A RESTAURANT FOR EVERY OCCASION, HOME OR AWAY

2019 Annual Report

CRAFT MATTERS

15.0M PINTS OF BEER SOLD	8.5M PIZOOKIES SOLD	7.3M PIZZAS SOLD
5.6M LBS SLOW ROASTED MEAT SERVED	$790,000 DOING MORE GOOD THINGS	$3.8M OFF-PREMISE SALES

TO OUR SHAREHOLDERS:

As we write our 2019 shareholder letter, our country and world are in the early stages of emerging from a health and economic challenge unlike any previously experienced. The COVID-19 global pandemic that resulted in the shutdown of the economies of almost every country has driven significant changes in consumer behavior, particularly in their interaction with the restaurant industry. BJ's successful efforts over the last several years in driving value, investing in technology, building off-premise sales, enhancing our loyalty program, improving operational execution, and engaging our team members and guests have further elevated and differentiated our brand. Fortuitously, these efforts have also positioned BJ's to weather the COVID-19 related challenges, while establishing a pathway to a stronger future as we advance our business practices to proactively adapt to an evolving environment.

Looking back at 2019, our sales driving and operating efficiency initiatives, coupled with our "Gold Standard of Operational Excellence" promise to our guests, drove another year of record revenues, strong cash flow from operations and the successful opening of seven new restaurants. Fiscal 2019 revenues increased 4% year over year to $1.2 billion, reflecting strong performance at our new restaurants and a 1.1% increase in comparable restaurant sales. With the strength of our brand and positioning, we are pleased to report that BJ's comparable restaurant sales growth outperformed the casual dining industry as measured by the Black Box Intelligence survey in 2019, for the 5th consecutive year. Net income and net income per diluted share for 2019 were $45 million and $2.20, respectively, and we generated $116 million of cash flow from operations, providing us with the financial flexibility to allocate capital for shareholder value, including new restaurant growth, sales and productivity initiatives, share repurchases and dividends.

Following our solid performance in fiscal 2019, our momentum continued in the early months of 2020 as we further executed on our initiatives by growing off-premise sales through new large party catering offerings, leveraging technology to enhance the guest experience and building our value proposition through new EnLIGHTened menu offerings. Prior to the shutdown of our dining rooms in March, comparable restaurant sales were trending in the positive 2% range, and we had just opened our first restaurant in the state of Massachusetts as we continued our national expansion plan. We were on track for a very successful 2020.

Despite this solid start, the COVID-19 pandemic took hold in our communities, and we had to pivot our business from one in which 90% of our revenues were from guests dining in our restaurants to one that relied entirely on off-premise sales. The investments we made over the last few years in take-out, delivery, and digital ordering capabilities dovetailed with our team members' strong entrepreneurial and creative spirit and enabled us to adjust quickly and continue to provide our guests with the delicious BJ's menu items they craved. Our culinary, brewing and marketing teams displayed the innovation they are known for by developing new take-out and delivery-friendly menu offerings and promotions, such as our expanded family bundle offerings which feed four to six people, half-off large pizzas all day and every day, BJ's award-winning craft beers in six-pack cans and growlers, and unopened cocktails to-go at attractive prices. Our take-out and delivery sales demonstrated consistent weekly growth and tripled from a little over $11,000 a week average per restaurant in January and February to over $30,000 a week in late April. As dining rooms have re-opened, our take-out and delivery sales have continued at double pre-COVID-19 sales levels as guests have built the habit of enjoying our menu in the comfort of their homes.

Concurrent with our focus on growing take-out and delivery sales, we also prioritized maximizing our cash position to ensure BJ's is able to succeed both in the near- and long-term. We quickly reduced our operating expenses to reflect take-out and delivery sales volumes which included the extraordinarily difficult decision to temporarily layoff a significant number of our team members who took care of our guests. We also eliminated all discretionary spending and stopped all non-essential capital expenditures, including reducing our 2020 new restaurant openings target to two from our original goal of seven to nine new locations. To further conserve cash, we suspended our quarterly cash dividend and share repurchase activities and strengthened our balance sheet by completing a $70 million equity raise and renegotiating our line of credit to provide us additional flexibility on financial covenants while extending the term to 2022.

