative thereof or similar variations. Forward-looking statements are based on certain assumptions and analyses made by us, in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and known and unknown risks, many of which are outside our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Important factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other things, general business, economic, competitive, political and social uncertainties, the actual results of current operations, industry conditions, intellectual property and other proprietary rights, liabilities inherent in our industry, accidents, labor disputes, delays in obtaining regulatory approvals or financing and general market factors, including interest rates, equity markets, business competition, changes in government regulations. Additional risks and uncertainties include, but are not limited to, those listed under “Item 1A. Risk Factors.”

Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause results to differ from those anticipated. Forward-looking statements contained in this Annual Report on Form 10-K are made as of the date of the Annual Report on Form 10-K and we disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events, results or otherwise, except as required by applicable securities laws.

Part I

ITEM 1. BUSINESS.

Overview and History

BG Staffing, Inc. (“BGSF,” “we,” or the “Company”) is a leading national provider of workforce solutions that operates, along with its wholly owned subsidiaries, within the U.S. in three industry segments: Real Estate, Professional, and Light Industrial. We provide field talent to a variety of client partners that are seeking to match their workforce requirements to their business needs. Our client partners operate across a diverse set of industries.

We employ a diverse operating model, both from a skill set and a geographic standpoint, which we believe mitigates downside revenue risk.

Our workforce solutions consist of on-demand or short-term staffing assignments, contract staffing, and on-site management administration. Short-term staffing services assist employers in dealing with field talent demands caused by such factors as seasonality, fluctuations in client partner demand, vacations, illnesses, parental leave, and special projects without incurring the ongoing expense and administrative responsibilities associated with recruiting, hiring and retaining permanent field talent. As more and more companies focus on effectively managing variable costs and reducing fixed overhead, the use of short-term workforce solutions allows companies to utilize a contingent staffing approach for their personnel needs, thereby converting a portion of their fixed personnel costs to a variable expense.

Our contract staffing services place field talent with client partners for time-periods of more than three months or for an indefinite time period. This type of arrangement often involves outsourcing an entire department in a large corporation or providing the workforce for a large project.

In an on-site management arrangement, we place an experienced manager on-site at a client partner’s place of business. The manager is responsible for conducting all recruiting, candidate screening, interviewing, drug testing, hiring and placement for field talent at the client partner’s facility for a long-term or indefinite period.

Management believes that the staffing industry and the field talent performing these workforce solutions are, and will remain, an integral part of the labor market in local, regional and national economies in which we operate.

BG Staffing, Inc. is the successor by conversion to LTN Staffing, LLC, a Delaware limited liability company that was formed on August 27, 2007. In 2011, we began doing business as BG Staffing. LTN Staffing, LLC converted into a Delaware corporation, BG Staffing, Inc., following the merger of LTN Acquisition, LLC (the former parent of LTN Staffing, LLC) with and into LTN Staffing, LLC. The conversion was completed on November 3, 2013.

We commenced operations on October 17, 2007 and since 2009 have began an on-going growth and diversification initiative. Since 2010, we have acquired eleven businesses:

- In June 2010, we purchased the interests of BG Personnel Services, LP and BG Personnel, LP, and purchased the common stock of B G Staff Services, Inc. Shortly after the purchase, we relocated our home office to Dallas, Texas.
- In December 2010, we purchased substantially all of the assets and assumed certain liabilities of JNA Staffing Inc., which specialized in providing temporary staffing services within the State of Wisconsin. These operations were rolled into our existing operations in Milwaukee, Wisconsin.
- In December 2011, we purchased substantially all of the assets and assumed certain liabilities of Extrinsic, LLC, which specialized in providing information technology (“IT”) staffing services to client partners within the U.S. We continue to operate under the Extrinsic trade name.
- In December 2012, we acquired substantially all of the assets and assumed certain liabilities of American Partners, Inc., which specialized in providing IT staffing services to client partners within the U.S. We continue to operate under the American Partners trade name.
- In June 2013, we acquired substantially all of the assets and assumed certain liabilities of InStaff Holding Corporation and InStaff Personnel, LLC, a wholly owned subsidiary of InStaff Holding Corporation (collectively, “InStaff”). This acquisition has allowed us to strengthen and expand our operations in our Light Industrial segment. We continue to operate under the InStaff trade name.

- In March 2015, we acquired substantially all of the assets and assumed certain liabilities of D&W Talent, LLC (“D&W”), which specialized in providing temporary and full-time staffing services of accounting and finance personnel and secretarial and administrative personnel to client partners in Texas and Louisiana. We continue to operate under the Donovan & Watkins trade name.
- In October 2015, we acquired substantially all of the assets and assumed certain liabilities of Vision Technology Services, Inc., Vision Technology Services, LLC, and VTS-VM, LLC (collectively, “VTS”), which provided IT temporary staffing talent and project management services. We continue to operate under the Vision Technology Services trade name.
- In April 2017, we acquired substantially all of the assets and assumed certain liabilities of Zycron, Inc. (“Zycron”), which provided IT temporary staffing talent and project management services. We continue to operate under the Zycron trade name.
- In September 2017, we acquired substantially all of the assets and assumed certain liabilities of Smart Resources Inc. and Accountable Search, LLC (collectively, “Smart”), which specialized in providing temporary and full-time staffing services of accounting and finance personnel and secretarial and administrative personnel to client partners in Chicago market. We continue to operate under the Accountable Search and Smart Resources trade names.
- In December 2019, we acquired substantially all of the assets and assumed certain liabilities of L.J. Kushner & Associates, L.L.C. (“LJK”), which provided cybersecurity retained search services specializing in recruiting high and mid-level IT security professionals. We continue to operate under the L.J. Kushner & Associates trade name.
- In February 2020, we acquired 100% of the equity of EdgeRock Technology Holdings, Inc. (“EdgeRock”), which provides specialized IT consultants and focuses on the sourcing and placement of technology professionals specialized in leading software and data ecosystems. We continue to operate under the EdgeRock Technology Partners trade name.

We now operate through 83 branch offices and 15 on-site locations located across 43 states and D.C. We do not currently have any foreign operations.

Our Industry

The temporary staffing industry supplies field talent to client partners helping them minimize the cost and effort of workforce planning. These services also enable the client partner to rapidly respond to changes in business conditions, and in some cases to convert fixed labor costs to variable costs. Temporary staffing companies act as intermediaries in matching available field talent to client partner assignments. The demand for a flexible workforce continues to grow with competitive and economic pressures to reduce costs and respond to changing market conditions.

The temporary staffing market is subject to volatility based on overall economic conditions. Historically, in periods of economic growth, the number of companies providing temporary staffing services has increased due to low barriers to entry. During recessionary periods, the number of companies has decreased through consolidation, bankruptcies, or other events. The temporary staffing industry is experiencing increased demand in relation to total job growth as client partners have placed a greater priority on maintaining a more flexible workforce.

The temporary staffing industry is large and highly fragmented with approximately 20,000 competing companies, while only 154 firms exceeded \$100 million in annual revenues in 2018 according to Staffing Industry Analysts (“SIA”). In September 2019, SIA estimated the 2020 U.S. temporary staffing market will be an estimated \$156 billion, which is up from an estimated \$152 billion in 2019. Staffing companies compete both to recruit and retain a supply of field talent and to attract and retain client partners to use these workers. Client partner demand for temporary staffing services is dependent on the overall strength of the labor market and trends toward greater workforce flexibility. The temporary staffing industry includes a number of markets focusing on business needs that vary widely in duration of assignment and level of technical specialization.

Our Operations

We have diversified our operations to provide field talent within distinct segments of the industry. We refer to these segments as Real Estate, Professional, and Light Industrial.

We operate branches within each segment as separate profit centers and provide managers considerable operational autonomy and financial incentives. Managers focus on business opportunities within their geographical markets and are provided centralized support to achieve success in those markets. We believe this structure allows us to recruit and retain highly motivated managers who have demonstrated the ability to succeed in a competitive environment. This structure also allows managers and staff to focus on market development while relying on centralized services for support in back-office operations, such as risk management programs and unemployment insurance, credit, collections, accounting, advice on legal and regulatory matters, and quality standards.

Our Segments

Our operations are organized into three business segments: Real Estate, Professional, and Light Industrial.

Real Estate Segment

Our Real Estate segment is a leading provider of office and maintenance field talent to various apartment communities and commercial buildings. We currently have 56 branch offices in 29 states. The Real Estate division utilizes a centralized recruiting model from recruiting centers in Dallas, Houston, and Austin, Texas, in Charlotte, North Carolina, and in Tampa, Florida. All open positions nationally are recruited from one of these regional recruiting centers. The field talent we assign to our Real Estate client partners are our field employees, although our client partners provide on-the-job direction, control and supervision.

Professional Segment

Our Professional segment provides highly skilled IT professionals with expertise in SAP, Workday, Olik View, Hyperion, Oracle, One Stream, cyber, project management and other IT workforce solutions to client partners on a national basis. Additionally, we provide finance, accounting, legal, human resource and related support personnel. Our client partners include large Fortune 500 companies, medium and small companies, as well as consulting firms engaged in systems integration projects. We operate our professional segment from our offices in North Carolina, Rhode Island, Maryland, Tennessee, Texas, Illinois and New Jersey. In February 2020, we added Massachusetts, Arizona and Florida locations.

Light Industrial Segment

Our Light Industrial segment provides field talent to manufacturing, distribution, logistics and call center client partners needing a flexible workforce. We currently have 12 branch offices and 15 on-site locations operating in 7 states. Our Light Industrial segment field talent perform services in a variety of skilled and unskilled positions. The field talent we assign to our Light Industrial client partners are our field talent, although our client partners provide on-the-job direction, control and supervision.

Financial Information about Segments

Refer to Note 17 in the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated by reference.

Financial Information about Geographic Areas

Refer to Notes 1 and 2 in the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated by reference.

Our Client Partners

We currently service small and medium-sized companies as well as divisions of Fortune 500 companies. As is common in the staffing industry, our engagements to provide workforce solutions to our client partners are generally of a non-exclusive, short-term nature and subject to termination by the client partner with little or no notice. No client partner accounted for more than 10% of our revenues in 2019, 2018, or 2017.

Marketing and Recruiting

We believe a key component of our success is the ability to recruit and maintain a pool of qualified field talent and regularly place them into desirable and appropriate positions. We use comprehensive methods to identify, assess, select and, when appropriate, measure the skills of our field talent and permanent placement candidates to meet the needs of our client partners.

We market our services to client partners, team members and field talent candidates via both national and local advertising activities. A significant portion of our total marketing efforts comes from direct marketing via telephone solicitation. Promotions consists of digital display, search engine marketing, social media, trade publications, job boards and events. We market our hiring and career management advice through all digital platforms (websites, social media, and blogs) and have expanded our use of job boards and aggregators in all aspects of sales and recruitment. Joint marketing arrangements have been entered into with major software partners. We actively seek endorsements and affiliations with professional organizations in the accounting and finance, technology, apartment community, commercial building, creative and marketing fields. To enhance public recognition of us and our services, we conduct public relations activities and team members and field talent are encouraged to be active in civic organizations and industry trade groups in their local communities.

Growth Strategy

We are committed to growing our operations. Revenues have grown from \$35 million in 2009 to \$294.3 million in 2019, by using a growth strategy reliant upon both acquisitions and organic growth.

We will continue to evaluate acquisition opportunities utilizing our proven approach to the assessment, valuation, and integration of acquisitions. Additionally, we are committed to continue to grow our operations in our current markets, as well as expand into new markets within the segments and industries that we currently serve.

We are organized to handle many of the administrative functions at our home office location so that our branches can focus on business development and the effective recruiting and assignment of field talent.

We continue to invest in technology and process improvements, as necessary, to ensure that we are operating at optimal productivity and performance. In April 2019, our board of directors authorized \$10.0 million over a three year period to enhance our technology infrastructure, which is our “IT roadmap.” We have organized our top information technology goals and success criteria into six workstreams designed to align similar technologies, project predecessors and business stakeholders that will guide the roadmap for delivery prioritization. These workstreams include front office, middle office, back office, modern workplace, IT infrastructure and project management.

Competition

The workforce solutions market is highly competitive with limited barriers to entry. We compete in national, regional and local markets with full-service and specialized temporary staffing companies. Some of our competitors have significantly more marketing and financial resources than we do. Price competition in the staffing industry is intense. We expect that the level of competition will remain high, which could limit our ability to maintain or increase our market share or profitability.

The principal competitive factors in attracting qualified candidates for assignments are pay rates, availability of assignments, duration of assignments and responsiveness to requests for placement. We believe that many potential candidates seeking assignments through us may also be pursuing assignments through other means. Therefore, the speed at which we place prospective field talent and the availability of appropriate assignments are important factors in our ability to complete assignments of qualified field talent. In addition to having high quality field talent to assign in a timely manner, the principal competitive factors in obtaining and retaining client partners in the temporary staffing industry are properly assessing the client partners’ specific job requirements, the appropriateness of the field talent assigned to the client partner, the price of services and the monitoring of client partner satisfaction. Although we believe we compete favorably with respect to these factors, we expect competition to continue to increase.

Seasonality

Our business experiences seasonal fluctuations. Our quarterly operating results are affected by the number of billing days in a quarter, as well as the seasonality of our client partners’ business. Demand for our Real Estate staffing services increase in the second and is highest during the third quarter of the year due to the increased turns in multifamily units during the summer months when schools are not in session. Demand for our Light Industrial staffing services increases during the third quarter of the year and peaks in the fourth quarter due to increase in the demand for holiday help. Overall first quarter demand can be affected by

adverse weather conditions in the winter months. In addition, our cost of services typically increases in the first quarter primarily due to the reset of payroll taxes.

The staffing industry has historically been cyclical, often acting as an indicator of both economic downturns and upswings. Staffing client partners tend to use contingent staffing to supplement their existing workforces and generally hire direct workers when long-term demand is expected to increase. As a consequence, our revenues tend to increase quickly when the economy begins to grow and, conversely, our revenues can also decrease quickly when the economy begins to weaken.

Team Members and Field Talent

As of February 5, 2020, we had 430 team members (which are our full or part-time employees) at our home and branch offices. During the fiscal year ended 2019, we assigned approximately 29,000 field talent and had working, on average, approximately 4,500 field talent during the fourth quarter of 2019.

None of our team members or field talent are represented by a labor union, and we are not aware of any current efforts or plans to organize any of our team members or field talent. To date we have not experienced any material labor disruptions.

Intellectual Property

We own or have rights to various copyrights, trademarks, service marks, trade names and domain names used in our business, including, but not limited to, BG Staffing, BG Staffing Group, BG Personnel Services, Extrinsic, American Partners, InStaff, BG Temporary Staffing, BG Multifamily, BG Talent, Triance, Donovan & Watkins, D&W Talent, Vision Technology Services, Zycron, Smart Resources, Accountable Search, L.J. Kushner & Associates, EdgeRock, EdgeRock Technology Partners, EdgeRock Technology Partners & Design, bgstaffing.com, bgstaffinggroup.com, bgpersonnel.com, bgpersonnel.net, bgstaffing.net, bgcompanies.net, bgmail.com, ltinstaffing.com, milwaukeeetemps.com, milwaukeeetmepsinc.com, extrinsicllc.com, extrinsicgroup.com, extrinsicresources.com, jnastaffing.com, therightpeoplerrightnow.com, rightpeoplerrightnow.com, americanpartnersinc.com, instaff.com, donwat.com, vistechs.com, zycron.com, smartstaffing.com, accountablesearch.com, executiveassistantsearch.com, ljkuhsner.com, edgerock.com, edgerock.net, edgerockblue.com, edgerockcares.com, edgerockcares.net, edgerockconsultants.com, edgerockkit.com, edgerockpartners.com, edgerockperm.com, edgerockred.com, edgerocksearch.com, edgerocksolutions.com, edgerockstaffing.com, edgerocktech.com, edgerocktech.net, edgerocktechnologies.com, etphome.com, joinedgerock.com, and myedgerock.com. Our trade names are valuable assets that reinforce the distinctiveness of our brands.

Regulation

We are subject to regulation by numerous federal, state and local regulatory agencies, including but not limited to the U.S. Department of Labor, which sets employment practice standards for workers, and similar state and local agencies. We are subject to the laws and regulations of the jurisdictions within which we operate. While the specific laws and regulations vary among these jurisdictions, some require some form of licensing and often have statutory requirements for workplace safety and notice of change in obligation of workers' compensation coverage in the event of contract termination. Although compliance with these requirements imposes some additional financial risk on us, particularly with respect to those client partners who breach their payment obligation to us, such compliance has not had a material adverse effect on our business to date. Increased government regulation of the workplace or of the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could also materially harm our business.

Available Information

We file electronically with the SEC, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended. Our website address is www.bgstaffing.com. The information included on our website is not included as a part of, or incorporated by reference into, this Annual Report on Form 10-K. We will make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we have filed or furnished such material to the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. Furthermore, we will provide electronic or paper copies of filings free of charge upon written request to our Chief Financial Officer.

ITEM 1A. RISK FACTORS.

There are numerous and varied risks that may prevent us from achieving our goals, including those described below. You should carefully consider the risks described below and the other information included in this Annual Report on Form 10-K, including our consolidated financial statements and related notes. If any of the events or circumstances described below were to occur, our business, the financial condition and the results of operations could be materially adversely affected. As a result, the trading price of our common stock could decline, and investors could lose part or all of their investment. The risks below are not the only risks we face. Additional risks not currently known to us or that we currently deem to be immaterial may also adversely affect our business, financial condition or results of operations.

Risks Related to Our Company and Our Business

We operate in a highly competitive industry with low barriers to entry, and may be unable to compete successfully against existing or new competitors.

The staffing services market is highly competitive with limited barriers to entry. We compete in national, regional and local markets with approximately 20,000 full-service and specialized temporary staffing companies. We expect that the level of competition will remain high, which could limit our ability to maintain or increase our market share or profitability.

Several of our existing or potential competitors have substantially greater financial, technical and marketing resources than we do, which may enable them to:

- Develop and expand their infrastructure and service offerings more quickly and achieve greater cost savings;
- Invest in new technologies;
- Expand operations into new markets more rapidly;
- Devote greater resources to marketing;
- Compete for acquisitions more effectively and complete acquisitions more easily; and
- Aggressively price products and services and increase benefits in ways that we may not be able to match.

In order to compete effectively in our markets, we must target our potential client partners carefully, continue to improve our efficiencies and the scope and quality of our services, and rely on our service quality, innovation, education and program clarity. If our competitive advantages are not compelling or sustainable, then we are unlikely to increase or sustain profits and our stock price could significantly decline.

In addition, heightened competition among our existing competitors, especially on a price basis, or by new entrants into the market, could create additional competitive pressures that may reduce our margins and adversely affect our business. If we fail to successfully respond to these competitive pressures or to implement our strategies effectively, our revenues or gross margins could be significantly reduced.

Our business is subject to risks associated with geographic market concentration.

Geographic revenue in excess of 10% of our consolidated revenue in fiscal year 2019 and the related percentage for fiscal years 2018 and 2017 was generated in the following areas:

	2019	2018	2017
Maryland	11%	11%	12%
Tennessee	15%	14%	12%
Texas	28%	29%	29%

Consequently, weakness in economic conditions in these regions could have a material adverse effect on our financial position and results of future operations.

A downturn of the U.S. or global economy could result in our client partners using fewer workforce solutions and services or becoming unable to pay us for our services on a timely basis or at all, which would materially adversely affect our business.

Because demand for workforce solutions and services, particularly staffing services, is sensitive to changes in the level of economic activity, our business may suffer during economic downturns. During periods of weak economic growth or economic contraction, the demand for staffing services typically declines. When demand drops, our operating profit is typically impacted

unfavorably as we experience a deleveraging of our selling and administrative expense base as expenses may not decline as quickly as revenues. In periods of decline, we can only reduce selling and administrative expenses to a certain level without negatively impacting the long-term potential of our branch network and brands. Additionally, during economic downturns companies may slow the rate at which they pay their vendors, or they may become unable to pay their obligations. If our client partners become unable to pay amounts owed to us, or pay us more slowly, then our cash flow and profitability may materially suffer.

Our service agreements may be terminated on short notice, leaving us vulnerable to loss of a significant amount of client partners in a short period of time.

Our service agreements with our client partners are generally cancelable by the client partners with little or no notice to us. As a result, a significant number of our client partners can terminate their agreements with us at any time, making us particularly vulnerable to a significant decrease in revenue within a short period of time that could be difficult to quickly replace.

If we are unable to retain existing client partners or attract new client partners, our results of operations could suffer.

Increasing the growth and profitability of our business is particularly dependent upon our ability to retain existing client partners and capture additional client partners. Our ability to do so is dependent upon our ability to provide high quality services and offer competitive prices. If we are unable to execute these tasks effectively, we may not be able to attract a significant number of new client partners and our existing client partners base could decrease, either or both of which could have a materially adverse impact on our revenues.

Our business depends on a strong reputation and anything that harms our reputation will likely harm our results.

As a provider of temporary and permanent workforce solutions as well as consultant services, our reputation is dependent upon the performance of the field talent we place with our client partners and the services rendered by our consultants. We depend on our reputation and name recognition to secure engagements and to hire qualified field talent and consultants. If our client partners become dissatisfied with the performance of those field talent or consultants or if any of those field talent or consultants engage in or are believed to have engaged in conduct that is harmful to our client partners, our ability to maintain or expand our client base may be significantly harmed.

Acquisitions and new business initiatives may not be successful.

We expect to continue making acquisitions and entering into new business initiatives as part of our long-term business strategy. These acquisitions and new business initiatives involve significant challenges and risks, including that they may not advance our business strategy, that we may not realize a satisfactory return on our investment, that we may experience difficulty in integrating operations, or diversion of management's attention from our other business. We may be unable to identify suitable acquisition candidates in the future. Moreover, acquisitions may require substantial capital needs and the incurrence of additional indebtedness which may change significantly our capitalization and results of operations. Further, these acquisitions could result in post-closing discovery of material undisclosed liabilities of the acquired business or assets, title or other defects with respect to acquired assets, discrepancies or errors in furnished financial statements or other information or breaches of representations made by the sellers, or the unexpected loss of key team members or client partners from acquired businesses. These events could cause material harm to our operating results or financial condition.

We have debt that could adversely affect our financial health and prevent us from fulfilling our obligations or put us at a competitive disadvantage.

While we believe our current debt level is reasonable, we have utilized, and expect to continue to utilize, debt for acquisitions. Our level of debt and the limitations imposed on us by our lenders could have a material impact on investors, including the requirement to use a portion of our cash flow from operations for debt service rather than for our operations and the need to comply with the various covenants associated with such debt. Additionally, we may not be able to obtain additional debt financing for future working capital, capital expenditures or other home office purposes or may have to pay more for such financing. We could also be less able to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions, or we may be disadvantaged compared to competitors with less leverage.

We have significant working capital needs and if we are unable to satisfy those needs from cash generated from our operations or borrowings under our revolving credit facility, we may not be able to meet payroll requirements.

We require significant amounts of working capital to operate our business. If we experience a significant and sustained drop in operating profits, or if there are unanticipated reductions in cash inflows or increases in cash outlays, we may be subject to cash shortfalls. If such a shortfall were to occur for even a brief period of time, it may have a significant adverse effect on our business. In particular, we use working capital to pay expenses relating to our team members and field talent and to satisfy our workers' compensation and tax liabilities. Generally, we pay our field talent on a weekly basis while we receive payments from our client partners 30 to 60 days after billing. As a result, we must maintain sufficient cash availability to pay team members and field talent and fund related payroll liabilities prior to receiving payment from client partners.

We derive working capital for our operations through cash generated by our operating activities and borrowings under our revolving credit facility. We believe that our current sources of capital are adequate to meet our working capital needs. However, our available sources of capital are limited. If our working capital needs increase in the future, we may be forced to seek additional sources of capital, which may not be available on commercially reasonable terms, or at all.

The maximum amount we are entitled to borrow under our revolving credit facility is currently \$35.0 million and the availability of unused funds is affected by financial, business, economic and other factors, as well as by the daily timing of cash collections and cash outflows.

We typically experience significant seasonal and other fluctuations in our borrowings and borrowing availability, and we aggressively manage our cash flow to ensure adequate funds to meet working capital needs. Such management steps include working to improve collections, adjusting the timing of cash expenditures and managing operating expenses. However, such steps may not always be successful.

Failure to comply with restrictive covenants under our credit agreement could trigger prepayment obligations or additional costs.

Our credit agreement includes various financial and other covenants with which we have to comply in order to maintain borrowing availability and avoid default interest, including minimum fixed charge coverage ratio and maximum leverage ratio.

Any future failure to comply with our covenants which may occur under our credit agreement could result in an event of default which, if not cured or waived, could trigger prepayment obligations. There can be no assurances that any lender will waive defaults that may occur in the future. If we are forced to refinance our credit agreement, there can be no assurance that such refinancing would be available or that such refinancing would not have a material adverse effect on our business and financial condition. Even if such refinancing were available, the terms could be less favorable and our results of operations and financial condition could be materially adversely affected by increased costs and interest rates.

We could be required to write-off goodwill or intangible assets in future periods if our future operating results suffer.

In accordance with generally accepted accounting principles, we are required to review our goodwill and intangible assets for impairment at least annually. Our goodwill and intangible assets were \$25.2 million and \$33.8 million, respectively, at the end of 2019. An unfavorable evaluation could cause us to write-off these assets in future periods. Any future write-offs could have a material adverse impact on our results of operations.

The amount of collateral that we are required to maintain to support our workers' compensation obligations could increase, reducing the amount of capital we have available to support and grow our field operations.

We are contractually obligated to collateralize our workers' compensation obligations under our workers' compensation program through irrevocable letters of credit, surety bonds or cash. Our workers' compensation program renews annually on January 1 of each year, and as part of the renewal, collateral is adjusted to reflect current operating levels. These collateral requirements are significant and place pressure on our liquidity and working capital capacity. We believe that our current sources of liquidity are adequate to satisfy our immediate needs for these obligations; however, our available sources of capital are limited. Depending on future changes in collateral requirements, we could be required to seek additional sources of capital in the future, which may not be available on commercially reasonable terms, or at all.