SIGNIFICANT OPPORTUNITY FOR DOMESTIC GROWTH IN THE NORTHEAST AND MIDWEST

AS OF 2019 YEAR END:
208 RESTAURANTS
28 STATES

ALABAMA—2	KENTUCKY—3	OHIO—13
ARIZONA—6	LOUISIANA—3	OKLAHOMA—4
ARKANSAS—2	MARYLAND—6	OREGON—3
CALIFORNIA—62	MICHIGAN—3	PENNSYLVANIA—4
COLORADO—6	NEVADA—5	RHODE ISLAND—1
CONNECTICUT—1	NEW JERSEY—2	SOUTH CAROLINA—1
FLORIDA—22	NEW MEXICO—2	TENNESSEE—1
INDIANA—6	NEW YORK—3	TEXAS—34
KANSAS—1	NORTH CAROLINA—2	VIRGINIA—6
		WASHINGTON—4

These actions were executed through the hard work and problem-solving creativity of our team members and have provided BJ's a solid footing as our dining rooms re-open.

EVOLVING OUR RESTAURANTS FOR TODAY AND TOMORROW

As of today, over 90% of our restaurant dining rooms have re-opened with a commitment to ensuring the safety of our guests and team members. The investments we have made to position BJ's as a high quality casual dining concept are serving us well as we shift back to our full-service capabilities. We have an advantage in our large restaurants with flexible seating layouts that enable us to remove tables to provide proper social distancing. Additionally, all of our team members now wear face masks and undergo regular temperature checks. Our Quality Assurance department continuously monitors the requirements mandated in each jurisdiction where our restaurants operate to ensure that we meet and exceed the enhanced safety and sanitation standards established by local health departments.

We have also implemented numerous other changes to provide a safe and optimal dining experience for our guests in the current COVID-19 operating environment. At BJ's we have always been an industry leader in the utilization of technology to provide our guests with a better experience while also operating more efficiently. We have been at the forefront of the casual dining industry's use of kitchen display and table management systems and have an internally developed branded smartphone application that allows guests to place orders and pay. We have leveraged that same forward-thinking approach as our restaurants re-open by introducing new touchless digital menus and mobile pay options accessible by QR codes that allow our guests to view menus and pay for their meals directly from their mobile devices while dining in our restaurants. We are currently working to expand this contactless capability to allow our guests to order their food and drinks from their mobile devices in the restaurant if they so choose and also to enhance their take-out experience with text-based curbside arrival notifications and a BJ's order tracker.

Looking ahead, we are establishing new protocols that build on the many reasons guests make BJ's their preferred casual dining option wherever they choose to enjoy our offerings—in our dining rooms, at home, in the office or on the go. We are developing new menu offerings including new lunch specials to continue enhancing our value to our guests. Our brewing and marketing teams are working on creating a subscription-based beer club featuring unique beers brewed by our award-winning brewers paired with exclusive benefits and only available to those select beer club members. We originally planned to launch this program mid-2020, however, because of the COVID-19 pandemic impact to our business and guests, we now expect to launch our beer club in late 2020 or early 2021. We are very excited to offer a new avenue for our guests to more closely connect with our brand and its craft brewery heritage with innovative new beers from our master brewers, while providing one more reason to visit and enjoy the great, craveable menu items we offer at BJ's.

As we re-open our dining rooms and deliver the delicious food and gold standard guest service, hospitality and value that guests have come to expect from BJ's, our long-term outlook has not changed. We continue to believe that the BJ's concept can grow to at least 425 restaurants across the country and has a balance sheet to support the resumption of our restaurant expansion program at the appropriate time. As we do so, we will continue to prioritize an approach that balances new restaurant growth with new restaurant quality and hospitality.

In closing, we would like to thank each and every one of our team members for their commitment to make BJ's the gold standard in the casual dining industry. We are very appreciative of being able to bring back many of our hourly team members as our dining rooms re-open. We also want to thank our guests for their support. We are very pleased to be reconnecting with our loyal guests and welcoming new guests in our dining rooms. As we overcome the challenges presented by the COVID-19 pandemic, we remain confident that BJ's is an exciting long-term growth concept, and we look forward to the future.

BJ's Senior Leadership Team

June 25, 2020

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark one)

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

For the fiscal year ended December 31, 2019

OR

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

For the transition period from ___ to ___

Commission file number 0-21423

BJ'S RESTAURANTS, INC.

(Exact name of registrant as specified in its charter)

California	**33-0485615**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

7755 Center Avenue, Suite 300
Huntington Beach, California 92647
(714) 500-2400
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Title of Each Class	Trading Symbol	Name of each Exchange on Which Registered
Common Stock, No Par Value	BJRI	NASDAQ Global Select Market

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

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

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

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

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

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

The aggregate market value of the common stock of the Registrant ("Common Stock") held by non-affiliates as of the last business day of the second fiscal quarter, July 2, 2019, was $763,660,228, calculated based on the closing price of our common stock as reported by the NASDAQ Global Select Market on such date.

As of April 20, 2020, 18,749,669 shares of the common stock of the Registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

INDEX

PART I

PART III

PART IV

EXPLANATORY NOTE

The Registrant is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 solely for the purpose of providing the information required by Items 10, 11, 12, 13 and 14 of Part III of Form 10-K. Such information was to be incorporated by reference from the Registrant's definitive proxy statement in connection with the Registrants 2020 Annual Meeting of Shareholders. However, since the date of the original filing of the Form 10-K, the Company has been forced to delay its 2020 Annual Meeting due to the uncertainties surrounding the Covid-19 pandemic, and, therefore, will not file its definitive proxy statement within 120 days following the end of its fiscal year. Therefore, in accordance with SEC rules, the Company must file an amendment to its Form 10-K to include the disclosures required by Part III of Form 10-K. In addition, pursuant to Rule 12b-15 promulgated under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 to Form 10-K includes currently dated certifications from the Company's Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications of the Company's Chief Executive Officer and Chief Financial Officer are attached to this Amendment No. 1 to Form 10-K as Exhibits 31 and 32. Except for the foregoing amended information, this Amendment No. 1 to Form 10-K continues to speak as of the date of the original filing of the Form 10-K, and the Company has not updated the disclosures contained herein to reflect events that occurred at a later date.

PART I

ITEM 1A. RISK FACTORS

This risk factor is intended to be an update to the Risk Factor found in our Form 10-K filed on February 25, 2020.

Health concerns arising from outbreaks of flu viruses or other diseases, or regional or global health pandemics and any resulting government response may adversely affect our business.

In the event of a health pandemic, customers might avoid public gathering places, and local, regional or national governments might limit or ban public gatherings to halt or delay the spread of disease. The impact of a health pandemic on us might be disproportionately greater than on other casual dining concepts that have lower customer traffic and that depend less on the gathering of people. To the extent that a virus or disease is food-borne, or perceived to be food-borne, future outbreaks may adversely affect the price and availability of certain food products and cause our customers to eat less of a product.

The United States and other countries have experienced, or may experience in the future, outbreaks of viruses, such as coronavirus ("COVID-19"), norovirus, Avian Flu or "SARS," and H1N1 or "swine flu," or other diseases such as bovine spongiform encephalopathy, commonly known as "mad cow disease." Currently, the global pandemic resulting from the outbreak of the novel COVID-19 has disrupted our restaurant operations beginning in early March 2020. As of the date and time of this Amendment No. 1 to Form 10-K, dine-in capacity is restricted and we have temporarily closed four restaurants. Our remaining 205 restaurants are operating in a take-out and delivery only capacity, with limited hours and menus. Local governmental restrictions and public perceptions of the risks associated with the COVID-19 pandemic have caused, and may continue to cause consumers to avoid or limit gatherings in public places or social interactions, which could continue to adversely affect our business. In addition, our ability to maintain our supply chain and labor force may become challenging as a result of the COVID-19 pandemic. We cannot predict the duration or scope of the COVID-19 pandemic or when operations will return to full service. Additionally, due to the limitations required for us to operate in a take-out and delivery only capacity, we may temporarily close more restaurants until local restrictions are lifted. We expect the COVID-19 pandemic to negatively impact our financial results and such impact could be material to our financial results, condition and prospects based on its longevity and severity.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors

The following table sets forth certain information concerning the Company's directors:

Nominee	Principal Occupation	Age
Gerald W. Deitchle	Chairman of the Board; Retired President and Chief Executive Officer of BJ's Restaurants, Inc.	68
Gregory A. Trojan	Chief Executive Officer of BJ's Restaurants, Inc.	60
Peter A. Bassi	Retired Chairman of Yum! Restaurants International	70
Larry D. Bouts	Investor/Business Advisor; Former Chairman and Chief Executive Officer of Six Flags Theme Parks	71
James A. Dal Pozzo	Chairman of the Board of The Jacmar Companies	61
Noah A. Elbogen	Partner, Act III Holdings, LLC	37
Lea Anne S. Ottinger	Strategic Business Consultant; Managing Partner of LMR Advisors	61
Janet M. Sherlock	Chief Information Officer, Ralph Lauren Corporation	54
Patrick D. Walsh	Chief Executive Officer of Town Sports International Holdings, Inc.; Managing Member and Chief Executive Officer of PW Partners, LLC and PW Partners Atlas Funds, LLC	44

GERALD ("JERRY") W. DEITCHLE has been a member of our Board of Directors since November 2004 and has served as our Chairman of the Board since June 2008. He served as our President from February 2005 until December 2012 and as our Chief Executive Officer from February 2005 until his retirement in February 2013. From April 2004 to January 2005, Mr. Deitchle served as President, Chief Operating Officer and a director of Fired Up, Inc., which previously owned, operated and franchised the Johnny Carino's Italian restaurant concept. From 1995 to 2004, he was a member of the executive management team at The Cheesecake Factory Incorporated, a publicly-held operator of upscale casual dining restaurants, with his last position as corporate President. From 1984 to 1995, he was employed by the parent company of Long John Silver's Restaurants, Inc., with his last position as Executive Vice President. Mr. Deitchle currently serves as a consultant to us and as a part-time advisor to privately-held restaurant businesses.

Mr. Deitchle previously served on the Board of Directors of Fogo de Chao, Inc. (NASDAQ: FOGO), an operator of Brazilian-style steakhouses that became a private company in 2018.

- *Director Qualifications*: With eight years of prior experience as our President and Chief Executive Officer and as our Chairman since June 2008, in addition to over 35 years of executive and financial management experience with large, national restaurant and retail companies, both privately-held and publicly-held, the Board believes Mr. Deitchle has the experience necessary to help guide the development of our strategic positioning and expansion plans.

GREGORY A. TROJAN has served as our Chief Executive Officer since February 2013, and as a member of our Board of Directors since December 2012. He served as our President from December 2012 until January 2018. Prior to joining us, Mr. Trojan was employed by Guitar Center, Inc., a leading retailer of musical instrument products, where he served as President, Chief Executive Officer and Director from November 2010 to November 2012 and as President, Chief Operating Officer and Director from October 2007 to November 2010. From 1998 to 2006, Mr. Trojan served as Chief Executive Officer of House of Blues Entertainment, Inc., an operator of restaurant and music venues, concerts and media properties, having served as President from 1996 to 1998. Prior to that, he held various positions with PepsiCo, Inc. from 1990 to 1996, including service as Chief Executive Officer of California Pizza Kitchen, Inc., when it was owned by PepsiCo. Earlier in his career, Mr. Trojan was a consultant at Bain & Company, the Wharton Small Business Development Center and Arthur Andersen & Company. Mr. Trojan served on the Board of Directors of Oakley, Inc. from June 2005 to November 2007 and Domino's Pizza, Inc. (NYSE: DPZ) from March 2010 to November 2017.