We are dependent on workers' compensation insurance coverage at commercially reasonable terms.

We provide workers' compensation insurance for our team members and field talent. Our workers' compensation insurance policies are renewed annually. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future or that adequate replacement policies will be available on commercially reasonable terms. The loss of our workers' compensation insurance coverage would prevent us from doing business in the majority of our markets. Further, we cannot be certain that our current and former insurance carriers will be able to pay claims we make under such policies. The loss of workers' compensation insurance could have a material adverse effect on our financial position and results of operations.

Because we assume the obligation to make wage, tax and regulatory payments in respect of our team members and field talent, we are exposed to client partner credit risks.

We generally assume responsibility for and manage the risks associated with our team members and field talent payroll obligations, including liability for payment of salaries and wages (including payroll taxes), as well as group health and retirement benefits. These obligations are fixed, whether or not the client partner makes payments required by our services agreement, which exposes us to credit risks. We attempt to mitigate this risk by generally invoicing our client partners weekly and having a high number of client partners who are geographically and industry diverse. We also carefully monitor the timeliness of our client partners' payments and impose strict credit standards on our client partners. If we fail to successfully manage our credit risk, we may suffer significant losses which would decrease our profitability.

Our business is subject to federal, state and local labor and employment laws and a failure to comply could materially harm our business.

We are subject to regulation by numerous federal, state and local regulatory agencies, including but not limited to the U.S. Department of Labor, which sets employment practice standards for workers, and similar state and local agencies. We are subject to the laws and regulations of the jurisdictions within which we operate. While the specific laws and regulations vary among these jurisdictions, some require some form of licensing and often have statutory requirements for workplace safety and notice of change in obligation of workers' compensation coverage in the event of contract termination. Although compliance with these requirements imposes some additional financial risk on us, particularly with respect to those client partners who breach their payment obligation to us, such compliance has not had a material adverse effect on our business to date. Any inability or failure to comply with government regulation could materially harm our business. Increased government regulation of the workplace or of the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could also materially harm our business.

The Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the "Health Care Reform Laws") include various health-related provisions that took effect during 2014 and established new regulations on health plans. Although the Health Care Reform Laws do not mandate that employers offer health insurance, beginning in 2015 tax penalties were assessed on employers who do not offer health insurance that meets certain affordability or benefit requirements. A portion of the 2017 Tax Cuts and Jobs Act became effective in 2019 reducing the penalty to zero that requires most individuals to have health insurance, which effectively repealed the Health Care Reform Laws requirement. However, some states have begun proceedings to keep these mandates intact through state legislation. Unless modified by regulations or subsequent legislation, the payment of tax penalties if such coverage is not adequate, may increase our costs. Without the individual mandate, more individuals might decline coverage, which could have an impact on employer premiums. If we are unable to raise the rates we charge our client partners to cover these costs, such increases in costs could materially harm our business.

In addition, certain of our client partners may require that we indemnify them against losses in the event that the client partner is determined to be non-compliant with the Health Care Reform Laws with respect to one or more of our field talent assigned to such client partner. While we have not received notice from any client partner that acts or omissions by us may have resulted in losses to the client partner relating to non-compliance with the Health Care Reform Laws, any future liabilities that may be incurred by us pursuant to any such indemnification provisions could materially and adversely affect our results of operations.

It is likely that the U.S. Congress will continue to seek to modify, repeal, or otherwise invalidate all, or certain provisions of, the Health Care Reform Laws. It is unclear at this point what the scope of any future such legislation will be and when it will become effective. Because of the uncertainty surrounding this replacement health care reform legislation, we cannot predict with any certainty the likely impact of the Health Care Reform Laws' repeal or the adoption of any other health care reform legislation on our financial condition or operating results. Whether or not there is alternative health care legislation enacted in the U.S., there is likely to be significant disruption to the health care market in the coming months and years and the costs of our health care expenditures may increase.

We may be exposed to employment-related claims and losses, including class action lawsuits, which could have a material adverse effect on our business.

Temporary staffing service providers typically assign personnel in the workplaces of other businesses. The risks of these activities include possible claims relating to:

- discrimination and harassment;
- wrongful termination or denial of employment;
- violations of employment rights related to employment screening or privacy issues;
- classification of field talent;
- assignment of illegal aliens;
- violations of wage and hour requirements;
- retroactive entitlement to field talent benefits;
- errors and omissions by our field talent;
- misuse of client partners proprietary information;
- misappropriation of funds;
- damage to client partners facilities due to negligence of field talent; and
- criminal activity.

We may incur fines and other losses or negative publicity with respect to these claims. In addition, these claims may give rise to litigation, which could be time-consuming and expensive. New employment and labor laws and regulations may be proposed or adopted that may increase the potential exposure of employers to employment-related claims and litigation. There can be no assurance that the policies we have in place to help reduce our exposure to these risks will be effective or that we will not experience losses as a result of these risks. There can also be no assurance that the insurance policies we have purchased to insure against certain risks will be adequate or that insurance coverage will remain available on commercially reasonable terms or be sufficient in amount or scope of coverage.

We depend on our ability to attract and retain qualified field talent.

We depend on our ability to attract qualified field talent who possess the skills and experience necessary to meet the staffing requirements of our client partners. We must continually evaluate our base of available qualified personnel to keep pace with changing client partner needs. Competition for individuals with proven professional skills is intense, and demand for these individuals is expected to remain strong for the foreseeable future. There can be no assurance that qualified personnel will continue to be available. Our success is substantially dependent on our ability to recruit and retain qualified field talent.

U.S. federal tax regulations and interpretations could adversely affect us.

On December 22, 2017, the Tax Cuts and Jobs Act (the “TCJA”) was signed into law. Notwithstanding the reduction in the corporate income tax rate, the overall impact of these changes on our results of operations will likely evolve as new regulations and interpretations relating to the TCJA are implemented. In addition, various political figures have pledged their support to overturning or modifying key aspects of the TCJA which could further increase the uncertainty relating to the impact of this or any future tax legislation on our results of operations.

Natural disasters and unusual weather conditions, pandemic outbreaks, terrorist acts, global political events and other serious catastrophic events could disrupt business and otherwise materially adversely affect our business and financial condition.

With operations in many states, we are subject to numerous risks outside of our control, including risks arising from natural disasters, such as fires, earthquakes, hurricanes, floods, tornadoes, unusual weather conditions, pandemic outbreaks and other health emergencies, terrorist acts or disruptive political events, or similar disruptions that could materially adversely affect our business and financial performance. Our operations are heavily dependent on the ability of team members, field talent and consultants to travel from business to business and from location to location. Any public health emergencies, including a real or potential pandemic such as those caused by the avian flu, SARS, Ebola, Coronavirus, or even a particularly virulent flu, could decrease demand for our services and our ability to offer them. Uncharacteristic or significant weather conditions can affect travel and the ability of businesses to remain open, which could lead to decreased ability to offer our services and materially adversely affect our short-term results of operations. Although we cannot predict such events or their consequences, these events could materially adversely affect our stock price, reputation, business and financial condition.

We would be adversely affected by the loss of key personnel.

Our operations and financial success depends significantly on our leadership management team and team members. The loss of any key members of this group could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Information Technology, Cybersecurity and Data Protection

Our results of operations and ability to grow could be materially negatively affected if we cannot successfully keep pace with technological changes impacting the development and implementation of our services and the evolving needs of our client partners.

Our success depends on our ability to keep pace with rapid technological changes affecting both the development and implementation of our services and the staffing needs of our client partners. Technological advances such as artificial intelligence, machine learning, and automation are impacting industries served by all our lines of business. In addition, our business relies on a variety of technologies, including those that support hiring and tracking, order management, billing, and client data analytics. In April 2019, our board of directors authorized \$10.0 million over a three year period to enhance our technology infrastructure. If we do not sufficiently invest in new technology and industry developments, appropriately implement new technologies, or evolve our business at sufficient speed and scale in response to such developments, or if we do not make the right strategic investments to respond to these developments, our services, results of operations, and ability to develop and maintain our business could be negatively affected.

We are dependent upon technology services, and if we experience damage, service interruptions or failures in our computer and telecommunications systems, or if our security measures are breached, our client partner and field talent relationships and our ability to attract new client partners may be adversely affected.

Our business could be interrupted by damage to or disruption of our computer, telecommunications equipment, or software systems, some of which are managed by third-party vendors, and we may lose data. Our client partners' businesses may be adversely affected by any system or equipment failure we experience. As a result of any of the foregoing, our relationships with our client partners may be impaired, we may lose client partners, our ability to attract new client partners may be adversely affected and we could be exposed to contractual liability. Precautions in place to protect us from, or minimize the effect of, such events may not be adequate. In addition, our business involves the storage and transmission of field talent or client partners' proprietary information, and security breaches, computer viruses or Cyber-attacks, including attacks motivated by grievances against the business services industry in general or against us in particular, could expose us to a risk of loss of this information, litigation and possible liability. If our security measures are breached as a result of third-party action, field talent error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to client partner data, our reputation may be damaged, we may be subject to government sanctions, our business may suffer and we could incur significant liability. Techniques used to obtain unauthorized access or to sabotage systems change frequently and are growing increasingly sophisticated. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, we could be liable and the market perception of our services could be harmed or result in increased costs or loss of revenue. The potential risk of security breaches and cyber-attacks may increase as we introduce new service offerings.

We maintain insurance with respect to many of such claims; however, there can be no assurance that we will continue to be able to obtain insurance at a cost that does not have a material adverse effect upon us or that such claims (whether by reason of us not having sufficient insurance or by reason of such claims being outside the scope of our insurance) will not have a material adverse effect upon us.

Changes in data privacy and protection laws and regulations in respect of control of personal information could increase our costs or otherwise adversely impact our operations.

In the ordinary course of business, we collect, use, and retain personal information from our team members, field talent candidates, and contractors, including, without limitation, full names, government-issued identification numbers, addresses, birth dates, and payroll-related information. The possession and use of personal information in conducting our business subjects us to a variety of complex and evolving laws and regulations regarding data privacy, protection and security, which, in many cases, apply not only to third-party transactions, but also to transfers of information among us and our subsidiaries. Complying with the enhanced obligations and future laws and regulations relating to data transfer, residency, privacy and protection has increased and may continue to increase our operating costs and require significant management time and attention, while any failure by us or our subsidiaries to comply with applicable laws could result in governmental enforcement actions, fines, and other penalties that could potentially have a material adverse effect on our operations and reputation.

Risks Related to the Ownership of Our Securities

An investment in our common stock should be considered high risk.

An investment in our common stock requires a long-term commitment, with no certainty of return. Investment banks may not agree to underwrite primary or secondary offerings on behalf of our company or its stockholders in the future. If all or any of the foregoing risks occur, it would have a material adverse effect on our company.

Our common stock has been traded on the NYSE since November 14, 2019 and was traded on the NYSE American since October 27, 2014, and we cannot predict whether an active trading market for our common stock will continue. Even if an active trading market continues, the market price of our common stock may remain volatile.

In the absence of an active trading market:

- you may have difficulty buying and selling our common stock at all or at the price you consider reasonable;
- market visibility for shares of our common stock may be limited, which may have a depressive effect on the market price for shares of our common stock and on our ability to raise capital or make acquisitions by issuing our common stock.

Even if an active market for our common stock continues, of which no assurances can be given, the market price for our common stock may be volatile and subject to wide fluctuations in response to factors including the following:

- actual or anticipated fluctuations in our quarterly or annual operating results;
- changes in financial or operational estimates or projections;
- conditions in markets generally;
- changes in the economic performance or market valuations of companies similar to ours; and
- general economic or political conditions in the United States or elsewhere.

The securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of shares of our common stock.

We will likely issue additional common stock in the future, which would dilute the holdings of our existing stockholders.

In the future we may issue additional securities up to our total authorized and unissued amounts, including shares of our common stock or securities convertible into or exchangeable or exercisable for our common stock, resulting in the dilution of the ownership interests of our stockholders. We may issue additional shares of our common stock or securities convertible into or exchangeable or exercisable for our common stock in connection with hiring or retaining personnel, option or warrant exercises, future acquisitions or future placements of our securities for capital-raising or other business purposes. Moreover, the exercise of our existing outstanding warrants and stock options, which are exercisable for or convertible into shares of our common stock, would dilute our existing common stockholders.

Our compliance with complicated regulations concerning corporate governance and public disclosure has resulted and may in the future result in additional expenses.

We are faced with expensive, complicated and evolving disclosure, governance and compliance laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, which we refer to as the Sarbanes-Oxley Act, and the Dodd-Frank Wall Street Reform and Consumer Protection Act. New or changing laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. As a result, our efforts to comply with evolving laws, regulations and standards of a public company are likely to continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Our failure to comply with all laws, rules and regulations applicable to U.S. public companies could subject us or our management to regulatory scrutiny or sanction, which could harm our reputation and stock price.

There may be limitations on the effectiveness of our internal controls, and a failure of our control systems to prevent error or fraud may materially harm our company.

Proper systems of internal controls over financial reporting and disclosure are critical to the operation of a public company. Should such systems fail to detect or prevent error or fraud, it would leave us without the ability to reliably compile financial information about our company and significantly impair our ability to prevent or detect errors and fraud, all of which would have a negative impact on our company from many perspectives.

Moreover, we do not expect that disclosure controls or internal control over financial reporting, even if established, will prevent all errors and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system 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 control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Failure of our control systems to prevent and detect errors or fraud could materially adversely impact us.

We cannot be sure we will pay dividends in the foreseeable future, and consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

Prior to December 19, 2014, we had not paid cash dividends on our common stock. While we have declared and paid dividends for the prior twenty-one quarterly periods, we are limited in our ability to pay dividends by our credit agreement, and therefore, we cannot be certain if we will pay any cash dividends to holders of our common stock in the foreseeable future. Any future determination with respect to the payment of dividends will be at the discretion of our board of directors and will be dependent upon, among other things, our financial condition, results of operations, capital requirements, the terms of our then existing indebtedness, contractual restrictions, future prospects, general economic conditions and other factors considered relevant by our board of directors. Consequently, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares.

Upon dissolution of our company, you may not recoup all or any portion of your investment.

In the event of a liquidation, dissolution or winding-up of our company, whether voluntary or involuntary, the proceeds and/or assets of our company remaining after giving effect to such transaction, and the payment of all of our debts and liabilities will be distributed to the stockholders of common stock on a pro rata basis. There can be no assurance that we will have available assets to pay to the holders of common stock, or any amounts, upon such a liquidation, dissolution or winding-up of our company. In this event, you could lose some or all of your investment.

Certain provisions of our organizational documents may make it difficult for stockholders to change the composition of our board of directors and may discourage hostile takeover attempts that some of our stockholders may consider to be beneficial.

Certain provisions of our certificate of incorporation and bylaws may have the effect of delaying or preventing changes in control if our board of directors determines that such changes in control are not in the best interests of us and our stockholders. The provisions in such certificate of incorporation and bylaws include, among other things, the following:

- a classified board of directors with three-year staggered terms;
- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms, including preferences and voting rights, of those shares without stockholder approval;
- stockholder action can only be taken at a special or regular meeting and not by written consent except in limited circumstances;
- advance notice procedures for nominating candidates to our board of directors or presenting matters at stockholder meetings;
- removal of directors only for cause;
- allowing only our board of directors to fill vacancies on our board of directors or increase the size of our board of directors; and
- super-majority voting requirements to amend certain provisions of our certificate of incorporation.

We have elected in our certificate of incorporation not to be subject to Section 203 of the Delaware General Corporation Law (the "DGCL"), a statutory provision that may have the effect of delaying, hindering or preventing some takeovers of our company. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock for a period of three years following the date the

person became an “interested stockholder,” unless (with certain exceptions) the business combination or the transaction in which the person became an “interested stockholder” is approved in a prescribed manner. Accordingly, we will not be subject to any anti-takeover effects of Section 203. Our certificate of incorporation contains provisions that have the same effect as Section 203, except that they generally provide that Taglich Private Equity LLC, Taglich Brothers, Inc. or any of their respective affiliates or associates, including any investment funds or portfolio companies managed by any of the foregoing, or any other person with whom any of the foregoing act as a group for the purpose of acquiring, voting or disposing of our shares, or any person that becomes an interested stockholder as a result of a transfer of 5% or more of our voting stock by the foregoing persons to such person, will be excluded from the “interested stockholder” definition in our certificate of incorporation and will therefore not be subject to the restrictions set forth therein that have the same effect as Section 203.

While these provisions have the effect of encouraging persons seeking to acquire control of our company to negotiate with our board of directors, they could enable the board of directors to hinder or frustrate a transaction that some, or a majority, of the stockholders might believe to be in their best interests and, in that case, may prevent or discourage attempts to remove and replace incumbent directors.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

Our home office is located at 5850 Granite Parkway, Suite 730, Plano, Texas 75024, and our telephone number is 972-692-2400. We lease our home office headquarters, which is approximately 6,200 square feet of space. We now operate through 83 branch offices and 15 on-site locations located across 43 states and D.C. We lease all of our branch offices, which are located throughout the U.S., through operating leases with terms that range from six months to five years. We also have month to month leases. We believe that our facilities are adequate for our current needs.

ITEM 3. LEGAL PROCEEDINGS.

From time to time we have been threatened with, or named as a defendant in, litigation, administrative claims and lawsuits. We carry insurance to mitigate potential liabilities associated therewith. The principal risks that we insure against, subject to and upon the terms and conditions of our various insurance policies, are workers’ compensation, general liability, automobile liability, property damage, alternative staffing errors and omissions, directors & officers, fiduciary liability and fidelity losses. As of the date of this Annual Report on Form 10-K, management believes that the resolution of these matters will not have a material adverse effect on our consolidated financial statements.

ITEM 4. MINE SAFETY DISCLOSURE.

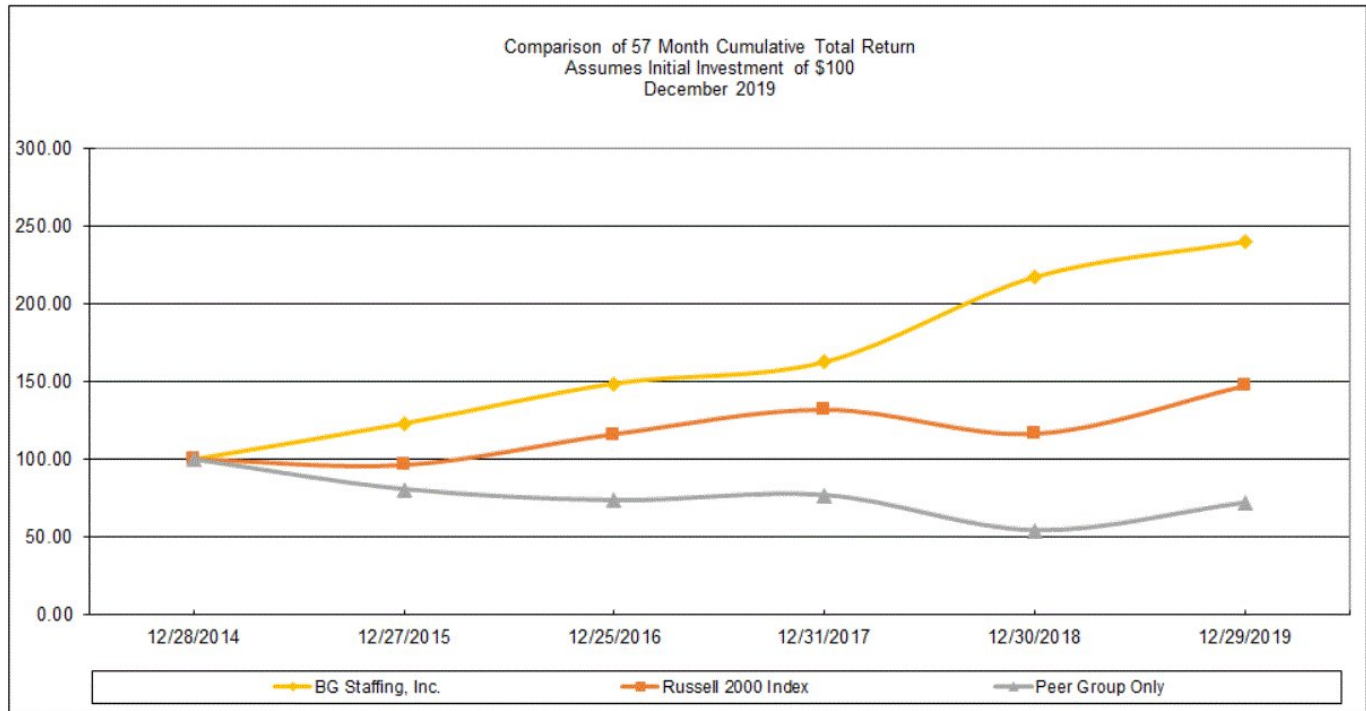
Not applicable.

PART II

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

Stock Performance Graph

The following graph compares, through December 29, 2019, the cumulative total return of the Company’s common stock, a peer group index of certain publicly traded employment services companies, and the Russell 2000. The graph assumes the investment of \$100 at the beginning of the period depicted in the chart and reinvestment of all dividends. Note that historic stock price performance is not necessarily indicative of future stock price performance. The following graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.



This peer group index represents the cumulative total return of the Company and the following corporations providing field talent or permanent employment services: GEE Group, Mastech Digital, RCM Technologies and Staffing 360 Solutions.

Market Information and Holders

Our common stock commenced listing on the NYSE on November 14, 2019 under the symbol “BGSF,” was listed on the NYSE American from to October 27, 2014 to November 13, 2019 under the symbol “BGSF” and was quoted on the OTC Bulletin Board, or OTCBB, under the symbol “BGSF” from April 30, 2014 to October 27, 2014. Prior to the quotation of our common stock on the OTCBB, there was no public market for our common stock. The table below sets forth information on the range of high and low sales prices for our common stock.

Quarter Ended:	<u>High</u>	<u>Low</u>
December 29, 2019	\$ 22.31	\$ 18.00
September 29, 2019	\$ 20.00	\$ 16.00
June 30, 2019	\$ 23.99	\$ 15.91
March 30, 2019	\$ 28.01	\$ 19.25
December 30, 2018	\$ 27.46	\$ 18.61
September 30, 2018	\$ 29.59	\$ 22.61
July 1, 2018	\$ 24.07	\$ 17.86
April 1, 2018	\$ 19.46	\$ 15.30

As of February 5, 2020, the last reported sales price for our common stock was \$20.39 per share.

As of February 5, 2020, there were approximately 4,789 holders of record of our common stock.

Dividends

The board of directors has declared or paid the following cash dividends during the fiscal years ended 2019, 2018, and 2017:

Declared Date	Record Date	Distribution Date	Dividend per Share	Amount Paid
January 26, 2017	February 13, 2017	February 20, 2017	\$0.25	\$ 2,167,327
April 20, 2017	May 1, 2017	May 8, 2017	\$0.25	2,188,744
July 20, 2017	July 31, 2017	August 7, 2017	\$0.25	2,189,844
October 23, 2017	November 2, 2017	November 7, 2017	\$0.25	2,189,844
Total				<u>\$ 8,735,759</u>
February 1, 2018	February 12, 2018	February 20, 2018	\$0.25	\$ 2,189,844
May 10, 2018	May 21, 2018	May 29, 2018	\$0.30	2,638,232
July 25, 2018	August 6, 2018	August 13, 2018	\$0.30	3,026,709
October 26, 2018	November 5, 2018	November 13, 2018	\$0.30	3,067,124
Total				<u>\$ 10,921,909</u>
February 6, 2019	February 19, 2019	February 26, 2019	\$0.30	\$ 3,068,847
April 25, 2019	May 6, 2019	May 13, 2019	\$0.30	3,068,974
July 31, 2019	August 12, 2019	August 19, 2019	\$0.30	3,071,862
October 29, 2019	November 11, 2019	November 18, 2019	\$0.30	3,072,659
Total				<u>\$ 12,282,342</u>

On January 30, 2020, the Company's board of directors declared a cash dividend in the amount of \$0.30 per share of common stock to be paid on February 18, 2020 to all shareholders of record as of the close of business on February 10, 2020.

Prior to December 19, 2014, we had not paid cash dividends on our common stock. Our ability to pay dividends is restricted under the terms of our credit agreement and may be restricted under other agreements governing our outstanding indebtedness from time to time. Any future determination with respect to the payment of dividends will be at the discretion of our board of directors and will be dependent upon, among other things, our financial condition, results of operations, capital requirements, the terms of our then existing indebtedness, contractual restrictions, future prospects, general economic conditions and other factors considered relevant by our board of directors. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Credit Agreements" for a description of the restrictions in our credit agreements on our ability to pay dividends.

Equity Compensation Plans

The following equity compensation plan information is provided as of December 29, 2019:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Security Holders (2013 Long-Term Incentive Plan)	582,845	\$18.32	255,894
Total	582,845	\$18.32	255,894

A description of the equity compensation plan is incorporated by reference to Note 14 in the Notes to Consolidated Financial Statements included in Item 8 in this Annual Report on Form 10-K.

Recent Sales of Unregistered Securities

In December 2019, we issued 47,403 shares of common stock in a private placement for a value of \$1.0 million at the closing of the LJK acquisition.

During 2019, we issued 20,059 shares of common stock in a cashless exercise of 28,734 outstanding warrants. The warrants had an original weighted average exercise price of \$6.56.

The foregoing issuances of securities were exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

Share Repurchases

During 2019, we repurchased 176 shares of the Company's common stock at a cost of \$3,291 and a weighted average price of \$18.70 upon the vesting of restricted stock to satisfy statutory minimum tax withholding requirements.

Item 6. Selected Financial Data.