- *Director Qualifications:* As our current Chief Executive Officer, and with extensive experience as an executive with large, national retail, consumer products and restaurant companies, the Board believes Mr. Trojan has the necessary background and experience to lead the development and execution of our strategic positioning and expansion plans.

PETER ("PETE") A. BASSI has been a member of our Board of Directors since September 2004 and currently serves as our Lead Independent Director. Mr. Bassi retired in 2005 as Chairman of Yum! Restaurants International (also known as "YRI"). YRI is the International Division of Yum! Brands, Inc. ("Yum!"), which operates and franchises Taco Bell, Pizza Hut, and KFC Restaurants. Mr. Bassi led YRI from June 1997 to 2005. Prior to this assignment, he was in charge of YRI's Asian business. Yum! was created in 1997 in a spin-off from PepsiCo, Inc. Mr. Bassi joined PepsiCo in 1972 in the Pepsi-Cola Company division. During his long tenure at PepsiCo, Mr. Bassi served in various assignments at Pepsi-Cola International, Pizza Hut (U.S. and International), Frito-Lay, and Taco Bell. Mr. Bassi currently serves on the Board of Directors of publicly-held Yum China (NASDAQ: YUMC). From 2009 to 2019, Mr. Bassi served on the Board of Directors of publicly-held Potbelly Sandwich Works (NASDAQ: PBPB) and from 2015 to 2018, Mr. Bassi served on the Board of Directors of Mekong Capital, a Vietnamese private equity firm. From 2002 to 2009, Mr. Bassi also served on the Board of Directors of publicly-held The Pep Boys – Manny, Moe & Jack (NYSE: PBY) and from 2013 to 2015, he served on the Board of Directors of publicly-held AmRest Holdings SE (WSE: EAT), which is based in Poland.

- *Director Qualifications*: As a former senior executive officer of one of the largest publicly-held restaurant companies in the United States with extensive public company directorship experience, Mr. Bassi brings uniquely-suited management experience to the Board as well as extensive marketing knowledge and expertise from his almost 40 years in the food and beverage industry. Mr. Bassi's significant financial experience also qualifies him as an audit committee financial expert under applicable rules of the SEC.

LARRY D. BOUTS has been a member of our Board of Directors since April 2004. Mr. Bouts currently serves as an investor and advisor to several early-stage companies in various industry segments, including technology, energy and consumer-oriented businesses. Previously, Mr. Bouts served as Chairman and Chief Executive Officer of Six Flags Theme Parks while a private company. Prior to that, he led the launch of the Toys "R" Us international expansion throughout Canada, Australia, Europe, and Asia as President of the International Division, successfully developing a profitable multi-billion dollar offshore retail brand in over 25 countries. Mr. Bouts spent 13 years at PepsiCo, Inc. where he held various planning and finance positions, including Chief Financial Officer of two of PepsiCo's operating divisions.

- *Director Qualifications*: Mr. Bouts has extensive management and financial experience as a former senior executive of large consumer-discretionary segment companies, including Six Flags Theme Parks and the International Division of Toys "R" Us. Mr. Bouts also has significant financial experience which qualifies him as an audit committee financial expert under applicable rules of the SEC.

JAMES ("JIM") A. DAL POZZO has been a member of our Board of Directors since January 2001. Since January 2013, Mr. Dal Pozzo has served as Chairman of the Board of The Jacmar Companies. Mr. Dal Pozzo also served as Chief Executive Officer of the The Jacmar Companies from January 2013 to December 2017, and as the President of The Jacmar Companies from 1993 to January 2013, and as Chief Financial Officer and Treasurer of The Jacmar Companies from 1987 to 1992. Prior to working for The Jacmar Companies, Mr. Dal Pozzo served as the Chief Financial Officer of the Ojai Ranch and Investment Company in 1992. Mr. Dal

Pozzo is a Certified Public Accountant and was with Peat Marwick from 1981 to 1987, where he specialized in the restaurant, distribution, retail and manufacturing industries.

- *Director Qualifications*: Mr. Dal Pozzo's experience as the Chairman of the Board and former Chief Executive Officer of a holding company with interests in foodservice distribution, restaurants and real estate development provides him with extensive knowledge of the food distribution, supply chain operations and restaurant industries. Mr. Dal Pozzo also has experience in risk management in food distribution and supply chain expertise. Mr. Dal Pozzo is also a Certified Public Accountant.

NOAH A. ELBOGEN has been a member of our Board of Directors since June 2014. Mr. Elbogen currently serves as a Partner at Act III Holdings, LLC, a Boston-based investment fund. From August 2016 to June 2019, Mr. Elbogen served as Managing Member and Chief Executive Officer of Misada Capital Group LLC, a New-Jersey based investment manager. From July 2011 to July 2016, Mr. Elbogen served as an Investment Analyst at Luxor Capital Group, LP, a New York-based investment manager, where he focused primarily on the restaurant sector. Prior to joining Luxor Capital Group, Mr. Elbogen served as a Research Analyst covering the consumer sector at S.A.C. Capital Management, LLC from August 2009 to June 2011, at Highbridge Capital Management, LLC from January 2007 to January 2009, and at Scout Capital Management LLC from August 2005 to January 2007. Mr. Elbogen began his investment career as an Equity Research Associate at Bear Stearns where he covered the Specialty Retail and Hardlines sectors. Mr. Elbogen served as Director at Papa Murphy's Holdings, Inc. (NASDAQ: FRSH) between December 2017 and May 2019.

- *Director Qualifications:* Mr. Elbogen has significant investment, financial and operations experience from his 16 years as an institutional investor and research analyst, and has experience as an operator in the restaurant industry, all of which make him qualified to serve as a director.

LEA ANNE S. OTTINGER has been a member of our Board of Directors since August 2010. In 1998, Ms. Ottinger founded LMR Advisors, where she serves as a strategic business consultant supporting growth-oriented businesses primarily in the consumer/retail sector. Building upon her career in private equity (as a Vice President of Berkshire Partners, and its predecessor, Thomas H. Lee Company from 1982 to 1989), her focus is on mergers & acquisitions and monetization strategies that enhance business expansion and realization of stakeholder financial objectives. From 1990 to 1998, Ms. Ottinger was a franchise owner and operator of several of The Body Shop™ skin and hair care stores, and served as a national representative to the Franchisee Board. From 2000 to 2018, she served on the Board of Directors of Savers, Inc., the largest for-profit thrift store retailer in the world. From June 2004 until its acquisition in March 2010, she served on the Board of Directors of Bare Escentuals, Inc. (formerly NASDAQ: BARE), one of the leading cosmetic companies in the United States.

- *Director Qualifications*: Ms. Ottinger has significant investment and financial expertise from her many years as a principal in private equity and as a strategic business advisor specializing in mergers and acquisitions, all of which has benefited the Board. She has been involved in the acquisition, sale, advisory role, or operations of over 20 companies, with an emphasis on growth-oriented businesses in the consumer/retail sector. She also has prior experience as a public company director with experience in governance, Board oversight, strategic planning, and audit functions.

JANET M. SHERLOCK has been a member of our Board of Directors since January 2019. Ms. Sherlock currently serves as the Chief Information Officer of Ralph Lauren Corporation, a global leader in the marketing, design, and distribution of apparel, fragrance, accessories, and home products. From January 2010 to July 2017, Ms. Sherlock was the Chief Information Officer at Carter's, Inc., a global manufacturer and retailer of baby and children's apparel and accessories. Prior to that, Ms. Sherlock led the Digital and Omni-Channel practice at Gartner, a leading research and advisory firm, from October 2008 to December 2009. Ms. Sherlock also held various business and technology leadership roles at Calico Corners/Everfast, Inc., Guess?, Inc., BP and ExxonMobil from 1998 to 2008.

- *Director Qualifications*: Ms. Sherlock has significant management and technology experience as an executive for some of the world's best known consumer brands, including Ralph Lauren and Carter's. Her experience developing breakthrough growth strategies for these brands, coupled with her extensive technology background, is of considerable value as we continue to invest in our digital platform and technology capabilities.