The following tables set forth our summary consolidated historical financial data. You should read the information set forth below in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated historical financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. The statement of operations data for the fiscal years ended 2019, 2018, and 2017 and the balance sheet data as of December 29, 2019 and December 30, 2018 set forth below are derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The statement of operations data for the fiscal years ended 2016 and 2015 and the balance sheet data as of December 31, 2017, December 25, 2016, and December 27, 2015 set forth below were derived from our audited financial statements not included in this Annual Report on Form 10-K.

Fiscal Years Ended

	December 29, 2019	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015
(dollars in thousands, except per share data)					
Statement of Operations Data:					
Revenues	\$ 294,314	\$ 286,863	\$ 272,600	\$ 253,852	\$ 217,534
Gross profit	\$ 80,681	\$ 76,595	\$ 68,402	\$ 60,073	\$ 47,907
Selling, general and administrative expenses	\$ 56,199	\$ 51,066	\$ 44,576	\$ 37,971	\$ 29,389
(Gain) Loss on contingent consideration	\$ —	\$ (3,775)	\$ (226)	\$ (167)	\$ 1,001
Depreciation and amortization	\$ 4,820	\$ 5,044	\$ 6,292	\$ 6,733	\$ 5,544
Operating income	\$ 19,662	\$ 24,260	\$ 17,760	\$ 15,536	\$ 11,973
Loss on extinguishment of debt	\$ 541	\$ —	\$ —	\$ 404	\$ 439
Interest expense, net	\$ 1,569	\$ 2,850	\$ 3,253	\$ 3,962	\$ 2,996
Change in fair value of put option	\$ —	\$ —	\$ —	\$ —	\$ (177)
Income before income taxes	\$ 17,552	\$ 21,410	\$ 14,507	\$ 11,170	\$ 8,715
Income tax expense	\$ 4,305	\$ 3,860	\$ 8,659 ⁽¹⁾	\$ 4,288	\$ 3,368
Net income	\$ 13,247	\$ 17,550	\$ 5,848	\$ 6,882	\$ 5,347
Net Income Per Share:					
Net income per share – basic	\$ 1.29	\$ 1.83	\$ 0.67	\$ 0.85	\$ 0.76
Net income per share – diluted	\$ 1.28	\$ 1.79	\$ 0.65	\$ 0.82	\$ 0.73
Weighted average shares outstanding – basic	10,239	9,577	8,734	8,108	7,079
Weighted average shares outstanding – diluted	10,351	9,808	9,038	8,400	7,289
Other Financial Data:					
Adjusted EBITDA ⁽²⁾	\$ 26,590	\$ 27,106	\$ 24,737	\$ 22,643	\$ 19,398
Same Day EBITDA ⁽²⁾	\$ 26,590	\$ 27,106	\$ 24,216	\$ 22,643	\$ 19,398
Cash dividends declared per common share	\$ 1.20	\$ 1.15	\$ 1.00	\$ 1.00	\$ 0.75
Balance Sheet Data:					
Working capital	\$ 27,030	\$ 20,555	\$ 16,320	\$ 19,185	\$ 10,016
Total assets	\$ 115,586	\$ 100,269	\$ 104,633	\$ 81,214	\$ 84,400
Total outstanding borrowings, net	\$ 27,494	\$ 20,089	\$ 44,123	\$ 23,618	\$ 30,649
Total other long-term liabilities	\$ 6,303	\$ 662	\$ 2,629	\$ 1,858	\$ 4,519
Stockholders' equity	\$ 68,457	\$ 65,702	\$ 39,135	\$ 40,488	\$ 25,928

⁽¹⁾ Includes a \$3.3 million re-measurement of the net deferred tax assets as a result of the TCJA.

⁽²⁾ We present Adjusted EBITDA and Same Day EBITDA (defined below), measures that are not in accordance with generally accepted accounting principles (“non-GAAP”), in this Annual Report on Form 10-K to provide investors with a supplemental measure of our operating performance. We believe that Adjusted EBITDA and Same Day EBITDA are useful performance measures and are used by us to facilitate comparisons of our operating performance on a consistent basis from period-to-period and to provide for a more complete understanding of factors and trends affecting our business than measures under generally accepted accounting principles (“GAAP”) can provide alone. Our board and management also use Adjusted EBITDA and Same Day EBITDA as some of the primary methods for planning and forecasting overall expected performance and for evaluating on a quarterly and annual basis actual results against such expectations, and as a performance evaluation

metric in determining achievement of certain compensation programs and plans for our management. In addition, the financial covenants in our credit agreements are based on EBITDA as defined in the credit agreements.

We define “Adjusted EBITDA” as earnings before interest expense, income taxes, depreciation and amortization expense, transaction fees and other non-capital information technology project expenses (“IT roadmap”) and certain non-cash expenses such as share-based compensation expense. Omitting interest, taxes and the other items provides a financial measure that facilitates comparisons of our results of operations with those of companies having different capital structures. Since the levels of indebtedness and tax structures that other companies have are different from ours, we omit these amounts to facilitate investors’ ability to make these comparisons. Similarly, we omit depreciation and amortization because other companies may employ a greater or lesser amount of property and intangible assets. We also believe that investors, analysts and other interested parties view our ability to generate Adjusted EBITDA as an important measure of our operating performance and that of other companies in our industry. Adjusted EBITDA should not be considered as an alternative to net income for the periods indicated as a measure of our performance.

We define “Same Day EBITDA” as Adjusted EBITDA on a fifty-two week fiscal year basis. Omitting the additional revenue days in a fifty-three week fiscal year ended provides a financial measure that facilitates comparisons of our results of operations with those of our fifty-two week fiscal year and comparisons of our results with those companies having same number of days. Same Day EBITDA should not be considered as an alternative to net income for the periods indicated as a measure of our performance. Other companies in our industry may calculate Adjusted EBITDA or Same Day EBITDA differently than we do, limiting their usefulness as comparative measures.

The use of Adjusted EBITDA and Same Day EBITDA have limitations as analytical tools, and you should not consider these performance measures in isolation from, or as an alternative to, GAAP measures such as net income. Adjusted EBITDA and Same Day EBITDA are not measures of liquidity under GAAP or otherwise, and are not alternatives to cash flow from continuing operating activities. Our presentation of Adjusted EBITDA and Same Day EBITDA should not be construed as an inference that our future results will be unaffected by the expenses that are excluded from that term or by unusual or non-recurring items. The limitations of Adjusted EBITDA and Same Day EBITDA include: (i) they do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments; (ii) they do not reflect changes in, or cash requirements for, our working capital needs; (iii) they do not reflect income tax payments we may be required to make; and (iv) they do not reflect the cash requirements necessary to service interest or principal payments associated with indebtedness.

To properly and prudently evaluate our business, we encourage you to review our consolidated financial statements included elsewhere in this Annual Report on Form 10-K and the reconciliation to Adjusted EBITDA and Same Day EBITDA from net income, the most directly comparable financial measure presented in accordance with GAAP, set forth in the following table. All of the items included in the reconciliation from net income to Adjusted EBITDA are either (i) non-cash items or (ii) items that management does not consider in assessing our on-going operating performance. In the case of the non-cash items, management believes that investors may find it useful to assess our comparative operating performance because the measures without such items are less susceptible to variances in actual performance resulting from depreciation, amortization and other non-cash charges and more reflective of other factors that affect operating performance. In the case of the other items that management does not consider in assessing our on-going operating performance, management believes that investors may find it useful to assess our operating performance if the measures are presented without these items because their financial impact may not reflect ongoing operating performance.

Fiscal Years Ended

	December 29, 2019	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015
(dollars in thousands)					
Net income	\$ 13,247	\$ 17,550	\$ 5,848	\$ 6,882	\$ 5,347
Interest expense, net	1,569	2,850	3,253	3,962	2,996
Income tax expense	4,305	3,860	8,659 ⁽³⁾	4,288	3,368
Loss on extinguishment of debt	541	—	—	404	439
Change in fair value of put option	—	—	—	—	(177)
Operating income	19,662	24,260	17,760	15,536	11,973
Depreciation and amortization	4,820	5,044	6,292	6,733	5,544
(Gain) Loss on contingent consideration	—	(3,775)	(226)	(167)	1,001
Share-based compensation	953	1,069	447	314	353
Transaction fees	434	508	464	227	527
IT roadmap	721	—	—	—	—
Adjusted EBITDA	26,590	27,106	24,737	22,643	19,398
Same day adjustment	—	—	(521)	—	—
Same day EBITDA	\$ 26,590	\$ 27,106	\$ 24,216	\$ 22,643	\$ 19,398

⁽³⁾ Includes a \$3.3 million re-measurement of the net deferred tax assets as a result of the TCJA.

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

The following discussion and analysis of our financial condition and results of operations, our expectations regarding the future performance of our business and the other non-historical statements in the discussion and analysis are forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors including those described in “Item 1A. Risk Factors” of this Annual Report on Form 10-K. Our actual results may differ materially from those contained in any forward-looking statements. You should read the following discussion together with our audited consolidated financial statements and related notes thereto and other financial information included in this Annual Report on Form 10-K.

Our financial information may not be indicative of our future performance.

Executive Overview

Demand for our field talent and consultants as well as placement services is dependent upon general economic and labor trends. We believe that the Company is well positioned in the current macroeconomic environment. The United States economic backdrop during 2019 was positive as real gross domestic product (“GDP”) grew an estimated 2.3%, while the unemployment rate declined from 3.9% in December 2018 to 3.5% in December 2019 according to the U.S. Bureau of Labor Statistics. In the United States, the number of job openings has exceeded the number of hires since February 2015, creating competition for skilled talent that increases our value to client partners. The U.S. labor market remains robust, with significant demand due to talent shortages across our disciplines, where unemployment remains near a 50-year low.

Despite strong job growth over the last three months, there remains uncertainty in the market around the impact and duration of the Coronavirus outbreak. While the outbreak of the virus began late in 2019, our results of operations for fiscal year 2019 do not include any material impact from this.

Disruptions to business operations resulting from travel restrictions and possible quarantines of our team members, field talent, client partners and suppliers in areas affected by the outbreak, as well as possible closures of offices, manufacturing facilities, warehouses and logistics supply chains, could have a material adverse impact on our financial condition and results of operations for an uncertain duration.

The impact of the outbreak on the labor market will depend on the amount of time it disrupts economic activity. The impact over the next few months may be reflected in a drop in hours worked and reduced hiring. However, if the disruption continues longer, then impacted companies are likely to reduce their workforce, including layoffs, especially of less skilled workers.

No determination of such impact on our financial condition or results of operations can be made at this time.

Company Overview

We are a leading national provider of professional workforce solutions and have completed a series of acquisitions including the acquisition of BG Personnel, LP and B G Staff Services Inc. in June 2010, substantially all of the assets of JNA Staffing, Inc. in December 2010, Extrinsic, LLC in December 2011, American Partners, Inc. in December 2012, InStaff in June 2013, D&W in March 2015, VTS in October 2015, Zycron in April 2017, Smart in September 2017, LJK in December 2019, and 100% of the equity of EdgeRock in February 2020. We operate within three industry segments: Real Estate, Professional, and Light Industrial. We provide services to client partners primarily within the United States of America. We now operate through 83 branch offices and 15 on-site locations located across 43 states and D.C.

The Real Estate segment provides office and maintenance field talent to various apartment communities and commercial buildings in 29 states, via property management companies responsible for the apartment communities' and commercial buildings' day-to-day operations.

The Professional segment provides skilled field talent on a nationwide basis for information technology (“IT”) and finance, accounting, legal and human resource client partner projects.

The Light Industrial segment provides field talent primarily to manufacturing, distribution, logistics, and call center client partners needing a flexible workforce in 7 states.

Results of Operations

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of revenues, and have been derived from our consolidated financial statements.

	Fiscal Year Ended		
	December 29, 2019	December 30, 2018	December 31, 2017
	52 week	52 week	53 Week
	(dollars in thousands)		
Revenues	\$ 294,314	\$ 286,863	\$ 272,600
Cost of services	213,633	210,268	204,198
Gross Profit	80,681	76,595	68,402
Selling, general and administrative expenses	56,199	51,066	44,576
Gain on contingent consideration	—	(3,775)	(226)
Depreciation and amortization	4,820	5,044	6,292
Operating income	19,662	24,260	17,760
Loss on extinguishment of debt	541	—	—
Interest expense, net	1,569	2,850	3,253
Income before income tax	17,552	21,410	14,507
Income tax expense	4,305	3,860	8,659
Net income	<u>\$ 13,247</u>	<u>\$ 17,550</u>	<u>\$ 5,848</u>

	Fiscal Year Ended		
	December 29, 2019	December 30, 2018	December 31, 2017
	Revenues	100.0%	100.0%
Cost of services	72.6	73.3	74.9
Gross Profit	27.4	26.7	25.1
Selling, general and administrative expenses	19.1	17.8	16.4
Gain on contingent consideration	—	(1.3)	(0.1)
Depreciation and amortization	1.6	1.8	2.3
Operating income	6.7	8.5	6.5
Loss on extinguishment of debt	0.2	—	—
Interest expense, net	0.5	1.0	1.2
Income before income tax	6.0	7.5	5.3
Income tax expense	1.5	1.3	3.2
Net income	<u>4.5%</u>	<u>6.1%</u>	<u>2.1%</u>

Fifty-two Week Fiscal Year Ended December 29, 2019 (Fiscal 2019) Compared with Fifty-two Week Fiscal Year Ended December 30, 2018 (Fiscal 2018)

Revenues:

	Fiscal Year Ended			
	December 29, 2019		December 30, 2018	
	(dollars in thousands)			
Revenues by Segment:				
Real Estate	\$ 96,422	32.8%	\$ 86,874	30.3%
Professional	123,343	41.9%	119,300	41.6%
Light Industrial	74,549	25.3%	80,689	28.1%
Total Revenues	\$ 294,314	100.0%	\$ 286,863	100.0%

Real Estate Revenues: Real Estate revenues increased approximately \$9.5 million (11.0%) due to our continued geographic expansion plan and overall growth in existing offices. The increase was due to a 5.1% increase in billed hours and a 5.1% increase in average bill rate. Revenue from new offices provided approximately \$2.5 million of the increase. Revenues from the commercial buildings group contributed \$0.8 million of the increase.

Professional Revenues: Professional revenues increased approximately \$4.0 million (3.4%). The increase was due to an increase of 8.3% in average bill rate that was offset by a decrease in permanent placements of \$0.1 million and a 5.7% decrease in billed hours.

Light Industrial Revenues: Light Industrial revenues decreased approximately \$6.1 million (7.6%). The decrease was due to a 10.8% decrease in billed hours offset by a 3.5% increase in average bill rate.

Gross Profit:

Gross profit represents revenues from services less cost of services expenses, which consist of payroll, payroll taxes, payroll-related insurance, field talent costs, and reimbursable costs.

	Fiscal Year Ended			
	December 29, 2019		December 30, 2018	
	(dollars in thousands)			
Gross Profit by Segment:				
Real Estate	\$ 36,928	45.8%	\$ 32,955	43.0%
Professional	32,898	40.7%	31,565	41.2%
Light Industrial	10,855	13.5%	12,075	15.8%
Total Gross Profit	\$ 80,681	100.0%	\$ 76,595	100.0%

	Fiscal Year Ended	
	December 29, 2019	December 30, 2018
Gross Profit Percentage by Segment:		
Real Estate	38.3%	37.9%
Professional	26.7%	26.5%
Light Industrial	14.6%	15.0%
Company Gross Profit Percentage	27.4%	26.7%

Overall, our gross profit increased approximately \$4.1 million (5.3%). As a percentage of revenue, gross profit has increased to 27.4% from 26.7%, primarily due to higher gross profits across our Real Estate and Professional segments.

We determine spread as the difference between bill rate and pay rate.

Real Estate Gross Profit: Real Estate gross profit increased approximately \$4.0 million (12.1%) consistent with the increase in revenue. The increase in gross profit was due primarily to 5.0% increase in average spread.

Professional Gross Profit: Professional gross profit increased approximately \$1.3 million (4.2%) consistent with the increase in revenue. The increase in gross profit was due to 9.3% increase in average spread.

Light Industrial Gross Profit: Light Industrial gross profit decreased approximately \$1.2 million (10.1%) consistent with the decrease in revenue which was offset by an increase of 2.2% in the average spread.

Selling, General and Administrative Expenses: Selling, general and administrative expenses increased approximately \$5.1 million (10.1%) primarily related to various costs associated with our revenue growth and geographic expansion including increased headcount, commissions and bonuses as detailed in the following table.

	Fiscal Year Ended					
	December 29, 2019		December 30, 2018		\$ Change	% Change
	Amount	% of Revenue	Amount	% of Revenue		
	(dollars in thousands)					
Compensation and related	\$ 41,401	14%	\$ 38,756	14%	\$ 2,645	7 %
Advertising and recruitment	1,925	1%	1,915	1%	10	1 %
Occupancy and office operations	3,987	1%	3,685	1%	302	8 %
Client engagement	1,443	—%	1,270	—%	173	14 %
Software	1,906	1%	1,342	—%	564	42 %
Professional fees	1,327	—%	1,155	—%	172	15 %
Public company related costs	675	—%	524	—%	151	29 %
Bad debt	128	—%	41	—%	87	212 %
Share-based compensation	953	—%	1,069	—%	(116)	(11)%
Transaction fees	434	—%	508	—%	(74)	(15)%
IT roadmap	721	—%	—	—%	721	100 %
Other	1,299	—%	801	—%	498	62 %
	<u>\$ 56,199</u>	<u>19%</u>	<u>\$ 51,066</u>	<u>18%</u>	<u>\$ 5,133</u>	<u>10 %</u>

Depreciation and Amortization: Depreciation and amortization charges decreased approximately \$0.2 million (4.4%). The decrease in depreciation and amortization is primarily due to fully amortized intangible assets in the Light Industrial segment related to the 2013 InStaff acquisition and in the Professional segment related to the 2015 D&W acquisition.

Interest Expense, net: Interest expense, net decreased \$1.3 million (44.9%) primarily due to the May 2018 offering of common stock which proceeds were used to pay down on the existing indebtedness of the Company and the decrease in contingent consideration discounts related to the 2017 Zycron and Smart acquisitions.

Income Taxes: Income tax expense increased \$0.4 million (11.5%) primarily due to the 2018 Option Cancellation Agreement and the share-based compensation exercises that are deductible for tax purposes that resulted in a reduced 2018 effective rate, which was partially offset by higher pre tax 2018 income.

Fifty-two Week Fiscal Year Ended December 30, 2018 (Fiscal 2018) Compared with Fifty-three Week Fiscal Year Ended December 31, 2017 (Fiscal 2017)

The Fiscal 2017 consolidated statement of operations includes 39 weeks of Zycron operations and 15 weeks of Smart operations.

Revenues:

	Fiscal Year Ended			
	December 30, 2018		December 31, 2017	
	(dollars in thousands)			
Revenues by Segment:				
Real Estate	\$ 86,874	30.3%	\$ 71,807	26.3%
Professional	119,300	41.6%	126,641	46.5%
Light Industrial	80,689	28.1%	74,152	27.2%
Total Revenues	\$ 286,863	100.0%	\$ 272,600	100.0%

Real Estate Revenues: Real Estate revenues increased approximately \$15.1 million (21.0%) due to our continued geographic expansion plan and continued growth in existing offices. The increase was due to a 14.0% increase in billed hours and a 5.3% increase in average bill rate. Revenue from new offices provided approximately \$0.9 million of the increase. Revenues from the commercial buildings group contributed \$2.7 million of the increase.

Professional Revenues: Professional revenues decreased approximately \$7.3 million (5.8%). The Zycron acquisition contributed an additional \$5.8 million and the Smart acquisition contributed an additional \$8.4 million increase over 2017. The overall decrease was due to a 10.8% increase in billed hours and a decrease of 13.8% in average bill rate that was offset by an increase in permanent placements of \$0.8 million.

Light Industrial Revenues: Light Industrial revenues increased approximately \$6.5 million (8.8%). The overall revenue increase was due to a 2.6% increase in billed hours and a 6.4% increase in average bill rate.

Gross Profit:

Gross profit represents revenues from services less cost of services expenses, which consist of payroll, payroll taxes, payroll-related insurance, field talent costs, and reimbursable costs.

	Fiscal Year Ended			
	December 30, 2018		December 31, 2017	
	(dollars in thousands)			
Gross Profit by Segment:				
Real Estate	\$ 32,955	43.0%	\$ 27,138	39.7%
Professional	31,566	41.2%	30,626	44.8%
Light Industrial	12,074	15.8%	10,638	15.5%
Total Gross Profit	\$ 76,595	100.0%	\$ 68,402	100.0%

	Fiscal Year Ended	
	December 30, 2018	December 31, 2017
Gross Profit Percentage by Segment:		
Real Estate	37.9%	37.8%
Professional	26.5%	24.2%
Light Industrial	15.0%	14.3%
Company Gross Profit Percentage	26.7%	25.1%

Overall, our gross profit increased approximately \$8.2 million (12.0%) due primarily to increased revenues in our Real Estate segment of \$5.8 million and our Professional segment's addition of Zycron of \$1.4 million and Smart of \$3.1 million. As a percentage of revenue, gross profit has increased to 26.7% from 25.1%, primarily due to higher gross profits across all segments.

We determine spread as the difference between bill rate and pay rate.

Real Estate Gross Profit: Real Estate gross profit increased approximately \$5.8 million (21.4%) consistent with the increase in revenue. The increase in gross profit was due primarily to 4.6% increase in average spread.

Professional Gross Profit: Professional gross profit increased approximately \$1.0 million (3.1%) due to the decrease in cost of services which was offset by a 7.0% decrease in average spread. The Zycron acquisition contributed \$1.4 million. The Smart acquisition contributed \$3.1 million.

Light Industrial Gross Profit: Light Industrial gross profit increased approximately \$1.4 million (13.5%) from an increase of 6.3% in the average spread.

Selling, General and Administrative Expenses: Selling, general and administrative expenses increased approximately \$6.5 million (14.6%) related to various costs associated with our revenue growth and geographic expansion including increased headcount, commissions and bonuses as detailed in the following table.

	Fiscal Year Ended					
	December 30, 2018		December 31, 2017		\$ Change	% Change
Amount	% of Revenue	Amount	% of Revenue	(dollars in thousands)		
Compensation and related	\$ 38,756	14%	\$ 33,168	12%	\$ 5,588	17 %
Advertising and recruitment	1,915	1%	1,504	1%	411	27 %
Occupancy and office operations	3,685	1%	3,204	1%	481	15 %
Client engagement	1,270	—%	1,215	—%	55	5 %
Software	1,342	—%	1,216	—%	126	10 %
Professional fees	1,155	—%	876	—%	279	32 %
Public company related costs	524	—%	496	—%	28	6 %
Bad debt	41	—%	761	—%	(720)	(95)%
Share-based compensation	1,069	—%	447	—%	622	139 %
Transaction fees	508	—%	464	—%	44	9 %
Other	801	—%	1,224	—%	(423)	(35)%
	<u>\$ 51,066</u>	<u>18%</u>	<u>\$ 44,575</u>	<u>16%</u>	<u>\$ 6,491</u>	<u>15 %</u>

Depreciation and Amortization: Depreciation and amortization charges decreased approximately \$1.2 million (19.8%). The decrease in depreciation and amortization is primarily due to Professional segment fully amortized intangible assets related to the 2012 American Partners acquisition of \$1.7 million that was partially offset by an increase in the Professional segment intangible assets acquired in the 2017 Zycron and Smart acquisitions of \$0.6 million.

Interest Expense, net: Interest expense, net decreased \$0.4 million primarily due to the decrease in the interest of \$0.6 million related to the amortization of contingent consideration discounts from the 2015 VTS acquisition which was offset by the increase of \$0.2 million in amortization of the deferred financing fees related to the Amended Credit Agreement (as defined below).

Income Taxes: Income tax expense decreased approximately \$4.8 million primarily due to the rate change impact of the TCJA, the Option Cancellation Agreement, and share-based compensation exercises that are deductible for tax purposes, which resulted in a decrease in the effective rate, offset by higher pre-tax income of \$6.9 million.

Non-GAAP Same Day Revenues: Same Day Revenues are defined as a fifty-three week fiscal year ended December 31, 2017 (Fiscal 2017) revenues less five revenue days. The Fiscal 2017 revenues of \$272.6 million would be less \$5.7 million for five revenue days resulting in Same Day Revenues of \$266.9 million. Same Day Revenues increased \$20.0 million (7%) to \$286.9 million in Fiscal 2018. Same Day Revenues and GAAP revenues were equal for Fiscal 2018.

Non-GAAP Same Day Gross Profit: Same Day Gross Profit is defined as a fifty-three week fiscal year ended December 31, 2017 (Fiscal 2017) gross profit less five gross profit days. The Fiscal 2017 gross profit of \$68.4 million would be less \$1.4 million for five gross profit days resulting in Same Day Gross Profit of \$67.0 million. Same Day Gross Profit increased \$9.6 million (14%) to \$76.6 million in Fiscal 2018. Same Day Gross Profit and GAAP gross profit were equal for Fiscal 2018.

Liquidity and Capital Resources

Our working capital requirements are primarily driven by field talent payments, tax payments and client partner accounts receivable receipts. Since receipts from client partners lag payments to field talent, working capital requirements increase substantially in periods of growth.

Our primary sources of liquidity are cash generated from operations and borrowings under our credit agreement with BMO Harris Bank, N.A. (“BMO”), that provides for a revolving credit facility maturing July 16, 2024 (the “Revolving Facility”). Our primary uses of cash are payments to field talent, team members, related payroll liabilities, operating expenses, capital expenditures, cash interest, cash taxes, dividends and contingent consideration and debt payments. We believe that the cash generated from operations, together with the borrowing availability under our Revolving Facility, will be sufficient to meet our normal working capital needs for at least the next twelve months, including investments made, and expenses incurred, in connection with opening new branches throughout the next year. Our ability to continue to fund these items may be affected by general economic, competitive and other factors, many of which are outside of our control. If our future cash flow from operations and other capital resources are insufficient to fund our liquidity needs, we may be forced to obtain additional debt or equity capital or refinance all or a portion of our debt.

While we believe we have sufficient liquidity and capital resources to meet our current operating requirements and expansion plans, we may elect to pursue additional growth opportunities within the next year that could require additional debt or equity financing. If we are unable to secure additional financing at favorable terms in order to pursue such additional growth opportunities, our ability to pursue such opportunities could be materially adversely affected.

The Company has an effective Form S-3 shelf registration statement allowing for the offer and sale of up to approximately \$13 million of common stock. There is no guarantee that we will be able to consummate any offering on terms we consider acceptable or at all.

A summary of our working capital, operating, investing and financing activities are shown in the following table:

	Fiscal Year Ended		
	December 29, 2019	December 30, 2018	December 31, 2017
(dollars in thousands)			
Working capital	\$ 27,030	\$ 20,555	\$ 16,320
Net cash provided by operating activities	\$ 17,954	\$ 18,426	\$ 18,064
Net cash used in investing activities	(9,729)	(924)	(25,644)
Net cash (used in) provided by financing activities	(8,225)	(17,502)	7,580
Net change in cash and cash equivalents	\$ —	\$ —	\$ —

Operating Activities

Cash provided by operating activities consists of net income adjusted for non-cash items, including depreciation and amortization, share-based compensation expense, interest expense on contingent consideration payable, and the effect of working capital changes. The primary drivers of cash inflows and outflows are accounts receivable and accrued payroll and expenses.

During Fiscal 2019, net cash provided by operating activities was \$18.0 million, a decrease of \$0.5 million compared with \$18.4 million for Fiscal 2018. This decrease is primarily attributable to lower net income, the timing of payments on operating assets and liabilities, net deferred tax assets, which was partially offset by contingent consideration adjustments.

During Fiscal 2018, net cash provided by operating activities was \$18.4 million, an increase of \$0.4 million compared with \$18.1 million for Fiscal 2017. This increase is primarily attributable to higher net income, which was partially offset by contingent consideration adjustments, the timing of payments on operating assets and liabilities, amortization expense, and net deferred tax assets.

Investing Activities

Cash used in investing activities consists primarily of cash paid for businesses acquired and capital expenditures.

In Fiscal 2019, we paid \$7.5 million in connection with the LJK acquisition and we made capital expenditures of \$2.2 million mainly related to software and computer equipment purchased in the ordinary course of business and for the IT roadmap project. In Fiscal 2018, we made capital expenditures of \$0.9 million mainly related to furniture and fixtures and computer equipment purchased in the ordinary course of business. In Fiscal 2017, we paid \$18.5 million in connection with the Zycron acquisition, \$6.0 million in connection with the Smart acquisition and we made capital expenditures of \$1.1 million mainly related to computer equipment and software purchased in the ordinary course of business.

Financing Activities

Cash flows from financing activities consisted principally of borrowings and payments under our credit agreements, dividends and contingent consideration paid.

For Fiscal 2019, we paid \$12.3 million in cash dividends on our common stock, paid down \$10.1 million on the term loan with Texas Capital Bank, National Association (“TCB”), and we paid \$2.7 million of contingent consideration related to the Zycron acquisition. We borrowed \$9.7 million on our revolving credit facility and borrowed \$7.5 million on our term loan in connection with the LJK acquisition.

For Fiscal 2018, we paid \$13.8 million in principal payments on the term loan with TCB, paid \$10.9 million in cash dividends on our common stock, reduced our revolving credit facility by \$10.7 million, paid \$3.3 million related to Option Cancellation Agreement, and paid \$1.0 million of contingent consideration related to the VTS and Zycron acquisitions. We received net proceeds from the issuance of the common stock of \$22.2 million and used the net proceeds to reduce outstanding indebtedness under our credit agreement with TCB and cancel outstanding options pursuant to the Option Cancellation Agreement, as noted above.

For Fiscal 2017, we received proceeds from the issuance of the \$25.0 million term loan mainly to fund the Zycron acquisition. We paid \$8.7 million in cash dividends on our common stock, paid \$4.0 million of contingent consideration related to the VTS acquisition, we reduced our revolving credit facility by \$2.5 million, paid \$1.1 million in principal payments on the term loan with TCB, and paid \$1.1 million in deferred financing costs related to the credit agreement with TCB.

Credit Agreements

On July 16, 2019, we entered into a Credit Agreement (the “Credit Agreement”), maturing July 16, 2024, with BMO Harris Bank, N.A. (“BMO”), as lead administrative agent, lender, letters of credit issuer, and swing line lender. The Credit Agreement provides for a revolving credit facility (the “Revolving Facility”) permitting us to borrow funds from time to time in an aggregate amount up to \$35 million. The Credit Agreement also provides for a term loan commitment (the “Term Loan”) permitting us to borrow funds from time to time in an aggregate amount not to exceed \$30 million with principal payable quarterly, based on an annual percentage of the original principal amount as defined in the Credit Agreement. We may from time to time, with a maximum of two, request an increase in the aggregate Term Loan commitment by \$40 million, with minimum increases of \$10 million. Our obligations under the Credit Agreement are secured by a first priority security interest in substantially all our tangible and intangible property. The Credit Agreement bears interest either at the Base Rate plus the Applicable Margin or LIBOR plus the Applicable Margin (as such terms are defined in the Credit Agreement). We also pay an unused commitment fee on the daily average unused amount of Revolving Facility and Term Loan.

The Credit Agreement contains customary affirmative covenants and negative covenants, including certain limitations on our ability to pay cash dividends. We are subject to a maximum Leverage Ratio and a minimum Fixed Charge Coverage Ratio as defined in the Credit Agreement.

On December 13, 2019, we borrowed \$7.5 million on the Term Loan in conjunction with the closing of the LJK acquisition. On February 3, 2020, we borrowed \$18.5 million on the Term Loan in conjunction with the closing of the EdgeRock acquisition, as described in Note 19 in the Notes to Consolidated Financial Statements. We borrowed \$20 million under the Revolving Facility to pay off our existing indebtedness with TCB and such agreement (and related ancillary documentation) was terminated on July 16, 2019 in connection with such repayment. We recognized a loss on extinguishment of debt of approximately \$0.5 million related to the unamortized deferred finance fees.

Contractual Obligations

The following table summarizes our cash contractual obligations as of December 29, 2019.

	Payments due by period				
	Total	Less than 1 year	1–3 years	3–5 years	More than 5 years
	(dollars in thousands)				
Long-term debt obligations	\$ 27,845	\$ 375	\$ 1,313	\$ 26,157	\$ —
Contingent consideration and holdback	3,500	1,000	2,500	—	—
Operating lease obligations	6,077	1,521	2,810	1,550	196
Contractual cash obligations	<u>\$ 37,422</u>	<u>\$ 2,896</u>	<u>\$ 6,623</u>	<u>\$ 27,707</u>	<u>\$ 196</u>

Off-Balance Sheet Arrangements

We are not party to any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

We have identified the policies listed below as critical to our business and the understanding of our results of operations. For a detailed discussion of the application of these and other accounting policies, see Note 2 in the Notes to the Consolidated Financial Statements of this Annual Report on Form 10-K. 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.

On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, allowances for uncollectible accounts receivable, impairment of goodwill and intangible assets, lease liability and contingent consideration obligations related to acquisitions, contingencies, litigation, income taxes, share-based compensation option expense. Management bases its estimates and judgments on historical experiences and on various other factors believed to be reasonable under the circumstances. Actual results under circumstances and conditions different than those assumed could result in differences from the estimated amounts in the consolidated financial statements.

Revenue Recognition

We derive our revenues from three segments: Real Estate, Professional, and Light Industrial. We provide workforce solutions and placement services. Revenues are recognized when promised services are delivered to client partners, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. Revenues as presented on the consolidated statements of operations represent services rendered to client partners less sales adjustments and allowances. Reimbursements, including those related to out-of-pocket expenses, are also included in revenues, and the related amounts of reimbursable expenses are included in cost of services.

We record revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. We have concluded that gross reporting is appropriate because we (i) have the risk of identifying and hiring qualified field talent, (ii) have the discretion to select the field talent and establish their price and duties and (iii) we bear the risk for services that are not fully paid for by client partners.

Temporary staffing revenues - Field talent revenues from contracts with client partners are recognized in the amount to which we have a right to invoice, when the services are rendered by our field talent.

Contingent placement staffing revenues - Any revenues associated with services that are provided on a contingent basis are recognized once the contingency is resolved, as this is when control transferred to the client partner, usually when employment candidates start their employment. We estimate the effect of placement candidates who do not remain with our client partners through the guarantee period (generally 90 days) based on historical experience. Allowances, recorded as a liability, are established to estimate these losses. Fees to client partners are generally calculated as a percentage of the new worker's annual compensation. No fees for placement services are charged to employment candidates. These assumptions determine the timing of revenue recognition for the reported period.

Payment terms in our contracts vary by the type and location of our client partner and the services offered. The term between invoicing and when payment is due is not significant.

Goodwill and Intangible Assets

Goodwill represents the difference between the enterprise value/cash paid less the fair value of all recognized net asset fair values including identifiable intangible asset values in a business combination. Intangible assets consist of the value of contract-related intangible assets, trade names, non-compete agreements acquired in acquisitions, and purchased software and internal payroll costs directly incurred in the modification of software for internal use. We amortize intangible assets over their respective estimated useful lives based on a pattern in which the economic benefit of the respective intangible asset is realized, unless their useful lives are determined to be indefinite. We review goodwill and other intangible assets for impairment annually during the fourth quarter or whenever events or changes in circumstances indicate the carrying value of goodwill and other intangible assets may not be recoverable.

Contingent Consideration

We have obligations, to be paid in cash, related to our acquisitions if certain future operating and financial goals are met. The fair value of this contingent consideration is determined using expected cash flows and present value technique. The fair value calculation of the expected future payments uses a discount rate commensurate with the risks of the expected cash flow. The resulting discount is amortized as interest expense over the outstanding period using the effective interest method.

Leases

We lease all their office space through operating leases, which expire at various dates through 2025. Many of the lease agreements obligate us to pay real estate taxes, insurance and certain maintenance costs, which are accounted for separately. Certain of our lease arrangements contain renewal provisions from 1 to 10 years, exercisable at our option. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

We determine if an arrangement is an operating lease at inception. Leases with an initial term of 12 months or less are not recorded on the balance sheet. All other leases are recorded on the balance sheet as right-of-use assets and lease liabilities for the lease term.

Right of use lease assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term and include options to extend or terminate the lease when they are reasonably certain to be exercised. The present value of lease payments is determined primarily using the incremental borrowing rate based on the information available at lease commencement date. Our operating lease expense is recognized on a straight-line basis over the lease term and is recorded in Selling, general and administrative expenses.

Financial Instruments

We use fair value measurements in areas that include, but are not limited to, the allocation of purchase price consideration to tangible and identifiable intangible assets and contingent consideration. The carrying values of cash and cash equivalents, accounts receivables, prepaid expenses, accounts payable, accrued liabilities, and other current assets and liabilities approximate their fair values because of the short-term nature of these instruments. The carrying value of bank debt approximates fair value due to the variable nature of the interest rates under the credit agreement with BMO that provides for the revolving credit facility and term loan and current rates available to us for debt with similar terms and risk.

Share-Based Compensation

We recognize compensation expense in selling, general and administrative expenses over the service period for options or restricted stock that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements and their potential effect on our results of operations and financial condition, refer to Note 2 in the Notes to the Consolidated Financial Statements of this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to certain market risks from transactions we enter into in the normal course of business. Our primary market risk exposure relates to interest rate risk.

Interest Rates

Our Revolving Facility and Term Loan are priced at variable interest rates. Accordingly, future interest rate increases could potentially put us at risk for an adverse impact on future earnings and cash flows.

Item 8. Financial Statements and Supplementary Data.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of BG Staffing, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of BG Staffing, Inc. (the “Company”) as of December 29, 2019 and December 30, 2018, and the related consolidated statements of operations, changes in stockholders’ equity, and cash flows for each of the three years in the period ended December 29, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 29, 2019 and December 30, 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 29, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 29, 2019, based on criteria established in *2013 Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 12, 2020 expressed an unqualified opinion.

Basis for Opinion

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

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

/s/ Whitley Penn LLP

We have served as the Company’s auditor since 2013.

Dallas, Texas
March 12, 2020

BG Staffing, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

	December 29, 2019	December 30, 2018
ASSETS		
Current assets		
Accounts receivable (net of allowance for doubtful accounts of \$468,233 at 2019 and 2018)	\$ 39,423,801	\$ 37,606,721
Prepaid expenses	1,224,230	984,219
Income taxes receivable	69,649	—
Other current assets	19,516	22,733
Total current assets	<u>40,737,196</u>	<u>38,613,673</u>
Property and equipment, net	3,545,049	2,556,992
Other assets		
Deposits	3,843,023	3,209,419
Deferred income taxes, net	4,071,847	4,870,997
Right-of-use asset - operating leases	4,386,317	—
Intangible assets, net	33,807,973	33,034,173
Goodwill	25,194,639	17,983,549
Total other assets	<u>71,303,799</u>	<u>59,098,138</u>
Total assets	<u>\$ 115,586,044</u>	<u>\$ 100,268,803</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Long-term debt, current portion (net of deferred finance fees of \$-0- and \$44,920 for 2019 and 2018, respectively)	\$ 375,000	\$ 4,242,580
Accrued interest	73,027	308,547
Accounts payable	479,422	146,257
Accrued payroll and expenses	10,079,832	10,411,374
Accrued workers' compensation	405,207	530,980
Contingent consideration, current portion	—	2,363,512
Lease liability, current portion	1,277,843	—
Other current liabilities	1,016,565	—
Income taxes payable	—	55,841
Total current liabilities	<u>13,706,896</u>	<u>18,059,091</u>
Line of credit (net of deferred finance fees of \$351,128 and \$571,782 for 2019 and 2018, respectively)	19,993,829	10,078,507
Long-term debt, less current portion (net of deferred finance fees of \$-0- and \$65,850 for 2019 and 2018, respectively)	7,125,000	5,767,650
Contingent consideration, less current portion	2,174,378	—
Lease liability, less current portion	4,128,951	—
Other long-term liabilities	—	661,542
Total liabilities	<u>47,129,054</u>	<u>34,566,790</u>
Commitments and contingencies		
Preferred stock, \$0.01 par value per share, 500,000 shares authorized, -0- shares issued and outstanding	—	—
Common stock, \$0.01 par value per share; 19,500,000 shares authorized, 10,309,236 and 10,227,247 shares issued and outstanding for 2019 and 2018, respectively, net of treasury stock, at cost, 1,004 and 828 shares for 2019 and 2018, respectively	75,775	78,246
Additional paid in capital	59,617,787	57,624,379
Retained earnings	8,763,428	7,999,388
Total stockholders' equity	<u>68,456,990</u>	<u>65,702,013</u>
Total liabilities and stockholders' equity	<u>\$ 115,586,044</u>	<u>\$ 100,268,803</u>

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

BG Staffing, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS

Years ended December 29, 2019, December 30, 2018 and December 31, 2017

	2019	2018	2017
Revenues	\$ 294,313,548	\$ 286,862,926	\$ 272,600,050
Cost of services	213,632,283	210,267,734	204,198,052
Gross profit	80,681,265	76,595,192	68,401,998
Selling, general and administrative expenses	56,199,521	51,066,327	44,575,015
Gain on contingent consideration	—	(3,775,307)	(225,743)
Depreciation and amortization	4,820,256	5,044,487	6,291,958
Operating income	19,661,488	24,259,685	17,760,768
Loss on extinguishment of debt	540,705	—	—
Interest expense, net	1,568,815	2,850,405	3,253,134
Income before income taxes	17,551,968	21,409,280	14,507,634
Income tax expense	4,304,978	3,859,739	8,659,200
Net income	<u>\$ 13,246,990</u>	<u>\$ 17,549,541</u>	<u>\$ 5,848,434</u>
Net income per share:			
Basic	\$ 1.29	\$ 1.83	\$ 0.67
Diluted	\$ 1.28	\$ 1.79	\$ 0.65
Weighted average shares outstanding:			
Basic	10,238,565	9,577,498	8,733,941
Diluted	10,350,775	9,808,080	9,038,187
Cash dividends declared per common share	\$ 1.20	\$ 1.15	\$ 1.00

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

BG Staffing, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Years ended December 29, 2019, December 30, 2018 and December 31, 2017

	Preferred Stock	Common Stock		Treasury Stock Amount	Additional Paid in Capital	Retained Earnings	Total
		Shares	Par Value				
Stockholders' equity, December 25, 2016	—	8,668,485	\$ 86,685	\$ —	\$ 36,142,688	\$ 4,259,081	\$ 40,488,454
Share-based compensation	—	—	—	—	447,301	—	447,301
Issuance of shares, net of offering costs	—	70,670	707	—	991,793	—	992,500
Exercise of common stock options and warrants	—	20,221	202	—	93,547	—	93,749
Cash dividends declared	—	—	—	—	—	(8,735,759)	(8,735,759)
Net income	—	—	—	—	—	5,848,434	5,848,434
Stockholders' equity, December 31, 2017	—	8,759,376	87,594	—	37,675,329	1,371,756	39,134,679
Share-based compensation	—	—	—	—	1,069,482	—	1,069,482
Issuance of shares, net of offering costs	—	1,293,750	12,938	—	21,347,200	—	21,360,138
Issuance of restricted shares, net of 828 shares of treasury stock	—	41,172	412	(24,027)	(412)	—	(24,027)
Exercise of common stock options and warrants	—	132,949	1,329	—	867,949	—	869,278
Option cancellation agreement	—	—	—	—	(3,335,169)	—	(3,335,169)
Cash dividends declared	—	—	—	—	—	(10,921,909)	(10,921,909)
Net income	—	—	—	—	—	17,549,541	17,549,541
Stockholders' equity, December 30, 2018	—	10,227,247	102,273	(24,027)	57,624,379	7,999,388	65,702,013
Share-based compensation	—	—	—	—	952,738	—	952,738
Cancellation of restricted shares	—	(2,250)	(23)	—	23	—	—
Issuance of shares	—	47,403	474	—	999,526	—	1,000,000
Exercise of common stock options and warrants	—	36,836	369	(3,291)	41,121	—	38,199
Change in accounting principal - operating leases	—	—	—	—	—	(200,608)	(200,608)
Cash dividends declared	—	—	—	—	—	(12,282,342)	(12,282,342)
Net income	—	—	—	—	—	13,246,990	13,246,990
Stockholders' equity, December 29, 2019	—	10,309,236	\$ 103,093	\$ (27,318)	\$ 59,617,787	\$ 8,763,428	\$ 68,456,990

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

BG Staffing, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 29, 2019, December 30, 2018 and December 31, 2017

	2019	2018	2017
Cash flows from operating activities			
Net income	\$ 13,246,990	\$ 17,549,541	\$ 5,848,434
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation	830,299	746,443	592,317
Amortization	3,989,957	4,298,044	5,699,641
Loss on disposal of property and equipment	30,767	17,765	17,373
Loss on extinguishment of debt, net	540,705	—	—
Contingent consideration adjustment	—	(3,775,307)	(225,743)
Amortization of deferred financing fees	173,018	453,513	251,376
Interest expense on contingent consideration payable	123,761	624,145	1,208,095
Provision for doubtful accounts	128,260	40,618	760,633
Share-based compensation	952,738	1,069,482	447,301
Deferred income taxes	799,150	1,531,516	3,109,942
Net changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable	(1,758,340)	(939,454)	1,434,308
Prepaid expenses	(726,840)	(36,251)	102,443
Other current assets	3,217	120,504	27,425
Deposits	(475,399)	(302,315)	(245,018)
Accrued interest	(235,520)	(22,083)	229,762
Accounts payable	675,790	(1,763,355)	(555,971)
Accrued payroll and expenses	(82,430)	(1,129,431)	284,667
Accrued workers' compensation	(125,773)	(61,141)	(162,435)
Other current liabilities	16,565	(87,553)	(299,691)
Income taxes receivable and payable	(125,490)	246,753	(384,177)
Operating leases	(27,581)	—	—
Other long-term liabilities	—	(154,959)	(76,959)
Net cash provided by operating activities	17,953,844	18,426,475	18,063,723
Cash flows from investing activities			
Businesses acquired, net of cash received	(7,500,000)	—	(24,500,000)
Capital expenditures	(2,229,509)	(923,994)	(1,145,757)
Proceeds from sale of property and equipment	440	—	2,350
Net cash used in investing activities	(9,729,069)	(923,994)	(25,643,407)

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

BG Staffing, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

Years ended December 29, 2019, December 30, 2018 and December 31, 2017

	2019	2018	2017
Cash flows from financing activities			
Net borrowings (payments) under line of credit	9,694,667	(10,717,778)	(2,514,646)
Proceeds from issuance of long-term debt	7,500,000	—	25,000,000
Principal payments on long-term debt	(10,121,000)	(13,766,500)	(1,112,500)
Payments of dividends	(12,282,342)	(10,921,909)	(8,735,759)
Issuance of shares under the 2013 Long-Term Incentive Plan and Form S-3 registration statement, net of exercises	38,200	22,205,389	86,249
Option cancellation agreement	—	(3,335,169)	—
Contingent consideration paid	(2,672,000)	(962,996)	(4,024,257)
Deferred financing costs	(382,300)	(3,518)	(1,119,403)
Net cash (used in) provided by financing activities	<u>(8,224,775)</u>	<u>(17,502,481)</u>	<u>7,579,684</u>
Net change in cash and cash equivalents	—	—	—
Cash and cash equivalents, beginning of year	—	—	—
Cash and cash equivalents, end of year	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Supplemental cash flow information:			
Cash paid for interest	\$ 1,350,713	\$ 1,764,960	\$ 1,447,138
Cash paid for taxes, net of refunds	\$ 3,563,703	\$ 2,012,325	\$ 5,909,250
Non-cash transactions:			
Leasehold improvements funded by landlord incentives	\$ —	\$ 366,202	\$ 255,493

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

NOTE 1 - NATURE OF OPERATIONS

BG Staffing, Inc. is a national provider of workforce solutions that operates, along with its wholly owned subsidiaries BG Staffing, LLC, B G Staff Services Inc., BG Personnel, LP and BG Finance and Accounting, Inc. (“BGFA”) (collectively, the “Company”), primarily within the United States of America in three industry segments: Real Estate, Professional, and Light Industrial.

The Real Estate segment provides office and maintenance field talent to various apartment communities and commercial buildings in 29 states, via property management companies responsible for the apartment communities' and commercial buildings' day-to-day operations.

The Professional segment provides skilled field talent on a nationwide basis for information technology (“IT”) and finance, accounting, legal and human resource client partner projects.

The Light Industrial segment provides field talent primarily to manufacturing, distribution, logistics, and call center client partners needing a flexible workforce in 7 states.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements include the accounts of the Company. All significant intercompany transactions and balances have been eliminated in consolidation.

Fiscal Year

The Company has a 52/53 week fiscal year. Fiscal years for the consolidated financial statements included herein are for the 52 weeks ended December 29, 2019, the 52 weeks ended December 30, 2018, and the 53 weeks ended December 31, 2017, referred to herein as Fiscal 2019, 2018 and 2017, respectively.

Reclassifications

Certain reclassifications have been made to the 2017 and 2018 financial statements to conform with the 2019 presentation.

Management Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates affecting the financial statements include allowances for uncollectible accounts receivable, goodwill, intangible assets, lease liability, contingent consideration obligations related to acquisitions, and income taxes. Additionally, the valuation of share-based compensation option expense uses a model based upon interest rates, stock prices, maturity estimates, volatility and other factors. The Company believes these estimates and assumptions are reliable. However, these estimates and assumptions may change in the future based on actual experience as well as market conditions.

Financial Instruments

The Company uses fair value measurements in areas that include, but are not limited to, the allocation of purchase price consideration to tangible and identifiable intangible assets and contingent consideration. The carrying values of cash and cash equivalents, accounts receivables, prepaid expenses, accounts payable, accrued liabilities, and other current assets and liabilities approximate their fair values because of the short-term nature of these instruments. The carrying value of bank debt approximates fair value due to the variable nature of the interest rates under the credit agreement with BMO Harris Bank, N.A. (“BMO”) that provides for a revolving credit facility and term loan and current rates available to the Company for debt with similar terms and risk.

BG Staffing, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cash and Cash Equivalents

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less.

Concentration of Credit Risk

Concentration of credit risk is limited due to the Company's diverse client partner base and their dispersion across many different industries and geographic locations nationwide. No single client partner accounted for more than 10% of the Company's accounts receivable as of December 29, 2019 and December 30, 2018 or revenue in Fiscal 2019, 2018 and 2017. Geographic revenue in excess of 10% of the Company's consolidated revenue in Fiscal 2019 and the related percentage for Fiscal 2018 and 2017 was generated in the following areas:

	2019	2018	2017
Maryland	11%	11%	12%
Tennessee	15%	14%	12%
Texas	28%	29%	29%

Consequently, weakness in economic conditions in these regions could have a material adverse effect on the Company's financial position and results of future operations.

Accounts Receivable

The Company extends credit to its client partners in the normal course of business. Accounts receivable represents unpaid balances due from client partners. The Company maintains an allowance for doubtful accounts for expected losses resulting from client partners' non-payment of balances due to the Company. The Company's determination of the allowance for uncollectible amounts is based on management's judgments and assumptions, including general economic conditions, portfolio composition, prior loss experience, evaluation of credit risk related to certain individual client partners and the Company's ongoing examination process. Receivables are written off after they are deemed to be uncollectible after all means of collection have been exhausted. Recoveries of receivables previously written off are recorded when received.