PATRICK D. WALSH has been a member of our Board of Directors since June 2014. Since September 2016, Mr. Wash has served as Chief Executive Officer of Town Sports International Holdings, Inc. (NASDAQ: CLUB), an owner and operator of fitness clubs in the Northeast and Mid-Atlantic regions of the United States. Mr. Walsh has served as a director of Town Sports International Holdings, Inc. since March 2015, and served as Executive Chairman from June 2015 to August 2016. Mr. Walsh has also served as the Managing Member and Chief Executive Officer of PW Partners, LLC, the general partner of PW Partners Master Fund LP ("PW Master Fund"), and PW Partners Atlas Funds, LLC, the general partner of PW Partners Atlas Fund II LP ("Atlas Fund II") and PW Partners Atlas Fund LP ("Atlas Fund I") since August 2012. In addition, since September 2012, Mr. Walsh has served as Managing Member of PW Partners Capital Management LLC, the management company with respect to each of Atlas Fund I, Atlas Fund II and

PW Master Fund. From December 2011 to August 2012, Mr. Walsh was Managing Partner of PWK Partners, LLC, a value-oriented, private investment firm. From September 2011 to December 2011, Mr. Walsh engaged in activities relating to the formation of PWK Partners, LLC and its affiliated funds. From March 2008 to September 2011, Mr. Walsh served as partner at Oak Street Capital Management, LLC, a long-short, value-oriented, private investment management firm. From August 2004 to February 2008, Mr. Walsh was Vice President at Deutsche Bank Securities, Inc. Mr. Walsh served on the Board of Directors of Famous Dave's of America, Inc. (NASDAQ: DAVE), an owner, operator and franchisor of barbecue restaurants, from 2013 to 2019, and on the Board of Directors of Del Taco Restaurants, Inc. (NASDAQ: TACO) from 2015 to 2019. Mr. Walsh is a Chartered Financial Analyst.

- *Director Qualifications:* Mr. Walsh has an extensive background in financial analysis as well as a broad understanding of operational, financial and strategic issues facing public companies, all of which make him well qualified to serve as a member of the Board. In addition, Mr. Walsh's significant experience in the restaurant industry, as both an investor and as a director, benefits the Board.

Audit Committee Financial Experts

Our Board maintains an Audit Committee which reviews and reports to the Board on various auditing, internal control and accounting matters, including the quarterly reviews and annual audit report from our independent auditor. During fiscal 2019, the Audit Committee consisted of Messrs. Bouts, Bassi and Walsh, and Ms. Sherlock who joined the Audit Committee in January 2019. All of the members of the Audit Committee who currently serve or who served in fiscal 2019 were independent directors under applicable NASDAQ and SEC rules. In addition, the Board has determined that each of Messrs. Bouts, Bassi and Walsh qualify as an audit committee financial expert under applicable SEC rules.

Executive Officers

See Part I, Item 1 of this Form 10-K for certain information regarding the Company's executive officers and other key employees.

Delinquent Section 16(A) Reports

Section 16 of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers and persons who own more than 10% of a registered class of our equity securities to file various reports with the SEC concerning their holdings of, and transactions in, our securities. Copies of these filings must be furnished to us.

To our knowledge, based solely on a review of the copies of such forms furnished to us and written representations from our executive officers and directors, we believe all filings required to be made by our executive officers, directors and greater than 10% beneficial owners under Section 16 of the Securities Exchange Act of 1934 were made on a timely basis, except as set forth below. Based on the information provided to us by the persons or entities indicated:

- Janet M. Sherlock did not timely file a Form 3 with respect to her appointment to the Board on January 4, 2019, or a Form 4 in connection with her initial equity grant as a director on January 15, 2019. Ms. Sherlock subsequently filed the required Form 4 on January 28, 2019 and the Form 3 on March 12, 2019.