Changes in the allowance for doubtful accounts for the fiscal years are as follows:

	2019	2018
Beginning balance	\$ 468,233	\$ 473,573
Provision for doubtful accounts	128,260	40,618
Amounts written off, net	(128,260)	(45,958)
Ending balance	<u>\$ 468,233</u>	<u>\$ 468,233</u>

Property and Equipment

The Company depreciates the cost of property and equipment over the estimated useful lives of the assets using the straight-line method ranging from five to seven years. The costs of leasehold improvements are amortized over the shorter of the estimated useful life or lease term. The cost of normal maintenance and repairs is charged to operating expenses as incurred. Material expenditures that increase the life of an asset are capitalized and depreciated over the estimated remaining useful life of the asset. The cost of properties sold, or otherwise disposed of, and the related accumulated depreciation or amortization, are removed from the accounts, and any gains or losses are reflected in current operations.

Deposits

The Company maintains guaranteed costs policies for workers' compensation coverage in the Texas, Washington, and Ohio and minimal loss retention coverage for team members and field talent in the Light Industrial segment and its other non-Texas workforce. Under these policies, the Company is required to maintain refundable deposits of \$3.6 million and \$2.9 million, which are included in Deposits the accompanying consolidated balance sheets, as of December 29, 2019 and December 30, 2018, respectively.

Long-Lived Assets

The Company reviews its long-lived assets of fixed assets and right of use lease assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. The Company looks primarily to the undiscounted future cash flows in its assessment of whether or not long-lived assets have been impaired. There were no impairments during Fiscal 2019, 2018 and 2017.

Leases

The Company leases all their office space through operating leases, which expire at various dates through 2025. Many of the lease agreements obligate the Company to pay real estate taxes, insurance and certain maintenance costs, which are accounted for separately. Certain of the Company's lease arrangements contain renewal provisions from 1 to 10 years, exercisable at the Company's option. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Company determines if an arrangement is an operating lease at inception. Leases with an initial term of 12 months or less are not recorded on the balance sheet. All other leases are recorded on the balance sheet as right-of-use assets and lease liabilities for the lease term.

Right of use lease assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term and include options to extend or terminate the lease when they are reasonably certain to be exercised. The present value of lease payments is determined primarily using the incremental borrowing rate based on the information available at lease commencement date. The Company's operating lease expense is recognized on a straight-line basis over the lease term and is recorded in Selling, general and administrative expenses.

Intangible Assets

The Company holds intangible assets with indefinite and finite lives. Intangible assets with indefinite useful lives are not amortized. Intangible assets with finite useful lives are amortized over their respective estimated useful lives, ranging from three to ten years, based on a pattern in which the economic benefit of the respective intangible asset is realized.

Identifiable intangible assets recognized in conjunction with acquisitions are recorded at fair value. Significant unobservable inputs are used to determine the fair value of the identifiable intangible assets based on the income approach valuation model whereby the present worth and anticipated future benefits of the identifiable intangible assets are discounted back to their net present value.

The Company capitalizes purchased software and internal payroll costs directly incurred in the modification of software for internal use. Software maintenance and training costs are expensed in the period incurred.

The Company evaluates the recoverability of intangible assets whenever events or changes in circumstances indicate that an intangible asset's carrying amount may not be recoverable. The Company annually evaluates the remaining useful lives of all intangible assets to determine whether events and circumstances warrant a revision to the remaining period of amortization. The Company determined that there were no impairment indicators for these assets in Fiscal 2019, 2018 and 2017.

Goodwill

Goodwill represents the difference between the enterprise value/cash paid less the fair value of all recognized net asset fair values including identifiable intangible asset values in a business combination. The Company reviews goodwill for impairment annually during the fourth quarter or whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. Based on annual testing, the Company has determined that there was no goodwill impairment in Fiscal 2019, 2018 or 2017.

The Company first evaluates qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of the reporting unit is less than its carrying amount, including goodwill. If after qualitatively assessing the totality of events or circumstances, the Company determines that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then further testing is unnecessary. If after assessing the totality of events or circumstances, the Company determines that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company then estimates the fair value of the reporting unit and compares the fair value of the reporting unit with its carrying amount, including goodwill, as discussed below.

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In assessing whether it is more likely than not that an indefinite-lived intangible asset is impaired, the Company assesses relevant events and circumstances that could affect the significant inputs used to determine the fair value.

The quantitative impairment test for an indefinite-lived intangible asset consists of a comparison of the fair value of the asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, a reporting unit shall recognize an impairment loss in an amount equal to that excess.

The quantitative goodwill impairment test involves a two-step process. In the first step, the Company compares the fair value of each reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and no further testing is required. If the fair value of the reporting unit is less than the carrying value, the Company must perform the second step of the impairment test to measure the amount of impairment loss. In the second step, the reporting unit's fair value is allocated to all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of the reporting unit's goodwill is less than the carrying value, the difference is recorded as an impairment loss.

Deferred Financing Fees

Deferred financing fees are amortized using the effective interest method over the term of the respective loans. Debt issuance costs related to a recognized debt liability are presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability.

Contingent Consideration

The Company has obligations, to be paid in cash, related to its acquisitions if certain future operating and financial goals are met. The fair value of this contingent consideration is determined using expected cash flows and present value technique. The fair value calculation of the expected future payments uses a discount rate commensurate with the risks of the expected cash flow. The resulting discount is amortized as interest expense over the outstanding period using the effective interest method.

Revenue Recognition

The Company derives its revenues from three segments: Real Estate, Professional, and Light Industrial. The Company provides workforce solutions and placement services. Revenues are recognized when promised services are delivered to client partners, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. Revenues as presented on the consolidated statements of operations represent services rendered to client partners less sales adjustments and allowances. Reimbursements, including those related to out-of-pocket expenses, are also included in revenues, and the related amounts of reimbursable expenses are included in cost of services.

The Company records revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company (i) has the risk of identifying and hiring qualified field talent, (ii) has the discretion to select the field talent and establish their price and duties and (iii) bears the risk for services that are not fully paid for by client partners.

Temporary staffing revenues - Field talent revenues from contracts with client partners are recognized in the amount to which the Company has a right to invoice, when the services are rendered by the Company's field talent.

Contingent placement staffing revenues - Any revenues associated with services that are provided on a contingent basis are recognized once the contingency is resolved, as this is when control is transferred to the client partner, usually when employment candidates start their employment. The Company estimates the effect of placement candidates who do not remain with its client partners through the guarantee period (generally 90 days) based on historical experience. Allowances, recorded as a liability, are established to estimate these losses. Fees to client partners are generally calculated as a percentage of the new worker's annual compensation. No fees for placement services are charged to employment candidates. These assumptions determine the timing of revenue recognition for the reported period.

Refer to Note 17 for disaggregated revenues by segment.

Payment terms in the Company's contracts vary by the type and location of its client partner and the services offered. The term between invoicing and when payment is due is not significant. There were no unsatisfied performance obligations as of December 29, 2019. There were no revenues recognized during Fiscal 2019 related to performance obligations satisfied or partially

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satisfied in previous periods. There are no contract costs capitalized. The Company did not recognize any contract impairments during Fiscal 2019.

Advertising

The Company recognizes advertising expense in selling, general and administrative expenses as the services are incurred. Total advertising expense for Fiscal 2019, 2018 and 2017 was \$1.9 million, \$1.9 million, and \$1.5 million, respectively.

Share-Based Compensation

The Company recognizes compensation expense in selling, general and administrative expenses over the service period for options or restricted stock that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates.

Earnings Per Share

Basic earnings per common share are computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period adjusted to reflect potentially dilutive securities. Antidilutive shares are excluded from the calculation of earnings per share.

The following is a reconciliation of the number of shares used in the calculation of basic and diluted earnings per share for the respective periods:

	December 29, 2019	December 30, 2018	December 31, 2017
Weighted-average number of common shares outstanding:	10,238,565	9,577,498	8,733,941
Effect of dilutive securities:			
Stock options and restricted stock	90,681	186,995	268,765
Warrants	21,529	43,587	35,481
Weighted-average number of diluted common shares outstanding	<u>10,350,775</u>	<u>9,808,080</u>	<u>9,038,187</u>
Stock options and restricted stock	238,750	175,000	178,000
Warrants	—	—	32,250
Anti-dilutive shares	<u>238,750</u>	<u>175,000</u>	<u>210,250</u>

Income Taxes

The current provision for income taxes represents estimated amounts payable or refundable on tax returns filed or to be filed for the year. The Company recognizes any penalties when necessary as part of selling, general and administrative expenses. Goodwill is deductible for tax purposes.

Deferred tax assets and liabilities are recorded for the estimated future tax effects of temporary differences between the tax basis of assets and liabilities and amounts are classified net as noncurrent in the consolidated balance sheets. Deferred tax assets are also recognized for net operating loss and tax credit carryovers. The overall change in deferred tax assets and liabilities for the period measures the deferred tax expense or benefit for the period. Effects of changes in enacted tax laws on deferred tax assets and liabilities are reflected as adjustments to tax expense in the period of enactment. The Company does not have any net operating loss carry forwards.

When appropriate, the Company will record a valuation allowance against net deferred tax assets to offset future tax benefits that may not be realized. In determining whether a valuation allowance is appropriate, the Company considers whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based in part upon management's judgments regarding future events and past operating results. The Company believes that it is more likely than not that all deferred tax assets will be realized and thus, believes that a valuation allowance is not required as of December 29, 2019 or December 30, 2018.

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The Company follows the guidance of ASC Topic 740, Accounting for Uncertainty in Income Taxes. ASC Topic 740 prescribes a more-likely-than-not measurement methodology to reflect the financial statement impact of uncertain tax positions taken or expected to be taken in a tax return.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13 Financial Instruments-Credit Losses, which amends how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income, which applies to trade accounts receivable and the calculation of the allowance for uncollectible accounts receivable. The new standard will become effective for the Company for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this accounting guidance will have on the consolidated financial statements. Since the Company currently uses an expected losses from client partners method, the Company does not anticipate the adoption of ASU 2016-13 will have a material impact on the Company's financial condition or results of operations.

In January 2017, the FASB issued ASU No. 2017-04 Intangibles-Goodwill and Other Simplifying the Test for Goodwill Impairment, which provides guidance to simplify the subsequent measurement of goodwill by eliminating the Step 2 procedure from the goodwill impairment test. The new standard is effective for the Company beginning with the fourth quarter of 2020. The Company does not anticipate the adoption of ASU 2017-04 will have a material impact on the Company's financial condition or results of operations.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The new standard is part of the disclosure framework project and eliminates certain disclosure requirements for fair value measurements, requires entities to disclose new information, and modifies existing disclosure requirements. The new guidance is effective after December 15, 2019. Early adoption is permitted. The Company does not anticipate the adoption of ASU 2018-13 will have a material impact on the Company's financial condition or results of operations.

NOTE 3 - ACQUISITIONS

L.J. Kushner & Associates, L.L.C.

On December 13, 2019, the Company acquired substantially all of the assets and assumed certain liabilities of L.J. Kushner & Associates, L.L.C. ("LJK") for cash consideration of \$8.5 million and issued \$1.0 million (47,403 shares privately placed) of the Company's common stock at closing. \$1.0 million was held back as partial security for certain post-closing liabilities. The purchase agreement further provides for contingent consideration of up to \$2.5 million based on the performance of the acquired business for the two years following the date of acquisition. The purchase agreement contained a provision for a "true up" of acquired working capital 90 days after the closing date.

The net assets acquired were assigned to the Professional segment. The acquisition of LJK allows the Company to strengthen and expand its IT operations through cybersecurity retained search services specializing in recruiting high and mid-level security professionals.

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The Fiscal 2019 consolidated statement of operations includes two weeks of LJK operations and there are no revenues and minimal operating expenses. The purchase price has been allocated to the assets acquired and liabilities assumed as of the date of acquisition. All amounts recorded to goodwill are expected to be deductible for tax purposes. The preliminary allocation is as follows:

Accounts receivable	\$ 187,000
Prepaid expenses and other assets	14,000
Intangible assets	4,249,430
Goodwill	7,211,090
Total net assets acquired	\$ 11,661,520
Cash	\$ 7,500,000
Hold back (included in Other current liabilities)	1,000,000
Common stock	1,000,000
Fair value of contingent consideration	2,161,520
Total fair value of consideration transferred for acquired business	\$ 11,661,520

The preliminary allocation of the intangible assets is as follows:

	Estimated Fair Value	Estimated Useful Lives
Covenants not to compete	\$ 500,000	5 years
Trade name	3,000,000	Indefinite
Client partner list	749,430	5 years
Total	\$ 4,249,430	

The Company incurred costs of \$0.1 million related to the LJK acquisition. These costs were expensed as incurred in selling, general and administrative expenses in 2019.

Supplemental Unaudited Pro Forma Information

The Company estimates that the revenues and net income for the period below that would have been reported if the LJK acquisition had taken place on the first day of Fiscal 2018 would be as follows (dollars in thousands, except per share amounts):

	2019	2018
Revenues	\$ 297,362	\$ 290,195
Gross profit	\$ 83,730	\$ 79,927
Net income	\$ 14,089	\$ 18,329
Net income per share:		
Basic	\$ 1.38	\$ 1.91
Diluted	\$ 1.36	\$ 1.87

Pro forma net income includes amortization of identifiable intangible assets, interest expense on additional borrowings on the Term Loan at a rate of 4.0% and tax expense of the pro forma adjustments at an effective tax rate of 24.5% for Fiscal 2019 and 18.0% for Fiscal 2018. The pro forma information presented includes adjustments that will have a continuing impact on the operations that management considers non-recurring in assessing LJK's historical performances.

Amounts set forth above are not necessarily indicative of the results that would have been attained had the LJK acquisition taken place on the first day of Fiscal 2018 or of the results that may be achieved by the combined enterprise in the future.

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NOTE 4 - PROPERTY AND EQUIPMENT, NET

Property and equipment as of December 29, 2019 and December 30, 2018 consist of the following:

	2019	2018
Leasehold improvements	\$ 1,266,925	\$ 1,243,270
Furniture and fixtures	1,207,665	1,062,696
Computer systems	3,746,156	2,273,205
Vehicles	161,429	96,288
	<u>6,382,175</u>	<u>4,675,459</u>
Accumulated depreciation	(2,837,126)	(2,118,467)
Property and equipment, net	<u>\$ 3,545,049</u>	<u>\$ 2,556,992</u>

Total depreciation expense in Fiscal 2019, 2018 and 2017 was \$830,299, \$746,443, and \$592,317, respectively.

NOTE 5 - LEASES

The Company adopted the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Updates (“ASU”) ASU 2016-02, Leases on the first day of Fiscal 2019 on a modified retrospective basis. The initial adoption of the standard recognized right-of-use assets of \$4.1 million and lease liabilities of \$4.3 million on the Company’s statement of financial position with no impact on the Company's results of operations. The Company did elect the hindsight practical expedient and did elect the package of practical expedients to not reassess prior conclusions related to contracts containing leases, lease classification and initial direct costs for all leases. The Company also implemented a lease accounting system, but had no significant changes to processes or controls.

At December 29, 2019, the weighted average remaining lease term and weighted average discount rate for operating leases was 4.2 years and 5.6%, respectively. The Company's future operating lease obligations that have not yet commenced are immaterial. For Fiscal 2019, the Company's cash paid for operating leases was \$1,645,470, and operating lease and short-term lease costs were \$1,555,374 and \$687,981, respectively.

The undiscounted annual future minimum lease payments consist of the following at:

	December 29, 2019
2020	\$ 1,520,950
2021	1,449,770
2022	1,360,320
2023	982,511
2024	567,633
Thereafter	196,075
Total lease payment	<u>6,077,259</u>
Interest	(670,465)
Present value of lease liabilities	<u>\$ 5,406,794</u>

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NOTE 6 - INTANGIBLE ASSETS

Finite and indefinite lived intangible assets consist of the following at:

	December 29, 2019		
	Gross Value	Accumulated Amortization	Net Carrying Value
Finite lives:			
Client partner lists	\$ 52,358,991	\$ 40,462,549	\$ 11,896,442
Covenant not to compete	2,615,585	1,662,220	953,365
Computer software	1,228,057	750,457	477,600
	56,202,633	42,875,226	13,327,407
Indefinite lives:			
Trade names	21,913,000	1,432,434	20,480,566
Total	\$ 78,115,633	\$ 44,307,660	\$ 33,807,973

	December 30, 2018		
	Gross Value	Accumulated Amortization	Net Carrying Value
Finite lives:			
Client partner lists	\$ 51,609,561	\$ 36,931,448	\$ 14,678,113
Covenant not to compete	1,918,000	1,499,005	418,995
Computer software	848,111	391,612	456,499
	54,375,672	38,822,065	15,553,607
Indefinite lives:			
Trade names	18,913,000	1,432,434	17,480,566
Total	\$ 73,288,672	\$ 40,254,499	\$ 33,034,173

Estimated future amortization expense for the next five years and thereafter is as follows:

Fiscal Years Ending:	
2020	\$ 3,399,649
2021	1,781,077
2022	1,685,982
2023	1,633,332
2024	1,546,195
Thereafter	3,281,172
Total	\$ 13,327,407

Total amortization expense for Fiscal 2019, 2018 and 2017 was \$4.0 million, \$4.3 million and \$5.7 million, respectively.

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NOTE 7 - GOODWILL

The changes in the carrying amount of goodwill as of and during the years ended were as follows at:

	Real Estate	Professional	Light Industrial	Total
December 31, 2017	\$ 1,073,755	\$ 11,871,474	\$ 5,024,820	\$ 17,970,049
additions from acquisitions	—	13,500	—	13,500
December 30, 2018	1,073,755	11,884,974	5,024,820	17,983,549
additions from acquisitions	—	7,211,090	—	7,211,090
December 29, 2019	<u>\$ 1,073,755</u>	<u>\$ 19,096,064</u>	<u>\$ 5,024,820</u>	<u>\$ 25,194,639</u>

NOTE 8 - ACCRUED PAYROLL AND EXPENSES, CONTINGENT CONSIDERATION, AND OTHER LONG-TERM LIABILITIES

Accrued payroll and expenses consist of the following at:

	December 29, 2019	December 30, 2018
Field talent payroll	\$ 4,505,264	\$ 4,236,534
Field talent payroll related	1,246,353	1,402,926
Accrued bonuses and commissions	1,585,681	1,673,130
Other	2,742,534	3,098,784
Accrued payroll and expenses	<u>\$ 10,079,832</u>	<u>\$ 10,411,374</u>

The following is a schedule of future estimated contingent consideration payments to various parties as of December 29, 2019:

	Estimated Cash Payment	Discount	Net
Due in:			
One to two years	\$ 1,250,000	\$ (193,719)	\$ 1,056,281
Two to three years	1,250,000	(131,903)	1,118,097
Contingent consideration	<u>\$ 2,500,000</u>	<u>\$ (325,622)</u>	<u>\$ 2,174,378</u>

Other long-term liabilities consisted primarily of deferred rent at December 30, 2018.

NOTE 9 - INCOME TAXES

The Company's income tax expense for the fiscal years are comprised of the following:

	2019	2018	2017
Current federal income tax	\$ 2,380,289	\$ 1,568,308	\$ 4,619,445
Current state income tax	1,125,539	759,915	929,813
Deferred income tax	799,150	1,531,516	3,109,942 ⁽¹⁾
Income tax expense	<u>\$ 4,304,978</u>	<u>\$ 3,859,739</u>	<u>\$ 8,659,200</u>

⁽¹⁾ Fiscal 2017 includes the impact of TCJA.

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Significant components of the Company's deferred income taxes are as follows at:

	December 29, 2019	December 30, 2018
Deferred tax assets:		
Allowance for doubtful accounts	\$ 105,015	\$ 102,980
Goodwill and intangible assets	3,764,556	4,320,035
Workers' compensation	97,003	85,413
Contingent consideration	560,001	581,278
Share-based compensation	278,095	276,552
Deferred tax liabilities:		
Prepaid expenses	(427,166)	(202,832)
Fixed assets	(305,657)	(292,429)
Deferred income taxes, net	<u>\$ 4,071,847</u>	<u>\$ 4,870,997</u>

The income tax provision, reconciled to the tax computed at the statutory federal rate, is as follows:

	2019		2018		2017	
Tax expense at federal statutory rate	\$ 3,685,913	21.0 %	\$ 4,495,949	21.0 %	\$ 4,979,395	34.3 %
State income taxes, net of federal benefit	1,038,380	5.9 %	776,984	3.6 %	610,691	4.2 %
Re-measurement of deferred assets	—	— %	—	— %	3,314,037	22.8 %
Equity, permanent differences and other	218,025	1.2 %	(714,845)	(3.3)%	(62,318)	(0.4)%
Work Opportunity Tax Credit, net	(637,340)	(3.6)%	(698,349)	(3.3)%	(182,605)	(1.2)%
Income tax expense	<u>\$ 4,304,978</u>	<u>24.5 %</u>	<u>\$ 3,859,739</u>	<u>18.0 %</u>	<u>\$ 8,659,200</u>	<u>59.7 %</u>

NOTE 10 - DEBT

On July 16, 2019, the Company entered into a Credit Agreement (the "Credit Agreement"), maturing July 16, 2024, with BMO, as lead administrative agent, lender, letters of credit issuer, and swing line lender. The Credit Agreement provides for a revolving credit facility (the "Revolving Facility") permitting the Company to borrow funds from time to time in an aggregate amount up to \$35 million. The Credit Agreement also provides for a term loan commitment (the "Term Loan") permitting the Company to borrow funds from time to time in an aggregate amount not to exceed \$30 million with principal payable quarterly, based on an annual percentage of the original principal amount as defined in the Credit Agreement. The Company may from time to time, with a maximum of two, request an increase in the aggregate Term Loan by \$40 million, with minimum increases of \$10 million. The Company's obligations under the Credit Agreement are secured by a first priority security interest in substantially all tangible and intangible property of the Company and its subsidiaries. The Credit Agreement bears interest either at the Base Rate plus the Applicable Margin or LIBOR plus the Applicable Margin (as such terms are defined in the Credit Agreement). The Company also pays an unused commitment fee on the daily average unused amount of Revolving Facility and Term Loan.

The Credit Agreement contains customary affirmative covenants and negative covenants. The Company is subject to a maximum Leverage Ratio and a minimum Fixed Charge Coverage Ratio as defined in the Credit Agreement. The Company was in compliance with these covenants as of December 29, 2019.

On December 13, 2019, the Company borrowed \$7.5 million on the Term Loan in conjunction with the closing of the LJK acquisition. On February 3, 2020, the Company borrowed \$18.5 million on the Term Loan in conjunction with the closing of the EdgeRock acquisition, as described in Note 19 below. The Company borrowed \$20 million under the Revolving Facility to pay off existing indebtedness of the Company under the Amended Credit Agreement (as defined below) and such agreement (and related ancillary documentation) was terminated on July 16, 2019 in connection with such repayment. The Company recognized a loss on extinguishment of debt of approximately \$0.5 million related to the unamortized deferred finance fees.

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In April 2017, the Company entered into an Amended and Restated Credit Agreement (the “Amended Credit Agreement”) with Texas Capital Bank, National Association (“TCB”) with an aggregate commitment of \$55.0 million. The Amended Credit Agreement provided for a revolving credit facility (the “Revolving Facility with TCB”), permitting the Company to borrow funds from time to time in an aggregate amount equal to the lesser of the borrowing base amount, which was 85% of eligible accounts receivable, and \$35.0 million and also provided for a term loan (the “Term Loan with TCB”) in the amount of \$20.0 million with principal payable quarterly, based on an annual percentage of the original principal amount as defined in the Amended Credit Agreement.

The Revolving Facility with TCB and Term Loan with TCB bore interest either at the Base Rate plus the Applicable Margin or LIBOR plus the Applicable Margin (as such terms were defined in the Amended Credit Agreement). All interest and commitment fees were paid quarterly. Additionally, the Company paid an unused commitment fee on the unfunded portion of the Revolving Facility. The Company’s obligations under the Amended Credit Agreement were secured by a first priority security interest in substantially all tangible and intangible property of the Company and its subsidiaries.

Line of Credit

At December 29, 2019 and December 30, 2018, \$20.3 million and \$10.7 million, respectively, was outstanding on the revolving facilities. Average daily balance for Fiscal 2019, 2018 and 2017 was \$16.5 million, \$15.6 million, and \$20.3 million, respectively.

Borrowings under the revolving facilities consisted of and bore interest at:

	December 29, 2019		December 30, 2018	
Base Rate	\$ 2,844,957	5.25%	\$ 650,289	6.50%
LIBOR	17,500,000	3.26%	10,000,000	5.16%
Total	\$ 20,344,957		\$ 10,650,289	

Long Term Debt

Long-term debt consisted of and bore interest at:

	December 29, 2019		December 30, 2018	
Base Rate ⁽¹⁾	\$ 7,500,000	5.25%	\$ 1,121,000	6.50%
LIBOR	—	—%	9,000,000	5.41%
Long-term debt	\$ 7,500,000		\$ 10,121,000	

⁽¹⁾ On January 21, 2020 the rate was changed to 3.16%

Maturities on the Revolving Facility with BMO and long-term debt as of December 29, 2019, are as follows:

Fiscal:	
2020	\$ 375,000
2021	562,500
2022	750,000
2023	937,500
2024	25,219,957
	27,844,957
Less deferred finance fees	(351,128)
Total	\$ 27,493,829

NOTE 11 - FAIR VALUE MEASUREMENTS

The accounting standard for fair value measurements defines fair value and establishes a market-based framework or hierarchy for measuring fair value. The standard is applicable whenever assets and liabilities are measured at fair value. The fair value hierarchy established prioritizes the inputs used in valuation techniques into three levels as follows:

Level 1 - Observable inputs - quoted prices in active markets for identical assets and liabilities;

Level 2 - Observable inputs other than the quoted prices in active markets for identical assets and liabilities - includes quoted prices for similar instruments, quoted prices for identical or similar instruments in inactive markets, and amounts derived from valuation models where all significant inputs are observable in active markets, for substantially the full term of the financial instrument; and

Level 3 - Unobservable inputs - includes amounts derived from valuation models where one or more significant inputs are unobservable and require us to develop relevant assumptions.

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis and the level they fall within the fair value hierarchy:

Amounts Recorded at Fair Value	Financial Statement Classification	Fair Value Hierarchy	December 29, 2019	December 30, 2018
Contingent consideration, net	Contingent consideration, net - current and long-term	Level 3	\$ 2,174,378	\$ 2,363,512

The changes in the Level 3 fair value measurements from December 30, 2018 to December 29, 2019 relate to \$2.2 million attributable to the LJK acquisition, \$0.1 million in accretion, \$2.7 million in payments on contingent consideration, and an adjustment to covenants not to compete assets. The changes in the Level 3 fair value measurements from December 31, 2017 to December 30, 2018 relate to \$0.6 million in accretion, \$1.0 million in payments on contingent consideration, and the remaining in gains included in earnings. Key inputs in determining the fair value of the contingent consideration as of December 29, 2019 and December 30, 2018 included discount rates ranging from 7.5% to 9.3% as well as management's estimates of future sales volumes and EBITDA.

NOTE 12 - CONTINGENCIES

The Company is engaged from time to time in legal matters and proceedings arising out of its normal course of business. The Company establishes a liability related to its legal proceedings and claims when it has determined that it is probable that the Company has incurred a liability and the related amount can be reasonably estimated. If the Company determines that an obligation is reasonably possible, the Company will, if material, disclose the nature of the loss contingency and the estimated range of possible loss, or include a statement that no estimate of the loss can be made.

The Company insures against, subject to and upon the terms and conditions of various insurance policies, claims or losses from workers' compensation, general liability, automobile liability, property damage, professional liability, employment practices, fiduciary liability, fidelity losses and director and officer liability. Under the Company's bylaws, the Company's directors and officers are indemnified against certain liabilities arising out of the performance of their duties to the Company. The Company also has an insurance policy for our directors and officers to insure them against liabilities arising from the performance of their positions with the Company or its subsidiaries. The Company has also entered into indemnification agreements with its directors and certain officers.

Employment Agreements

The CEO's employment agreement was effective as of October 1, 2018 and shall continue through September 30, 2021. The agreement remains in effect under successive one-year extensions unless terminated pursuant to its terms. In the event that her employment is terminated by the Company without cause or by her for good reason, she will be entitled to (i) twelve months of base salary, (ii) accrued bonus, and (iii) eighteen months of COBRA premiums for her and her dependents, grossed-up for federal income taxes. Additionally, she will become 100% vested in any awards outstanding under the 2013 Plan or similar plan. Should there be a sale of the Company that results in the termination of her employment or a material adverse change in her duties and responsibilities, she will be entitled to all of the amounts listed above, however, base salary shall equal eighteen months.

BG Staffing, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The CFO's employment agreement was effective as of October 1, 2018 and shall continue through September 30, 2021. The agreement remains in effect under successive one-year extensions unless terminated pursuant to its terms. In the event that his employment is terminated by the Company without cause or by him for good reason, he will be entitled to (i) twelve months of base salary, (ii) accrued bonus, and (iii) eighteen months of COBRA premiums for him and his dependents, grossed-up for federal income taxes. Additionally, he will become 100% vested in any awards outstanding under the 2013 Plan or similar plan. Should there be a sale of the Company that results in the termination of his employment or a material adverse change in his duties and responsibilities, he will be entitled to all of the amounts listed above, however, base salary shall equal eighteen months.

NOTE 13 - EQUITY

Authorized capital stock consists of 19,500,000 shares of common stock, par value \$0.01 per share and 500,000 shares of undesignated preferred stock, par value \$0.01 per share.

On December 13, 2019, the Company issued 47,403 shares of common stock, \$0.01 par value per share, in a private placement for a value of \$1,000,000 at the closing of the LJK acquisition.

In August 2018, the Company issued a net of 41,172 shares of restricted common stock, \$0.01 par value per share, to various team members and directors under the 2013 Long-Term Incentive Plan, as amended (the "2013 Plan"). The restricted shares contain a three-year service condition. The restricted stock constitutes issued and outstanding shares of the Company's common stock, except for the right of disposal, for all purposes during the period of restriction including voting rights and dividend distributions.

The Company repurchased 176 and 828 shares of company stock, or treasury stock, to satisfy the withholding obligation in connection with the vesting of a portion of the restricted stock for Fiscal 2019 and 2018, respectively. Treasury stock is accounted for under the cost method whereby the entire cost of the acquired stock is recorded.

In May 2018, the Company issued and sold 1,293,750 shares of common stock, \$0.01 par value per share, to various investors in a registered offering for an aggregate purchase price (before deducting underwriting discounts and commissions and other estimated offering expenses) of \$23.3 million in cash. The public offering price was \$18.00 per share. The newly issued shares constituted approximately 14.7% of the total of issued and outstanding shares of common stock immediately before the initial execution of the Underwriting Agreement. In connection with the closing, the Company incurred \$1.9 million in offering costs, which included \$0.8 million fees paid to Taglich Brothers, a related party, as described in Note 15 below. Proceeds were used to pay off existing indebtedness of the Company under the Amended Credit Agreement and cancel outstanding in-the-money stock options held by L. Allen Baker, Jr., BG Staffing's former President and Chief Executive Officer, as described in Note 14 below.

On April 3, 2017, the Company issued 70,670 shares of common stock, \$0.01 par value per share, in a private placement for a value of \$992,500 at the closing of the Zycron acquisition. The Company incurred \$7,500 in offering costs.

NOTE 14 - SHARE-BASED COMPENSATION

Stock Options and Restricted Stock

In December 2013, the board of directors adopted the original 2013 Plan. Under the original 2013 Plan team members, directors and consultants of the Company may receive incentive stock options and other awards. A total of 900,000 shares of common stock of BG Staffing, Inc. were initially reserved for issuance pursuant to the original 2013 Plan. On May 16, 2017, stockholders of the Company approved and made effective an amendment to the 2013 Plan to add an additional 250,000 shares of common stock reserved for issuance. To the extent any option or award expires unexercised or is canceled, terminated or forfeited in any manner without the issuance of common stock thereunder, such shares shall again be available for issuance under the original 2013 Plan.

The term of each option is determined by the board of directors but cannot exceed 10 years. Unless otherwise specified in an option agreement, options vest and become exercisable on the following schedule: 20% immediately and 20% on each anniversary date of the grant date. Each option shall be designated as an incentive stock option ("ISO") or a non-qualified option ("NQO"). The exercise price of an ISO shall not be less than the fair market value of the stock covered by the ISO at the grant date; provided, however, the exercise price of an ISO granted to any person who owns, directly or indirectly, stock of the Company constituting more than 10% of the total combined voting power of all classes of outstanding stock of the Company or of any affiliate of the Company, shall not be less than 110% of such fair market value.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The fair value of each option award was estimated on the date of grant using a Black-Scholes option pricing model and the assumptions in the following table. Because this option valuation model incorporates ranges of assumptions for inputs, those ranges are disclosed below. The Company bases the estimate of expected volatility on the historical volatilities of the Company for a period equal to the expected life of the option.

The risk-free rate for periods within the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The Company expects to use historical data to estimate team member termination within the valuation model; separate groups of team members that have similar historical termination behavior are considered separately for valuation purposes. The Company believes these estimates and assumptions are reasonable. However, these estimates and assumptions may change in the future based on actual experience as well as market conditions.

On May 31, 2018, the Company entered into a stock option cancellation agreement (the "Option Cancellation Agreement") with L. Allen Baker, Jr., the Company's former President and Chief Executive Officer, pursuant to which the Company agreed to pay Mr. Baker \$18.00 per share of common stock underlying his vested in-the-money stock options granted under the Company's 2013 Plan, less the exercise price per share thereof, in exchange for the cancellation and termination of such stock options. Pursuant to the terms of the Option Cancellation Agreement, the Company paid \$3.3 million to Mr. Baker in exchange for the cancellation of 284,888 stock options granted to him under the 2013 Plan.

For Fiscal 2019, 2018 and 2017, the Company recognized \$1.0 million, \$1.1 million and \$0.4 million of compensation expense related to stock awards, respectively. Unamortized share-based compensation expense as of December 29, 2019 amounted to \$1.8 million which is expected to be recognized over the next 2.7 years.

The following assumptions were used to estimate the fair value of share options and restricted stock for the years ended:

	2019	2018	2017
Weighted-average fair value of awards	\$ 6.12	\$ 12.27	\$ 3.94
Weighted-average risk-free interest rate	2.3 %	2.7 %	1.8 %
Weighted-average dividend yield	\$ 1.18	\$ 1.04	\$ 1.00
Weighted-average volatility factor	42.6 %	42.3 %	43.2 %
Weighted-average expected life	10.0 yrs	8.6 yrs	6.0 yrs

A summary of stock option and restricted stock activity is presented as follows:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life	Total Intrinsic Value of Options (in thousands)
Awards outstanding at December 25, 2016	678,411	\$ 8.95	7.8	\$ 4,511
Granted	128,000	\$ 16.76		
Exercised	(28,800)	\$ 7.71		
Forfeited / Canceled	(12,200)	\$ 11.00		
Awards outstanding at December 31, 2017	765,411	\$ 10.27	7.3	\$ 4,521
Granted	217,000	\$ 20.73		
Exercised	(163,338)	\$ 10.47		
Forfeited / Canceled	(292,088)	\$ 6.71		
Awards outstanding at December 30, 2018	526,985	\$ 16.49	7.7	\$ 2,932
Granted	138,750	\$ 21.49		
Exercised	(48,190)	\$ 10.25		
Forfeited / Canceled	(34,700)	\$ 14.39		
Awards outstanding at December 29, 2019	582,845	\$ 18.32	7.5	\$ 2,793
Awards exercisable at December 30, 2018	238,085	\$ 13.96	7.2	\$ 1,684
Awards exercisable at December 29, 2019	313,645	\$ 16.05	6.8	\$ 1,991

BG Staffing, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested outstanding at December 30, 2018	288,900	\$ 8.34
Non-vested outstanding at December 29, 2019	269,200	\$ 20.96

For Fiscal 2019, 2018 and 2017, the Company issued 16,777; 49,541, and 5,221 shares of common stock upon the cashless exercise of 39,014; 86,053, and 13,800 stock options, respectively.

Included in awards outstanding are 18,000 and 31,500 shares of restricted stock, at a grant date price per share of \$28.61, issued under the 2013 Plan as of December 29, 2019 and December 30, 2018, respectively. For Fiscal 2019, 2018 and 2017, the Company recognized \$0.2 million, \$0.4 million, and \$-0- million of compensation expense related to restricted stock, respectively.

As of December 29, 2019, a total of 838,739 shares remain available for issuance under the 2013 Plan.

Warrant Activity

For Fiscal 2019, 2018 and 2017, the Company did not recognize of compensation cost related to warrants. There was no unamortized stock compensation expense remaining to be recognized as of December 29, 2019.

A summary of warrant activity is presented as follows:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life	Total Intrinsic Value of Warrants (in thousands)
Warrants outstanding at December 25, 2016 and December 31, 2017	123,984	\$ 11.51	2.2	\$ 577
Exercised	(30,768)	\$ 11.27		
Warrants outstanding at December 30, 2018	93,216	\$ 11.59	1.3	\$ 805
Exercised	(28,734)	\$ 6.55		
Warrants outstanding at December 29, 2019	64,482	\$ 13.84	0.8	\$ 473
Warrants exercisable at December 30, 2018	93,216	\$ 11.59	1.3	\$ 805
Warrants exercisable at December 29, 2019	64,482	\$ 13.84	0.8	\$ 473

There were no non-vested warrants outstanding at December 29, 2019 and December 30, 2018.

For Fiscal 2019, 2018 and 2017, the Company issued 20,059; 16,623 and -0- shares of common stock upon the cashless exercise of 28,734; 30,768 and -0- warrants, respectively.

The intrinsic value in the tables above is the amount by which the market value of the underlying stock exceeded the exercise price of outstanding options or warrants, before applicable income taxes and represents the amount holders would have realized if all in-the-money options or warrants had been exercised on the last business day of the period indicated.

NOTE 15 - RELATED PARTY TRANSACTIONS

Some of our equity owners are also principals of Taglich Brothers. The Company paid fees to Taglich Brothers related to one equity transaction in 2018 (see Note 13).

BG Staffing, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 16 - TEAM MEMBER BENEFIT PLAN

The Company provides a defined contribution plan (the “401(k) Plan”) for the benefit of its eligible team members and field talent. The 401(k) Plan allows participants to make contributions subject to applicable statutory limitations. The Company matches participants contributions 100% up to the first 3% and 50% of the next 2% of a team member or field talent's compensation. The Company contributed \$1.1 million, \$1.1 million and \$0.9 million to the 401(k) Plan for Fiscal 2019, 2018 and 2017, respectively.

NOTE 17 - BUSINESS SEGMENTS

The Company operates within three industry segments: Real Estate, Professional, and Light Industrial. The Real Estate segment provides office and maintenance field talent to various apartment communities and commercial buildings in 29 states, via property management companies responsible for the apartment communities' and commercial buildings' day-to-day operations. The Professional segment provides skilled field talent on a nationwide basis for IT and finance, accounting, legal and human resource client partner projects. The Light Industrial segment provides field talent primarily to manufacturing, distribution, logistics, and call center client partners needing a flexible workforce in 7 states.

Segment operating income includes all revenue and cost of services, direct selling expenses, depreciation and amortization expense and excludes all general and administrative (home office) expenses. Assets of home office include cash, unallocated prepaid expenses, deferred tax assets, and other assets.

The following table provides a reconciliation of revenue and operating income by reportable segment to consolidated results for the periods indicated:

	2019	2018	2017
Revenue:			
Real Estate	\$ 96,421,676	\$ 86,874,241	\$ 71,806,700
Professional	123,342,647	119,299,424	126,641,358
Light Industrial	74,549,225	80,689,261	74,151,992
Total	\$ 294,313,548	\$ 286,862,926	\$ 272,600,050
Depreciation:			
Real Estate	\$ 197,029	\$ 169,682	\$ 109,085
Professional	341,529	273,691	179,809
Light Industrial	101,889	101,124	106,867
Home office	189,852	201,946	196,556
Total	\$ 830,299	\$ 746,443	\$ 592,317
Amortization:			
Professional	\$ 3,964,878	\$ 4,168,463	\$ 5,378,992
Light Industrial	—	110,251	312,054
Home office	25,079	19,330	8,595
Total	\$ 3,989,957	\$ 4,298,044	\$ 5,699,641
Operating income:			
Real Estate	\$ 16,381,823	\$ 14,775,846	\$ 11,553,163
Professional	7,702,175	7,967,368	8,518,293
Light Industrial	4,776,369	5,583,999	4,304,018
Home office - selling	(516,190)	(666,472)	(541,160)
Home office - general and administrative	(8,682,689)	(7,176,363)	(6,299,289)
Home office - gain on contingent consideration	—	3,775,307	225,743
Total	\$ 19,661,488	\$ 24,259,685	\$ 17,760,768

BG Staffing, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2019	2018	2017
Capital Expenditures:			
Real Estate	\$ 251,461	\$ 124,643	\$ 139,309
Professional	582,573	474,670	564,987
Light Industrial	152,632	119,886	53,969
Home office	1,242,843	204,795	387,492
Total	\$ 2,229,509	\$ 923,994	\$ 1,145,757
Total Assets:			
Real Estate	\$ 16,785,163	\$ 12,647,505	
Professional	72,623,242	62,403,104	
Light Industrial	15,223,581	16,022,618	
Home office	10,954,058	9,195,576	
Total	\$ 115,586,044	\$ 100,268,803	

NOTE 18 - QUARTERLY FINANCIAL DATA (UNAUDITED)

	2019				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
Revenues	\$ 68,776,067	\$ 73,857,890	\$ 79,364,306	\$ 72,315,285	\$294,313,548
Gross Profit	\$ 18,438,640	\$ 20,862,834	\$ 22,176,622	\$ 19,203,169	\$ 80,681,265
Income before income taxes	\$ 3,233,471	\$ 4,924,649	\$ 5,540,959	\$ 3,852,889	\$ 17,551,968
Net income	\$ 2,496,024	\$ 3,801,829	\$ 4,207,170	\$ 2,741,967	\$ 13,246,990
Net income per share:					
Basic	\$ 0.24	\$ 0.37	\$ 0.41	\$ 0.27	\$ 1.29
Diluted	\$ 0.24	\$ 0.37	\$ 0.41	\$ 0.26	\$ 1.28
Weighted-average shares outstanding:					
Basic	10,229,462	10,232,588	10,239,126	10,253,085	10,238,565
Diluted	10,404,355	10,362,038	10,343,673	10,370,996	10,350,775

	2018				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
Revenues	\$ 66,855,470	\$ 70,945,438	\$ 77,062,137	\$ 71,999,881	\$286,862,926
Gross Profit	\$ 17,309,931	\$ 19,192,279	\$ 21,373,025	\$ 18,719,957	\$ 76,595,192
Income before income taxes	\$ 3,164,213	\$ 5,835,370	\$ 6,429,644	\$ 5,980,053	\$ 21,409,280
Net income	\$ 2,465,571	\$ 5,169,884	\$ 5,061,386	\$ 4,852,700	\$ 17,549,541
Net income per share:					
Basic	\$ 0.28	\$ 0.56	\$ 0.50	\$ 0.48	\$ 1.83
Diluted	\$ 0.27	\$ 0.54	\$ 0.49	\$ 0.47	\$ 1.79
Weighted-average shares outstanding:					
Basic	8,761,292	9,235,353	10,109,791	10,184,652	9,577,498
Diluted	9,087,016	9,538,545	10,342,559	10,365,117	9,808,080

NOTE 19 - SUBSEQUENT EVENTS

EdgeRock Technology Holdings, Inc.

On February 3, 2020, the Company acquired 100% of the equity of EdgeRock for a purchase price of \$21.6 million cash, subject to customary purchase price adjustments as specified in the purchase agreement. The purchase price at closing was paid out of currently available funds under the Company's credit agreement led by BMO. The acquired business was assigned to the Professional segment.

The acquisition of EdgeRock allows the Company to strengthen its operations in specialized IT consultants and technology professionals specialized in leading software and data ecosystems, as well as expand its IT geographic operations with offices in Florida and Arizona. As the transaction was recently completed, the initial accounting for the acquisition, including estimating the fair values of assets and liabilities acquired, has not been completed.

Debt

In connection with the acquisition of the assets of EdgeRock described above, on February 3, 2020, the Company borrowed \$18.5 million on the Term Loan under the Company's credit agreement led by BMO, as described in Note 10 above.

Dividend

On January 30, 2020, the Company's board of directors declared a cash dividend in the amount of \$0.30 per share of common stock to be paid on February 18, 2020 to all shareholders of record as of the close of business on February 10, 2020.

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

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as 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 report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance that information we are required to disclose in reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms specified by the Securities and Exchange Commission and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

We note that the design of any system of controls 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 the stated goals under all potential future conditions.

Management's Annual Report on Internal Control over Financial Reporting

Management of the Company, including the President and Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) for the Company. The Company's internal control system was designed to provide reasonable assurance to management and the Company's Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 29, 2019, using criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and concluded that the Company maintained effective internal control over financial reporting as of December 29, 2019.

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 and procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 29, 2019, has been audited by Whitley Penn LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) during the fourth quarter of Fiscal 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of BG Staffing, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited BG Staffing, Inc. (the “Company”) internal control over financial reporting as of December 29, 2019, based on criteria established in *2013 Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2019, based on criteria established in *2013 Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated balance sheets of the Company, as of December 29, 2019 and December 30, 2018, and the related consolidated statements of operations, stockholders’ equity, and cash flows for each of the years in the three-year period ended December 29, 2019, and our report dated March 12, 2020 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit 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 audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

An entity’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 accounting principles generally accepted in the United States of America. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity’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/ Whitley Penn LLP

Dallas, Texas
March 12, 2020

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Board Composition

Our board of directors consists of five directors. Our board of directors has determined that the following directors are “independent” as defined under the rules of the NYSE: Richard L. Baum, Jr., Paul A. Seid, C. David Allen, Jr., and Douglas E. Hailey. The authorized number of directors may be changed by resolution of our board of directors. Vacancies on our board of directors can be filled by resolution of our board of directors. Our board of directors is divided into three classes, each serving staggered, three-year terms:

- Our Class I director is L. Allen Baker, Jr., and the term of such director will expire at the 2021 annual meeting of stockholders;
- Our Class II directors are Richard L. Baum, Jr. and Paul A. Seid, and the term of each director will expire at the 2022 annual meeting of stockholders; and
- Our Class III directors are C. David Allen, Jr. and Douglas E. Hailey, and the term of each director will expire at the 2020 annual meeting of stockholders.

As a result, only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective terms.

Board Leadership and Role in Risk Oversight

Meetings of our board of directors are presided over by our chairman of the board, L. Allen Baker, Jr. Our board of directors does not have a formal policy addressing whether or not the roles of chairman and chief executive officer should be separate or combined. The directors serving on the board of directors possess considerable professional and industry experience, significant experience as directors of both public and private companies and a unique knowledge of the challenges and opportunities that the Company faces. As such, the board of directors believes that it is in the best position to evaluate the needs of the Company and to determine how best to organize the Company’s leadership structure to meet those needs. At present, the board of directors has chosen to separate the positions of chairman and chief executive officer. While the board of directors believes it is important to retain the flexibility to determine whether the roles of chairman and chief executive officer should be separated or combined in one individual, the board of directors believes that this structure represents the appropriate allocation of roles and responsibilities at this time. Our board of directors believes that Mr. Baker is currently best situated to preside over meetings of our board of directors because of his familiarity with our business and ability to effectively identify strategic priorities and lead the discussion and execution of strategy. This allows Ms. Garvey to focus on our day-to-day business and strategy, meet with investors, and convey management’s perspective to other members of the board of directors. Ms. Garvey works closely with Mr. Baker to identify appropriate topics of consideration for the board of directors and to plan effective and informative board of directors meetings.

Our board of directors oversees the risk management activities designed and implemented by our management and executes its oversight responsibility for risk management both directly and through its committees. The full board of directors also considers specific risk topics, including risks associated with our strategic plan, business operations and capital structure. In addition, our board of directors receives detailed regular reports from members of our senior management and other personnel that include assessments and potential mitigation of the risks and exposures involved with their respective areas of responsibility.

Our board of directors delegates to the Audit Committee oversight of our risk management process. Our other board of directors committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full board of directors as appropriate, including when a matter rises to the level of a material or enterprise level risk.

Committees of the Board of Directors

The standing committees of our board of directors consist of an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Each of the committees reports to our board of directors as they deem appropriate and as our board may request. The composition, duties and responsibilities of these committees are set forth below.

Audit Committee

The Audit Committee is responsible for, among other matters: (1) appointing, retaining and evaluating our independent registered public accounting firm and approving all services to be performed by them; (2) overseeing our independent registered public accounting firm's qualifications, independence and performance; (3) overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; (4) reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and compliance with legal and regulatory requirements; (5) establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters; (6) reviewing and approving related person transactions; and (7) overseeing the risk management process.

Our Audit Committee consists of C. David Allen, Jr., Richard L. Baum, Jr. and Douglas E. Hailey. We believe that each qualifies as independent directors according to the rules and regulations of the SEC and NYSE with respect to audit committee membership. We also believe that Mr. Hailey and Mr. Allen qualify as our "audit committee financial expert," as such term is defined in Item 407(d)(5)(ii) of Regulation S-K. Our board of directors has adopted a written charter for the Audit Committee, which is available on our home office website under the investor relations tab at www.bgstaffing.com. The information on our website is not part of this Annual Report on Form 10-K.

Compensation Committee

The Compensation Committee is responsible for, among other matters: (1) reviewing key team members compensation goals, policies, plans and programs; (2) reviewing and approving the compensation of our directors and executive officers; (3) reviewing and approving employment agreements and other similar arrangements between us and our executive officers; and (4) administering our stock plans and other incentive compensation plans, including our 2013 Long-Term Incentive Plan. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the committee may deem appropriate in its sole discretion. The Compensation Committee may invite such members of management to its meetings as it deems appropriate. However, the Compensation Committee meets regularly without such members present, and in all cases no officer may be present at meetings at which such officer's compensation or performance is discussed or determined. The Committee has the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities. Neither the Compensation Committee nor management engaged a compensation consultant with respect to Fiscal 2019.

Our Compensation Committee consists of C. David Allen, Jr., Richard L. Baum, Jr. and Paul A. Seid. Our board of directors has adopted a written charter for the Compensation Committee, which is available on our home office website under the investor relations tab at www.bgstaffing.com. The information on our website is not part of this Annual Report on Form 10-K.

Nominating and Corporate Governance Committee

We have a Nominating and Corporate Governance Committee, which identifies, evaluates and recommends qualified nominees to serve on our board of directors, develops and oversees our internal corporate governance processes and maintains a management succession plan. Our Nominating and Corporate Governance Committee charter defines the committee's primary duties. The Nominating and Corporate Governance Committee will evaluate nominees for director, including nominees recommended by stockholders, using all relevant criteria, including diversity of experience and background. The Nominating and Corporate Governance Committee will consider any director candidates recommended by the Company's stockholders provided that the notice and information requirements specified by Section 2.06(b)-(c) of the Bylaws (relating to direct stockholder nominations) are complied with. Our Nominating and Corporate Governance Committee consists of Richard L. Baum, Jr., Douglas E. Hailey, and Paul A. Seid. A copy of the Nominating and Corporate Governance Committee's charter is posted on our website at www.bgstaffing.com. The information on our website is not part of this Annual Report on Form 10-K.

Other Committees

Our board of directors may establish other committees as it deems necessary or appropriate from time to time.

Family Relationships

There are no family relationships among any of our executive officers or any of our directors.

Directors

C. David Allen, Jr.

Independent Director

Age: 56

Director Since: 2014

Committees Served: Audit Committee, Compensation Committee

Since 2016, Mr. Allen has served as Chief Financial Officer of Smart Start, LLC, a provider of automotive technology products. Prior to Smart Start, from 2015 to 2016, Mr. Allen has served as Chief Financial Officer of Graebel Vanlines Holdings, LLC, a provider of commercial and residential logistics, moving and storage services. Prior to Graebel, from 2009 to 2015, Mr. Allen served as an officer of Snelling Services, LLC, a workforce solutions, contract and temporary staffing services provider. From 2010 to 2015, Mr. Allen served as President and Chief Executive Officer. From 2009 to 2010 he served as Chief Financial Officer. Prior to Snelling, Mr. Allen served for three years as Chief Operating Officer and six years as Chief Financial Officer for Telvista Inc., a business process outsourcer providing customer relationship management solutions. He earned a Master of Business Administration degree from the Tuck School at Dartmouth College in 1993 and received a Bachelor of Business Administration from Stephen F. Austin State University with honors in 1986. Our board of directors benefits from Mr. Allen's extensive experience in the temporary staffing industry as well as his financial expertise.

L. Allen Baker, Jr.

Chairman

Age: 70

Director Since: 2013

L. Allen Baker, Jr. joined the board of managers of LTN Acquisition, LLC (the former parent of the predecessor to BG Staffing, Inc.) in 2008 while serving as the Executive Vice President/Chief Financial Officer of Impact Confections, Inc., a confections manufacturing company in Colorado, a position Mr. Baker held from 2002 through 2009 and was appointed to our board of directors in November 2013. He served as President and Chief Executive Officer of BG Staffing from 2009 through October 2018 when he assumed the role of Chairman. From 1985 to 2002, Mr. Baker served as Executive Vice President and Chief Financial Officer of Piping Design Services, Inc. d/b/a PDS Technical Services, a national, privately held staffing company headquartered in the Dallas/Fort Worth area, with operations in 43 states. Prior to this position, he worked at Core Laboratories, Inc. as the Corporate Controller from 1980 to 1985 and as Data Processing Manager from 1976 to 1980. Mr. Baker held several computer programmer positions prior to joining Core Laboratories, Inc. He has a Bachelor of Science in Mathematics with a minor in Computer Information Systems from West Texas A&M University (formerly West Texas State University) and a Master of Business Administration from the University of Dallas. Our board of directors benefits from Mr. Baker's extensive experience in the temporary staffing industry.

Richard L. Baum, Jr.

Independent Director

Age: 59

Director Since: 2013

Committees Served: Audit Committee, Compensation Committee (Chair), Nominating and Corporate Governance Committee (Chair)

Richard L. Baum, Jr. served on the board of managers of LTN Acquisition, LLC (the former parent of the predecessor to BG Staffing, Inc.) since its inception and was appointed to serve on our board of directors in November 2013. Since March 2013, Mr. Baum has been Chairman of the Board of Unique Fabricating, Inc. (NYSE American: UFAB). Mr. Baum joined Taglich Private Equity LLC in 2005 and currently is an active director with a number of private companies where Taglich has an investment. Prior to joining Taglich, Mr. Baum led a group that purchased a private equity portfolio from Transamerica Business Credit. From 1998 to 2003, Mr. Baum was a Managing Director in the small business merger and acquisition practices of Wachovia Securities and its predecessor, First Union Securities. From 1988 through 1998, Mr. Baum was a Principal with the Mid-Atlantic Companies, Ltd., a financial services firm acquired by First Union in 1998. Mr. Baum received a Bachelor of Science from Drexel University and a Master of Business Administration from the Wharton School of the University of Pennsylvania. Our board of directors benefits from Mr. Baum's perspective and experience with our ongoing operations and strategy that he has obtained through his prolonged service to the company and due to his ability to assist with the evaluation of potential acquisitions.

Douglas E. Hailey

Independent Director

Age: 58

Director Since: 2013

Committees Served: Audit Committee (Chair), Nominating and Corporate Governance Committee

Douglas E. Hailey served on the board of managers of LTN Acquisition, LLC (the former parent of the predecessor to BG Staffing, Inc.) since its inception and was appointed to our board of directors in November 2013. Mr. Hailey is the managing director of Taglich Private Equity LLC. Mr. Hailey joined Taglich Brothers, Inc. in 1994 as Head of Investment Banking and is an employee, not a partner, director, shareholder or executive officer. Taglich Brothers, Inc. is not an affiliate of Taglich Private Equity LLC. He co-led the private equity initiative in 2001 and currently participates in evaluating and executing new investments. Prior to joining Taglich Brothers, Inc., Mr. Hailey spent five years with Weatherly Financial Group, assisting in sponsoring leveraged buyouts and five years in structured finance lending at Heller Financial and the Bank of New York. He received a Bachelor of Business Administration from Eastern New Mexico University and a Master of Business Administration in Finance from the University of Texas. Our board of directors benefits from Mr. Hailey's perspective and experience with our ongoing operations and strategy that he has obtained through his prolonged service to the company and due to his ability to assist with the evaluation of potential acquisitions.

Paul A. Seid

Independent Director

Age: 71

Director Since: 2014

Committees Served: Compensation Committee, Nominating and Corporate Governance Committee

Since 2010, Mr. Seid has served on the board of directors of BioVentrix, a medical device company. Starting in 2013, he has served as Chief Executive Officer of RST Automation, a hospital instrumentation automation developer which was established 2004. For the past sixteen years he has been President of Strategic Data Marketing, a research and data collection company. He has also founded, bought and/or sold over twenty companies in Asia, Europe, North, and South America. Mr. Seid graduated from Queen's College, a division of the City University of New York, in 1968 with a Bachelor's degree in Political Science. Mr. Seid has held numerous other board of directors and consulting positions. Our board of directors benefits from Mr. Seid's extensive experience growing diverse businesses.

Executive Officers

Our board of directors appoints our executive officers and updates the executive officer positions as needed throughout the fiscal year. Each executive officer serves at the behest of our board of directors and until their successors are appointed, or until the earlier of their death, resignation or removal.

The following table sets forth certain information with respect to our executive officers as of the date of this Annual Report:

Name	Age	Position
Beth Garvey	54	President and Chief Executive Officer
Dan Hollenbach	64	Chief Financial Officer and Secretary

Beth Garvey began serving as President and Chief Executive Officer of the Company in October 2018. Ms. Garvey previously served as Chief Operating Officer of the Company from August 2016 and joined the Company through the Company's acquisition of substantially all of the assets of InStaff Holding Corporation and InStaff Personnel, LLC ("InStaff") in 2013. Ms. Garvey started at InStaff in 1998 as Director of Human Resources, subsequently serving as Director of Operations, VP of Operations, Senior VP of Operations, COO and ultimately CEO prior to our acquisition. The Staffing Industry Analysts has recognized her as one of North America Staffing 100 for the previous 2 years and included her in the Global Power 150 – Women in Staffing list for the past 3 years. In addition, D CEO has named Garvey as one of the top Dallas 500 Business Leaders 3 times. In 2010, Ms. Garvey was a Dallas Business Journal 'Women in Business' honoree recognizing outstanding local women business leaders who not only make a difference in their industries, but also in their communities. Beth currently serves on the Board of Directors of the Dallas Regional Chamber and is co-chair of the Talent Attraction committee. She is a past chair of the Executive Committee for the Dallas

Executive Women's Roundtable and is on the Board of Directors for The Family Place, a non-profit supporting victims of family violence.

Dan Hollenbach joined as CFO and Secretary in August 2015. Prior to joining the Company, Mr. Hollenbach was the CFO of Cybergly Holdings, Inc. (OTC: CYBG), an advisory service and products company for the federal and state governments, and commercial client partners, from May 2014 to August 2015. Prior to this position, he led the consulting practice for Robert Half Management Resources in Colorado from June 2010 to May 2014. From August 2004 to July 2009, Dan was the CFO for Global Employment Holdings (OTC: GEYH), a national staffing, consulting and professional employer organization company. Mr. Hollenbach began his career in the Audit and Assurance Services practice of EY before entering the corporate world. He has over three decades of experience in corporate accounting and finance, including expertise in initial public offerings, SEC reporting, mergers and acquisitions, SarbanesOxley, treasury management, process improvement, and all phases of audit, tax, and reporting. Additionally, he has served on audit committees and led negotiations of multiple senior debt restructurings. He is a CPA in the State of Texas, holds a Chartered Global Management Accountant certification, and received his B.B.A. in accounting from Texas Tech University.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our team members, including our chief executive officer and our chief financial officer (who is our principal accounting officer). Our Code of Ethics is available on our website at www.bgstaffing.com. If we amend or grant a waiver of one or more of the provisions of our Code of Ethics, we intend to satisfy the requirements under Item 5.05 of Item 8-K regarding the disclosure of amendments to or waivers from provisions of our Code of Ethics that apply to our principal executive, financial and accounting officers by posting the required information on our website at the above address. Our website is not part of this Annual Report on Form 10-K.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC and further requires us to identify in this Annual Report on Form 10-K those executive officers, directors and persons who failed to timely file such a report. A Form 4 for Mr. Paul A. Seid, Mr. C. David Allen, Jr., Mr. Douglas E. Hailey, Mr. L. Allen Baker, Jr., and Mr. Richard L. Baum, Jr. were filed late on August 8, 2019 to report an option grant on July 31, 2019 of 5,000 shares of common stock each. Excepting the late filing disclosed above, and based solely on our review of these forms or written representations from the executive officers, directors and persons who own more than 10% of our common stock, we believe that all Section 16(a) filing requirements were met during Fiscal 2019.

Item 11. Executive Compensation.

Named Executive Officers

Our named executive officers for Fiscal 2019 are:

- Beth Garvey, our President and Chief Executive Officer; and
- Dan Hollenbach, our Chief Financial Officer and Secretary.

Throughout this section, the term "named executive officer" is intended to refer to the individuals identified above. During Fiscal 2019, we had only two named executive officers, each of whom is set forth above.

Summary Compensation Table

The following table presents compensation information for our named executive officers with respect to Fiscal 2019, 2018 and 2017.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(*)	Option Awards (\$)(*)	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All Other Compensation (\$)	Total (\$)
Beth Garvey <i>President and Chief Executive Officer</i>	2019	\$350,000	\$70,000	\$—	\$252,728	\$—	\$—	\$13,710 ⁽¹⁾	\$686,438
	2018	\$292,300	\$75,000	\$—	\$334,210	\$—	\$—	\$11,700 ⁽¹⁾	\$713,210
Dan Hollenbach <i>Chief Financial Officer and Secretary</i>	2019	\$275,000	\$55,000	\$—	\$184,766	\$—	\$—	\$5,710 ⁽¹⁾	\$520,476
	2018	\$240,390	\$50,000	\$—	\$254,510	\$—	\$—	\$5,015 ⁽¹⁾	\$549,915

(*) The amounts reflect the dollar amounts recognized for financial statement reporting purposes in accordance with FASB ASC Topic 718. The assumptions used in the calculation of these amounts are included in Note 14 Share-based Compensation to the audited consolidated financial statements included in this Annual Report on Form 10-K.

(1) Represents the matching 401(k) contributions made by us.

Agreements with Executive Officers

President and Chief Executive Officer

On October 1, 2018, we amended a 2016 employment agreement with Beth Garvey pursuant to which Ms. Garvey serves as our President and Chief Executive Officer through September 30, 2021. The agreement remains in effect under successive one-year extensions unless terminated pursuant its terms. Ms. Garvey's annual compensation is evaluated annually, but may not be less than \$350,000 per year.

Ms. Garvey is eligible to receive an annual cash bonus based on achieving certain adjusted EBITDA levels (as defined by the Compensation Committee) and, except as stated in her employment agreement, provided that Ms. Garvey is in our employment on the last day of the fiscal year. Moreover, if certain acquisitions occur during her employment period, Ms. Garvey will receive a bonus equal to 1% of the acquired company's adjusted EBITDA, as determined by the board, for the first 12 months after the acquisition's closing date.

In the event that Ms. Garvey's employment is terminated by us without cause or by Ms. Garvey for good reason, Ms. Garvey will receive as severance installments equal to twelve months of base salary plus COBRA premiums for eighteen months for Ms. Garvey and her dependents. In the event that Ms. Garvey's employment is terminated without cause or for good reason within one year of a change in control, Ms. Garvey will receive her base salary and COBRA premiums for eighteen months for her and her dependents. Ms. Garvey will also generally be entitled to receive any bonus payable but unpaid, payment for unused vacation days, and unpaid reimbursements. The severance is contingent upon Ms. Garvey's execution of a separation agreement including a general release. In the event that Ms. Garvey's employment is terminated by us for cause, or by Ms. Garvey other than for good reason, we will pay to Ms. Garvey any monthly salary, bonus, unused vacation, and expense reimbursements, earned or due to Ms. Garvey but unpaid.

We and Ms. Garvey have also entered into a confidentiality, non-solicitation, non-interference and non-competition agreement. Pursuant to the agreement, Ms. Garvey generally agrees not to disclose our confidential information (as defined in the agreement) and, for a period of eighteen months following her termination, not to solicit our client partners, interfere with our client partner and supplier relationships, or solicit our team members. Ms. Garvey also agrees not to compete with us for a period of twelve months after termination.

Ms. Garvey was granted stock options and restricted stock in Fiscal 2018 and granted stock options in Fiscal 2017 as further described under "Outstanding Equity Awards" below.

Chief Financial Officer

On October 1, 2018, we amended a 2015 employment agreement with Dan Hollenbach pursuant to which Mr. Hollenbach serves as our Chief Financial Officer and Secretary through September 30, 2021. The contract remains in effect under successive one-year extensions unless terminated pursuant to its terms. Mr. Hollenbach's annual compensation is evaluated annually, but may not be less than \$275,000 per year.

Mr. Hollenbach is eligible to receive an annual cash bonus based on achieving certain adjusted EBITDA levels (as defined by the Compensation Committee) and, except as stated in his employment agreement, provided that Mr. Hollenbach is in our employment on the last day of the fiscal year. Moreover, if certain acquisitions occur during his employment period, Mr. Hollenbach will receive a bonus equal to 1% of the acquired company's adjusted EBITDA, as determined by the board, for the first 12 months after the acquisition's closing date.

In the event that Mr. Hollenbach's employment is terminated by us without cause or by Mr. Hollenbach for good reason, Mr. Hollenbach will receive as severance installments equal to twelve months of base salary plus COBRA premiums for eighteen months for Mr. Hollenbach and his dependents. In the event that Mr. Hollenbach's employment is terminated without cause or for good reason within one year of a change in control, Mr. Hollenbach will receive his base salary and COBRA premiums for eighteen months for him and his dependents. Mr. Hollenbach will also generally be entitled to receive any bonus payable but unpaid, payment for unused vacation days, and unpaid reimbursements. The severance is contingent upon Mr. Hollenbach's execution of a separation agreement including a general release. In the event that Mr. Hollenbach's employment is terminated by us for cause, or by Mr. Hollenbach other than for good reason, we will pay to Mr. Hollenbach any monthly salary, bonus, unused vacation, and expense reimbursements, earned or due to Mr. Hollenbach but unpaid.

We and Mr. Hollenbach have also entered into a confidentiality, non-solicitation, non-interference and non-competition agreement. Pursuant to the agreement, Mr. Hollenbach generally agrees not to disclose our confidential information (as defined in the agreement) and, for a period of eighteen months following his termination, not to solicit our client partners, interfere with our client partner and supplier relationships, or solicit our team members. Mr. Hollenbach also agrees not to compete with us for a period of twelve months after termination.

Mr. Hollenbach was granted stock options and restricted stock in Fiscal 2018 and granted stock options in Fiscal 2017 as further described under "Outstanding Equity Awards" below.

2013 Long-Term Incentive Plan

In December 2013, the board of directors adopted the original 2013 Plan. Under the original 2013 Plan team members, directors and consultants of the Company may receive incentive stock options and other awards. A total of 900,000 shares of common stock of BG Staffing, Inc. were initially reserved for issuance pursuant to the original 2013 Plan. On May 16, 2017, stockholders of the Company approved and made effective an amendment to the 2013 Plan to add an additional 250,000 shares of common stock reserved for issuance. To the extent any option or award expires unexercised or is canceled, terminated or forfeited in any manner without the issuance of common stock thereunder, such shares shall again be available for issuance under the original 2013 Plan, of which 838,739 shares remain available for issuance as of December 29, 2019.

The term of each option is determined by the board of directors but cannot exceed 10 years. Unless otherwise specified in an option agreement, options vest and become exercisable on the following schedule: 20% immediately and 20% on each anniversary date of the grant date. Each option shall be designated as an incentive stock option ("ISO") or a non-qualified option ("NQO"). The exercise price of an ISO shall not be less than the fair market value of the stock covered by the ISO at the grant date; provided, however, the exercise price of an ISO granted to any person who owns, directly or indirectly, stock of the Company constituting more than 10% of the total combined voting power of all classes of outstanding stock of the Company or of any affiliate of the Company, shall not be less than 110% of such fair market value.

For more details on our 2013 Plan, see our registration statement on Form S-8 (File No. 333-193014) filed on December 20, 2013, Form S-8 (File No. 333-218869) filed on June 20, 2017, and Note 14 in the Notes to Consolidated Financial Statements.

Outstanding Equity Awards

The following table presents outstanding equity awards as of December 29, 2019.

Name	Grant date	Option Awards					Stock Awards	
		Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)
(a)		(b)	(c)	(d)	(e)	(f)	(g)	(h)
Beth Garvey	09/24/2018	—	6,150 ⁽¹⁾	—	\$ 25.71	09/24/2028	—	—
	09/24/2018	40,000	53,850 ⁽²⁾	—	\$ 25.71	09/24/2028	—	—
	08/10/2018	—	—	—	\$ —	—	2,500 ⁽¹³⁾	\$ 52,925
	06/07/2017	—	2,500 ⁽³⁾	—	\$ 16.76	06/07/2027	—	—
	06/07/2017	7,500	2,500 ⁽⁴⁾	—	\$ 16.76	06/07/2027	—	—
	08/16/2016	7,458	5,727 ⁽⁵⁾	—	\$ 17.46	08/16/2026	—	—
	08/16/2016	32,542	4,273 ⁽⁶⁾	—	\$ 17.46	08/16/2026	—	—
	06/09/2015	20,000	— ⁽⁷⁾	—	\$ 11.00	06/09/2025	—	—
Dan Hollenbach	09/24/2018	—	8,410 ⁽⁸⁾	—	\$ 25.71	09/24/2028	—	—
	09/24/2018	30,000	36,590 ⁽⁹⁾	—	\$ 25.71	09/24/2028	—	—
	08/10/2018	—	—	—	\$ —	—	2,500 ⁽¹³⁾	\$ 52,925
	06/07/2017	—	5,000 ⁽¹⁰⁾	—	\$ 16.76	06/07/2027	—	—
	06/07/2017	7,500	— ⁽⁴⁾	—	\$ 16.76	06/07/2027	—	—
	10/27/2015	17,012	— ⁽¹¹⁾	—	\$ 11.07	10/27/2025	—	—
	10/27/2015	19,835	— ⁽¹²⁾	—	\$ 11.07	10/27/2025	—	—

- (1) Incentive stock options will vest 2,260 on September 24, 2021 and 3,890 on September 24, 2022.
- (2) Nonqualified stock options vested one-fifth on September 24, 2018 and the remainder of the options vest annually at 20,000, 20,000, 17,740, 16,110 beginning September 24, 2019.
- (3) Incentive stock options will vest on June 7, 2021.
- (4) Nonqualified stock options vested one-fifth on June 7, 2017 and the remainder of the options vest in four equal annual increments beginning on June 7, 2018.
- (5) Incentive stock options vested one-fifth on August 16, 2016 and the remainder of the options vest in four equal annual increments beginning on August 16, 2017.
- (6) Nonqualified stock options vested one-fifth on August 16, 2016 and the remainder of the options vest in four equal annual increments beginning on August 16, 2017.
- (7) Incentive stock options vested one-fifth on June 9, 2015 and the remainder of the options vest in four equal annual increments beginning on June 9, 2016.
- (8) Incentive stock options will vest annually at 2,260, 2,260, and 3,890 beginning September 24, 2020.
- (9) Nonqualified stock options vested one-fifth on September 24, 2018 and one-fifth on September 24, 2019.
- (10) Incentive stock options will vest one-half on June 7, 2020 and the remainder of the options vest on June 7, 2021.
- (11) Incentive stock options vested one-fifth on October 27, 2015 and the remainder of the options vest in four equal annual increments beginning on October 27, 2016.
- (12) Nonqualified stock options vested one-fifth on October 27, 2015 and the remainder of the options vest in four equal annual increments beginning on October 27, 2016.
- (13) Shares vested one-fourth on August 10, 2018 and the remainder of the shares vest in three equal annual increments beginning on August 10, 2019.

Each option and stock award is subject to the condition that the optionee will have remained employed by the Company, or any one or more of its subsidiaries, through such vesting dates, and each option is further subject to the terms and conditions set forth in the 2013 Plan and in the applicable Stock Option Agreement.

Compensation Committee Interlocks and Insider Participation

No member of our Compensation Committee is a current or former officer or team member of BG Staffing, Inc. or its subsidiaries. No executive officer of BG Staffing, Inc. served as a director or member of the compensation committee of any entity that has one or more executive officers serving as a member of our board of directors or Compensation Committee.

Director Compensation

Set forth below is a summary of the components of compensation payable to our non-management directors.

Cash Compensation

We reimburse each member of our board of directors for all reasonable out-of-pocket expenses incurred in connection with their attendance at meetings of our board of directors and any committees thereof, including, without limitation, reasonable travel, lodging and meal expenses. Prior to July 2019, each director who was not also a team member or officer of the Company was also entitled to (i) an annual retainer of \$27,500 for their service on our board of directors, (ii) an annual retainer of \$5,000 for each committee on which the director served, and (iii) an annual retainer of \$30,000 for audit and \$15,000 for all other committee chairs on which the director served. Effective July 2019, each director who is not also a team member or officer of the Company is also entitled to (i) an annual retainer of \$45,000 for their service on our board of directors, and (ii) an annual retainer of \$5,000 for all committee chairs on which the director serves.

Name	Board Member (\$)	Audit Committee (\$)	Compensation Committee (\$)	Nominating & Governance Committee (\$)	Chairman of the Board (\$)	Total (\$)
C. David Allen, Jr.	\$ 30,625	\$ 5,000	\$ 5,000	\$ —	\$ —	\$ 40,625
L. Allen Baker, Jr.	\$ 30,625	\$ —	\$ —	\$ —	\$ 60,625	\$ 91,250
Richard L. Baum, Jr.	\$ 30,625	\$ 5,000	\$ 11,875	\$ 11,875	\$ —	\$ 59,375
Douglas E. Hailey	\$ 30,625	\$ 23,750	\$ —	\$ 5,000	\$ —	\$ 59,375
Paul A. Seid	\$ 29,375	\$ —	\$ 5,000	\$ 5,000	\$ —	\$ 39,375

Director Compensation for Fiscal 2019

The table below sets forth the compensation payable to our non-management directors for service during Fiscal 2019.

Name	Fees earned or paid in cash (\$)	Stock awards (\$) ^(*)	Option awards (\$) ^(*)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
C. David Allen, Jr.	\$ 40,625	\$ 35,763	\$ 18,525	\$ —	\$ —	\$ —	\$ 94,913
L. Allen Baker, Jr.	\$ 91,250	\$ —	\$ 18,525	\$ —	\$ —	\$ —	\$ 109,775
Richard L. Baum, Jr.	\$ 59,375	\$ 35,763	\$ 18,525	\$ —	\$ —	\$ —	\$ 113,663
Douglas E. Hailey	\$ 59,375	\$ 35,763	\$ 18,525	\$ —	\$ —	\$ —	\$ 113,663
Paul A. Seid	\$ 39,375	\$ 35,763	\$ 18,525	\$ —	\$ —	\$ —	\$ 93,663

* The amounts reflect the dollar amounts recognized for financial statement reporting purposes in accordance with FASB ASC Topic 718. The assumptions used in the calculation of these amounts are included in Note 14 Share-based Compensation to the audited consolidated financial statements included in this Annual Report on Form 10-K.

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

The following table sets forth information regarding the beneficial ownership of our common stock as of February 5, 2020 by:

- each person, or group of affiliated persons, known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
- each of our named executive officers and directors; and
- all our executive officers and directors as a group.

Each stockholder's percentage ownership is based on 10,309,236 shares of common stock outstanding as of February 5, 2020.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Except as otherwise indicated, each person or entity named in the table has sole voting and investment power with respect to all shares of our capital shown as beneficially owned, subject to applicable community property laws.

The number and percentage of shares beneficially owned by a person includes shares that may be acquired by such person within 60 days of February 5, 2020 through the exercise of vested options or warrants, while these shares are not counted as outstanding for computing the percentage ownership of any other person.

Except as otherwise set forth below, the address of the persons below is c/o BG Staffing, Inc., 5850 Granite Parkway, Suite 730, Plano, Texas 75024.

Name of Beneficial Owner	Shares of Common Beneficially Stock Owned	Percent of Common Stock Beneficially Owned
Dan Hollenbach	78,097 ⁽¹⁾	*
Beth Garvey	135,605 ⁽²⁾	1.3%
L. Allen Baker, Jr.	55,785 ⁽³⁾	*
Douglas E. Hailey	83,332 ⁽⁴⁾	*
Richard L. Baum, Jr.	67,182 ⁽⁵⁾	*
C. David Allen, Jr.	6,750 ⁽⁶⁾	*
Paul A. Seid	59,707 ⁽⁷⁾	*
All executive officers and directors as a group (7 total)	486,458	4.6%
Michael N. Taglich ⁽¹⁰⁾	353,451 ⁽⁸⁾	3.4%
Robert F. Taglich ⁽¹⁰⁾	376,265 ⁽⁹⁾	3.6%
BlackRock, Inc. ⁽¹¹⁾	684,743 ⁽¹²⁾	6.1%

* Less than 1%.

(1) Includes 74,347 shares of common stock issuable upon exercise of stock options and 2,500 shares of unvested restricted common stock.

(2) Includes 107,500 shares of common stock issuable upon exercise of stock options and 2,500 shares of unvested restricted common stock.

(3) Shares of common stock held by a trust.

(4) Includes 23,748 and 1,613 shares of common stock issuable upon exercise of stock options and warrants, respectively, and 2,500 shares of unvested restricted common stock.

- (5) Includes 12,250 shares of common stock issuable upon exercise of stock options, 44,544 shares of common stock held by a private investment company controlled by Mr. Baum, 5,388 shares of common stock held by a family trust and 2,500 shares of unvested restricted common stock.
- (6) Includes 2,500 shares of unvested restricted common stock.
- (7) Includes 12,250 shares of common stock issuable upon exercise of stock options and 2,500 shares of unvested restricted common stock.
- (8) Includes 21,540 shares of common stock issuable upon exercise of warrants to purchase shares of common stock, and 12,204 shares of common stock held by Mr. Taglich as custodian for third parties.
- (9) Includes 18,020 shares of common stock issuable upon exercise of warrants to purchase shares of common stock.
- (10) The address of Michael N. Taglich and Robert F. Taglich is c/o Taglich Brothers, Inc., 790 New York Avenue, Suite 209, Huntington, New York 11743.
- (11) The address of BlackRock, Inc. is SS East 52nd Street, New York, New York 10055.
- (12) Includes 670,628 shares over which BlackRock, Inc. or its subsidiaries have sole voting power and 684,743 shares over which such entities have sole disposition power.

Equity Compensation Plans

See Item 5, Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities - Equity Compensation Plans in this Annual Report.

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

Policy on Review and Approval of Transactions with Related Persons

Our board of directors is currently primarily responsible for developing and implementing processes and controls to obtain information from our directors, executive officers and significant stockholders regarding related-person transactions and then determining, based on the facts and circumstances, whether we or a related person has a direct or indirect material interest in these transactions. Our Audit Committee is responsible for the review, approval and ratification of "related-person transactions" between us and any related person. Under SEC rules, a related person is a director, executive officer, nominee for director or beneficial holder of more than of 5% of any class of our voting securities or an immediate family member of any of the foregoing. In the course of its review and approval or ratification of a related-person transaction, the Audit Committee will consider:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction, including the amount involved and type of transaction;
- the importance of the transaction to the related person and to the Company;
- whether the transaction would impair the judgment of a director or executive officer to act in our best interest and the best interest of our stockholders; and
- any other matters the Audit Committee deems appropriate.

Any member of the Audit Committee who is a related person with respect to a transaction under review will not be able to participate in the deliberations or vote on the approval or ratification of the transaction. However, such a director may be counted in determining the presence of a quorum at a meeting of the committee that considers the transaction.

2018 Registered Offering

On May 25, 2018, the Company issued and sold 1,293,750 shares of common stock, \$0.01 par value per share, to various investors in a registered offering for an aggregate purchase price of \$23.3 million in cash. The purchase price was \$18.00 per share. The newly issued shares constituted approximately 14.7% of the total of issued and outstanding shares of common stock immediately before the initial execution of the Underwriting Agreement. In connection with the closing, underwriting discounts received by Taglich Brothers, Inc., as joint book-running manager, were approximately \$0.8 million. Michael N. Taglich and Robert F. Taglich are co-founders of Taglich Brothers, Inc. and the beneficial owners of more than 5% of our common stock. Doug Hailey is not an owner, director, or executive officer of Taglich Brothers, Inc. Taglich Brothers, Inc. is not an affiliate of Taglich Private Equity LLC. The Company used a portion of the net proceeds received from the sale of the common stock to cancel outstanding in-the-money stock options held by L. Allen Baker, Jr., BG Staffing's President and Chief Executive Officer, as further described below.

Stock Option Cancellation

On May 31, 2018, the Company entered into a stock option cancellation agreement with L. Allen Baker, Jr., the Company's President and Chief Executive Officer, pursuant to which the Company agreed to pay Mr. Baker (the "Cancellation Agreement") \$18.00 per share of common stock underlying certain vested in-the-money stock options of the Company's 2013 Long-Term Incentive Plan, as amended (the "2013 Plan"), less the exercise price per share thereof, in exchange for the cancellation and termination of such stock options. Pursuant to the terms of the Cancellation Agreement, the Company agreed to pay \$3,287,500 to Mr. Baker in exchange for the cancellation of 284,888 stock options granted to him under the 2013 Plan.

Item 14. Principal Accountant Fees and Services.

The Audit Committee reviews and pre-approves both audit and all permissible non-audit services provided by our independent registered public accounting firm, and accordingly, all services and fees in Fiscal 2019, 2018, and 2017 provided by Whitley Penn LLP were pre-approved by the Audit Committee. The Audit Committee has considered whether the provision of services, other than services rendered in connection with the audit of our annual financial statements, is compatible with maintaining Whitley Penn LLP's independence. The Audit Committee has determined that the rendering of non-audit services by Whitley Penn LLP during Fiscal 2019, 2018, and 2017 was compatible with maintaining the firm's independence.

Aggregate fees billed or incurred related to the following years for professional services rendered by Whitley Penn LLP for Fiscal 2019 and 2018 are set forth below.

	2019	2018
Audit Fees ⁽¹⁾	\$ 266,992	\$ 266,659
Audit-Related Fees ⁽²⁾	71,300	46,602
Tax Fees	—	—
All Other Fees	—	—
Total	<u>\$ 338,292</u>	<u>\$ 313,261</u>

(1) Audit fees consist principally of fees for the audit of our consolidated financial statements and Sarbanes-Oxley audit over internal controls, review of our interim consolidated financial statements, and audit services related to our acquisitions.

(2) These fees consist principally of fees related to the preparation of SEC registration statements, acquisition due diligence, and U.S. Department of Labor filings.

Selection

The Audit Committee appointed Whitley Penn LLP as our independent registered public accounting firm for Fiscal 2020 and Whitley Penn LLP has served in this capacity since 2013. Our board of directors has further directed that we submit the selection of our independent registered public accounting firm for ratification by our shareholders at the 2020 annual meeting.

PART IV

Item 15. *Exhibits and Financial Statement Schedules.*

(1) Financial Statements

The following consolidated financial statements of the Company and the report of the Independent Registered Public Accounting Firm are contained in Item 8 of Part II of this Annual Report on Form 10-K as indicated:

	Page
Audited Consolidated Financial Statements of BG Staffing, Inc.	
As of and for the Fiscal Years Ended December 29, 2019, December 30, 2018, and December 31, 2017.	
Report of Independent Registered Public Accounting Firm	38
Consolidated Balance Sheets	39
Consolidated Statements of Operations	40
Consolidated Statements of Changes in Stockholders' Equity	41
Consolidated Statements of Cash Flows	42
Notes to Consolidated Financial Statements	44

(2) Financial Statement Schedules

Financial statement schedules are omitted because they are not applicable, or not required, or because the required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits

See the list of exhibits in the Index to Exhibits to this Annual Report on Form 10-K, which is incorporated herein by reference.

Item 16. Form 10-K Summary.

None.

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 on March 12, 2020.

BG STAFFING, INC.

By: /s/ Beth Garvey

Name: Beth Garvey

Title: President and 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 and in the capacities indicated on March 12, 2020.

<u>/s/ Beth Garvey</u> Beth Garvey	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Dan Hollenbach</u> Dan Hollenbach	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)
<u>/s/ L. Allen Baker, Jr.</u> L. Allen Baker, Jr.	Chairman of the Board
<u>/s/ Douglas E. Hailey</u> Douglas E. Hailey	Director
<u>/s/ Richard L. Baum, Jr.</u> Richard L. Baum, Jr.	Director
<u>/s/ Paul A. Seid</u> Paul A. Seid	Director
<u>/s/ C. David Allen, Jr.</u> C. David Allen, Jr.	Director

EXHIBIT INDEX

Exhibit No.	Description
2.1	<u>Asset Purchase Agreement, dated as of May 28, 2013, by and among LTN Staffing, LLC, InStaff Holding Corporation and InStaff Personnel, LLC (incorporated by reference from the registrant's registration statement on Form S-1 (File No. 333-191683) filed on October 10, 2013)</u>
2.2	<u>Asset Purchase Agreement, dated as of December 3, 2012, by and among BG Staffing, LLC, American Partners, Inc., Thomas Leonard, Justin Franks, Ronald Wnek, and LTN Acquisition, LLC (incorporated by reference from the registrant's registration statement on Form S-1 (File No. 333-191683) filed on October 10, 2013)</u>
2.3	<u>Asset Purchase Agreement, dated as of February 23, 2015, between BG Finance and Accounting, Inc., BG Staffing, Inc., D&W Talent, LLC and Willis Group, LLC (incorporated by reference from the registrant's Form 8-K filed on February 27, 2015)</u>
2.4	<u>First Amendment to Asset Purchase Agreement, dated as of December 15, 2015, among BG Finance and Accounting, Inc., D&W Talent, LLC and Willis Group, LLC (incorporated by reference from Amendment No. 1 to the registrant's Annual Report on Form 10-K filed on April 25, 2016)</u>
2.5	<u>Second Amendment to Asset Purchase Agreement, dated as of March 9, 2016, among BG Finance and Accounting, Inc., D&W Talent, LLC and Willis Group, LLC (incorporated by reference from Amendment No. 1 to the registrant's Annual Report on Form 10-K filed on April 25, 2016)</u>
2.6	<u>Asset Purchase Agreement, dated as of September 28, 2015, between BG Staffing, LLC, as Buyer, Vision Technology Services, Inc., Vision Technology Services, LLC and VTS-VM, LLC, collectively, as Sellers, and M. Scott Cerasoli and Robert Troska, collectively, as the Selling Persons (incorporated by reference from the registrant's Form 8-K filed on September 30, 2015)</u>
2.7	<u>Asset Purchase Agreement, dated, as of April 3, 2017, by and between BG Staffing, Inc., BG Staffing, LLC, Zycron Inc., and Darrell S. Freeman (incorporated by reference to the registrant's Current Report on Form 8-K filed on April 6, 2017)</u>
2.8	<u>Asset Purchase Agreement, dated as of September 18, 2017, by and between BG Finance and Accounting, Inc., Smart Resources, Inc. and Accountable Search, LLC, and Timothy J. Flood and Margaret L. Francis (incorporated by reference to the registrant's Current Report on Form 8-K filed on September 22, 2017)</u>
2.9	<u>Asset Purchase Agreement, dated as of December 13, 2019, between BG Staffing, Inc., BG Staffing, LLC, L.J.Kushner & Associates, L.L.C., and Lee J. Kushner (incorporated by reference from the registrant's Current Report on Form 8-K filed on December 16, 2019)</u>
2.10	<u>Securities Purchase Agreement, dated as of February 3, 2020, by and between BG Staffing, LLC, EdgeRock Technology Holdings, Inc., and CDI Holding Company LLC (incorporated by reference from the registrant's Current Report on Form 8-K filed on February 6, 2020)</u>
3.1	<u>Certificate of Incorporation of BG Staffing, Inc. (incorporated by reference from Amendment No. 2 to the registrant's registration statement on Form S-1 (File No. 333-191683) filed on November 4, 2013)</u>
3.2	<u>Bylaws of BG Staffing, Inc. (incorporated by reference from Amendment No. 2 to the registrant's registration statement on Form S-1 (File No. 333-191683) filed on November 4, 2013)</u>
4.1	<u>Form of Common Stock Certificate (incorporated by reference from Amendment No. 1 to the registrant's registration statement on Form S-1 (File No. 333-191683) filed on October 28, 2013)</u>
4.2*	<u>Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934, as amended</u>
10.1**	<u>BG Staffing, Inc. 2013 Long-Term Incentive Plan (incorporated by reference from the registrant's definitive proxy statement on Schedule 14A filed on March 28, 2017)</u>
10.2**	<u>Form of Nonqualified Stock Option Agreement (Vested Options) (incorporated by reference from the registrant's Form 8-K filed on February 12, 2014)</u>
10.3**	<u>Form of Incentive Stock Option Agreement (incorporated by reference from the registrant's Form 8-K filed on February 12, 2014)</u>
10.4**	<u>Form of Nonqualified Stock Option Agreement (incorporated by reference from the registrant's Form 8-K filed on February 12, 2014)</u>
10.5**	<u>Form of Indemnification Agreement for Directors and Executive Officers (incorporated by reference from the registrant's Form 8-K filed on February 4, 2014)</u>

- 10.6 [Amended and Restated Securities Purchase Agreement, dated as of May 28, 2013, among LTN Acquisition, LLC, LTN Staffing, LLC, BG Staffing, LLC, BG Personnel Services, LP, BG Personnel, LP, and B G Staff Services Inc., and Legg Mason SBIC Mezzanine, L.P., Brookside Pecks Capital Partners, L.P. and Brookside Mezzanine Fund II, L.P. \(incorporated by reference from the registrant's registration statement on Form S-1 \(File No. 333-191683\) filed on October 10, 2013\)](#)
- 10.7 [First Amendment to Amended and Restated Securities Purchase Agreement and Other Documents, dated as of November 1, 2013, by and among LTN Acquisition, LLC, LTN Staffing, LLC, BG Staffing, LLC, BG Personnel Services, LP, BG Personnel, LP, and B G Staff Services Inc., and Legg Mason SBIC Mezzanine, L.P., Brookside Pecks Capital Partners, L.P. and Brookside Mezzanine Fund II, L.P. \(incorporated by reference from Amendment No. 2 to the registrant's registration statement on Form S-1 \(File No. 333-191683\) filed on November 4, 2013\)](#)
- 10.8 [Second Amendment to Amended and Restated Securities Purchase Agreement and Other Documents, dated as of January 29, 2014, by and among BG Staffing, Inc., BG Staffing, LLC, BG Personnel Services, LP, BG Personnel, LP, and B G Staff Services Inc., and Legg Mason SBIC Mezzanine, L.P., Brookside Pecks Capital Partners, L.P. and Brookside Mezzanine Fund II, L.P. \(incorporated by reference from the registrant's Form 8-K filed on February 4, 2014\)](#)
- 10.09 [Form of Warrant to Purchase Common Stock issued by BG Staffing, Inc. to designees of Taglich Brothers, Inc. in connection with private placement \(incorporated by reference from the registrant's Form 8-K filed on December 11, 2014\)](#)
- 10.10** [Executive Employment Agreement, entered into January 26, 2016 to be effective as of December 28, 2015, between B G Staff Services, Inc. and L. Allen Baker, Jr. \(incorporated by reference from registrant's Form 8-K filed February 1, 2016\)](#)
- 10.11 [Form of the Representatives' Warrant \(incorporated by reference from the registrant's Form 8-K filed on May 27, 2016\)](#)
- 10.12 [Stock Option Cancellation Agreement, dated May 31, 2018 \(incorporated by reference from the registrant's Form 8-K filed June 5, 2018\)](#)
- 10.13** [Executive Employment Agreement, entered into February 6, 2019 to be effective as of October 1, 2018, between B G Staff Services, Inc. and Beth Garvey \(incorporated by reference from the registrant's Annual Report on Form 10-K filed on March 12, 2019\)](#)
- 10.14** [Executive Employment Agreement, entered into February 6, 2019 to be effective as of October 1, 2018, between B G Staff Services, Inc. and Dan Hollenbach \(incorporated by reference from the registrant's Annual Report on Form 10-K filed on March 12, 2019\)](#)
- 10.15** [Form of Restricted Stock Agreement \(incorporated by reference from the registrant's Quarterly Report on Form 10-Q filed on October 30, 2018\)](#)
- 10.16 [Credit Agreement, dated as of July 16, 2019, among BG Staffing, Inc., as borrower, the lenders from time to time party there to, and BMO Harris Bank, National Association, as administrative agent, letters of credit issuer, swing line lender, sole lead arranger, and sole book runner \(incorporated by reference from the registrant's Current Report on Form 8-K filed on July 22, 2019\)](#)
- 21.1* [List of Subsidiaries of the Registrant](#)
- 23.1* [Consent of Independent Registered Public Accounting Firm \(Whitley Penn LLP\)](#)
- 31.1* [Certification pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 \(Chief Executive Officer\)](#)
- 31.2* [Certification pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 \(Chief Financial Officer\)](#)
- 32.1† [Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Taxonomy Extension Schema Document
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Management contract or compensatory plan or arrangement.

† This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

DESCRIPTION OF CAPITAL STOCK

The following is a summary of BG Staffing, Inc.'s ("we," "us," and "our") capital stock and provisions of our certificate of incorporation and our bylaws and certain provisions of the Delaware General Corporation Law, as amended (the "DGCL"). This summary does not purport to be complete and is qualified in its entirety by the full text of our certificate of incorporation and bylaws. The terms of our common stock and preferred stock may also be affected by Delaware law.

Authorized Capitalization

Our certificate of incorporation provides that our authorized capital stock consists of 19,500,000 shares of common stock, par value \$0.01 per share, and 500,000 shares of undesignated preferred stock, par value \$0.01 per share.

Common Stock

Voting Rights

Each share of common stock entitles the holder to one vote with respect to each matter presented to our stockholders on which the holders of common stock are entitled to vote. Our common stock votes as a single class on all matters relating to the election of directors to our board of directors and as provided by law. Holders of our common stock do not have cumulative voting rights. Except in respect of matters relating to the election and removal of directors and as otherwise provided in our certificate of incorporation or bylaws or required by law, all matters to be voted on by our stockholders must be approved by a majority of the shares present in person or by proxy at the meeting and entitled to vote on the subject matter. The election of directors will be decided by a plurality of the votes cast at a meeting of the stockholders by the holders of stock entitled to vote in the election.

Dividend Rights

The holders of our outstanding shares of common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of our affairs, holders of our common stock would be entitled to share ratably in our assets that are legally available for distribution to stockholders after payment of our debts and other liabilities. If we have any preferred stock outstanding at such time, holders of the preferred stock may be entitled to distribution and/or liquidation preferences. In either such case, we must pay the applicable distribution to the holders of our preferred stock before we may pay distributions to the holders of our common stock.

Other Rights

Our stockholders have no preemptive, conversion, or other rights to subscribe for additional shares. All outstanding shares are validly issued, fully paid, and nonassessable. The rights, preferences, and privileges of the holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that we may designate and issue in the future.

Stock Exchange

Our common stock is listed on the New York Stock Exchange under the symbol “BGSF.”

Transfer Agent and Registrar

American Stock Transfer & Trust Company, LLC serves as the transfer agent and registrar for our common stock.

Preferred Stock

Our certificate of incorporation authorizes our board of directors to provide for the issuance of shares of preferred stock in one or more series and to fix the preferences, powers, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions thereof, including the dividend rate, conversion rights, voting rights, redemption rights, and liquidation preference and to fix the number of shares to be included in any such series without any further vote or action by our stockholders. Any preferred stock so issued may rank senior to our common stock with respect to the payment of dividends or amounts upon liquidation, dissolution, or winding up, or both. The issuance of preferred stock may have the effect of delaying, deferring, or preventing a change in control without further action by the stockholders and may adversely affect the voting and other rights of the holders of common stock. The issuance of preferred stock with voting and conversion rights may adversely affect the voting power of the holders of common stock, including the loss of voting control to others.

Board Composition

Our board of directors consists of five directors. The authorized number of directors may be changed by resolution of our board of directors. Vacancies on our board of directors can be filled by resolution of our board of directors. Our board of directors is divided into three classes, each serving staggered, three-year terms. As a result, only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective terms.

Corporate Opportunity

Although our directors and officers have a duty of loyalty to us under Delaware law and our certificate of incorporation, transactions that we enter into in which a director or officer has a conflict of interest are generally permissible so long as (1) the material facts relating to the director’s or officer’s relationship or interest as to the transaction are disclosed to our board of directors and a majority of our disinterested directors approves the transaction, (2) the material facts relating to the director’s or officer’s relationship or interest as to the transaction are disclosed to our stockholders and a majority of our disinterested stockholders approve the transaction or (3) the transaction is otherwise fair to us. Our certificate of incorporation also provides that any principal, officer, member, manager and/or employee of Taglich Private Equity, LLC or Taglich Brothers, Inc. or any entity that controls, is controlled by, or under common control with, those entities (other than us or any company that we control) or any investment funds or portfolio companies managed by the foregoing will not be required to offer any transaction opportunity of which they become aware to us and could take any such opportunity for themselves or offer it to other companies in which they have an investment.

Anti-Takeover Effects of Delaware Law and Our Certificate of Incorporation and Bylaws

Our certificate of incorporation and bylaws also contain provisions that may delay, defer, or discourage another party from acquiring control of us. We expect that these provisions, which are summarized below,

will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give our board of directors the power to discourage acquisitions that some stockholders may favor.

Undesignated Preferred Stock

The ability to authorize undesignated preferred stock makes it possible for our board of directors to issue preferred stock with super voting, special approval, dividend, or other rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire us. These and other provisions may have the effect of deferring, delaying, or discouraging hostile takeovers, or changes in control or management.

Classified Board of Directors

Our certificate of incorporation provides that our board of directors is divided into three classes, with each class serving three-year staggered terms. In addition, under our certificate of incorporation, our directors may only be removed for cause and only upon the affirmative vote of the majority of the total voting power of our outstanding voting stock, at a meeting of our stockholders called for that purpose. These provisions may have the effect of deferring, delaying, or discouraging hostile takeovers, or changes in control or management. Only our board of directors will be able to fill vacancies on our board of directors or increase the size of our board of directors.

Requirements for Nominations and Proposals at Stockholder Meetings

Our bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. Our bylaws also provide that nominations of persons for election to our board of directors may be made at a meeting of stockholders at which directors are to be elected pursuant to the notice of meeting (1) by or at the direction of our board of directors or (2) provided that our board of directors has determined that directors shall be elected at such meeting, by any stockholder who (i) is a stockholder of record both at the time the notice is delivered and on the record date for the determination of stockholders entitled to vote at the meeting, (ii) is entitled to vote at the meeting and upon such election and (iii) complies with the notice procedures set forth in our bylaws. These provisions may have the effect of deferring, delaying, or discouraging hostile takeovers, or changes in control or management.

Stockholder Action by Written Consent

Pursuant to Section 228 of the DGCL, any action required to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, is 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 of our stock entitled to vote thereon were present and voted, unless our certificate of incorporation provides otherwise. Our certificate of incorporation provides that any action required or permitted to be taken by the stockholders may be effected only at a duly called annual or special meeting unless our board of directors approves in advance the action to be taken by written consent and the taking of the action by written consent.

Business Combinations with Interested Stockholders

We have elected in our certificate of incorporation not to be subject to Section 203 of the DGCL, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Accordingly, we will not be subject to any anti-takeover effects of Section 203. However, our certificate of incorporation contains provisions that have the same effect as Section 203, except that they provide that (i) Taglich Private Equity LLC, Taglich Brothers, Inc. and any of their affiliates or associates, including any investment funds or portfolio companies managed by the foregoing, (ii) any other person with whom any of the foregoing are acting as a group or in concert for the purpose of acquiring, holding, voting or disposing of shares of our stock, and (iii) any person who would otherwise be an interested stockholder because of a transfer of 5% or more of our outstanding voting stock by any person described in clause (i) or (ii) to such person, will be excluded from the "interested stockholder" definition in our certificate of incorporation and will therefore not be subject to the restrictions therein that have the same effect as Section 203.

Requirements for Amendments to our Certificate of Incorporation

Our certificate of incorporation provides that the provisions of our certificate of incorporation relating to the size and composition of our board of directors, limitation on liabilities of directors, stockholder action by written consent, the undesignated preferred stock, business combinations with interested persons, corporate opportunities, amendment of our certificate of incorporation and the Court of Chancery as the exclusive forum for certain disputes, may only be amended, altered, changed, or repealed by the affirmative vote of the holders of at least 66 2/3% of the voting power of all of our outstanding shares of capital stock entitled to vote thereon, voting together as a single class.

Subsidiaries

<u>Name of Subsidiary</u>	<u>Jurisdiction of Formation</u>
BG Personnel, LP	Texas
BG Staffing, LLC	Delaware
B G Staff Services, Inc.	Texas
BG Finance and Accounting, Inc.	Delaware
BG California Finance & Accounting Staffing, Inc.	Delaware
BG California IT Staffing, Inc.	Delaware
BG California Multifamily Staffing, Inc.	Delaware
EdgeRock Technologies Holdings, Inc.	Delaware
EdgeRock Technologies, LLC	Massachusetts

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement No. 333-222058 on Form S-3, and No. 333-218869 and No. 333-193014 on Form S-8 of BG Staffing, Inc., of our reports dated March 12, 2020, relating to the consolidated financial statements, and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of BG Staffing, Inc. for the fiscal year ended December 29, 2019.

/s/ Whitley Penn LLP

Dallas, Texas

March 12, 2020

CERTIFICATIONS

I, Beth Garvey, certify that:

1. I have reviewed this Annual Report on Form 10-K of BG Staffing, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2020

/s/ Beth Garvey

Beth Garvey

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATIONS

I, Dan Hollenbach, certify that:

1. I have reviewed this Annual Report on Form 10-K of BG Staffing, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2020

/s/ Dan Hollenbach

Dan Hollenbach

Chief Financial Officer and Secretary

(Principal Financial Officer)

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

In connection with the filing of the Annual Report on Form 10-K of BG Staffing, Inc., a Delaware corporation (the “Company”), for the fiscal year ended December 29, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of such officer’s 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.

Date: March 12, 2020

/s/ Beth Garvey

Beth Garvey
President and Chief Executive Officer
(Principal Executive Officer)

/s/ Dan Hollenbach

Dan Hollenbach
Chief Financial Officer and Secretary
(Principal Financial Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to BG Staffing, Inc. and will be retained by BG Staffing, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.