Code of Ethics and Corporate Governance

We have adopted a Code of Integrity, Ethics and Conduct that applies to, among others, our executive officers.
The following information relating to our corporate governance is available in the Corporate Governance section of our website at http://www.bjsrestaurants.com:

- Code of Integrity, Ethics and Conduct
- Corporate Governance Guidelines
- Audit Committee Charter
- Compensation Committee Charter
- Governance and Nominating Committee Charter

You may obtain copies of these materials, free of charge, by sending a written request to our Executive Vice President and General Counsel, BJ's Restaurants, Inc., 7755 Center Avenue, Suite 300, Huntington Beach, California 92647. Please specify which documents you would like to receive.

If we make any substantive amendments to the Code of Integrity, Ethics and Conduct or grant any waiver, including any implicit waiver, from a provision of the Code of Integrity, Ethics and Conduct to our Chief Executive Officer, Chief Financial Officer or Corporate Controller, we will disclose the nature of such amendment or waiver on our website or in a report on Form 8-K.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information concerning compensation for the fiscal year ended December 31, 2019, of our Chief Executive Officer, President and Chief Financial Officer, and each of our three other most highly compensated executive officers who were serving as of December 31, 2019, and whose salary and bonus compensation for the year ended December 31, 2019, was at least $100,000.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Non-Equity Incentive Plan Compensation ($)(1)	Stock Awards ($)(2)(3)	Option Awards ($)(3)	All Other Compensation ($)	Total ($)
Gregory A. Trojan	2019	850,000	—	1,000,004	499,828	47,314(4)	2,397,146
Chief Executive	2018	850,000	1,275,000	1,000,030	499,797	29,709(4)	3,654,536
Officer	2017	850,000	—	999,985	499,702	26,028(4)	2,375,715
Gregory S. Levin	2019	450,000	54,000	366,686	183,279	12,792(5)	1,066,757
President, Chief Financial	2018	425,000	342,720	333,343	166,606	12,792(5)	1,280,461
Officer and Secretary	2017	412,000	—	333,328	166,571	12,891(5)	924,790
Gregory S. Lynds	2019	375,000	45,000	150,080	74,981	9,192(6)	654,253
Executive Vice President and	2018	370,000	295,704	133,383	66,640	9,192(6)	874,919
Chief Development Officer	2017	370,000	—	133,303	66,626	9,291(6)	579,220
Kevin E. Mayer	2019	375,000	45,000	150,080	74,981	12,792 (7)	657,853
Executive Vice President and	2018	358,750	288,005	133,383	66,640	12,792 (7)	859,570
Chief Marketing Officer	2017	350,000	—	133,303	66,626	12,891(7)	562,820
Lon F. Ledwith	2019	330,000	39,600	150,080	74,981	12,792 (8)	607,453
Executive Vice President of	2018	307,500	246,861	133,383	66,640	12,792 (8)	767,176
Operations	2017	300,000	—	133,303	66,626	12,891(8)	512,820

(1) May include amounts earned in a given fiscal year but not paid until the subsequent fiscal year.

(2) The fair value of the RSUs is based on the most recent closing stock price of our Common Stock as of the date of grant.

(3) The amounts in this column do not reflect amounts paid to or realized by the named individual for the respective fiscal years. Instead, these amounts reflect the aggregate grant date fair value of awards computed in accordance with FASB Codification Topic No. 718, *Compensation-Stock Compensation*. There is no guarantee that, if and when these awards are ultimately realized, they will have this or any other value. Pursuant to the SEC rules, the amounts shown have not been reduced for estimated forfeitures related to service-based vesting conditions. For additional information on the valuation assumptions with respect to 2016 grants, refer to Note 1 of our Consolidated Financial Statements in the Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the SEC. See the Grants of Plan-Based Awards Table below for the information on options granted in 2017.

(4) The amount shown is the estimated value of perquisites and other personal benefits in fiscal 2019, 2018, and 2017, respectively, including group term life insurance ($792, $792, and $891), auto allowance ($30,025, $27,505, and

$25,137), annual physical exam ($1,497, $1,412, and $0) and life insurance premium reimbursement ($15,000, $0, and $0).

(5) The amount shown is the estimated value of perquisites and other personal benefits in fiscal 2019, 2018, and 2017, respectively, including group term life insurance ($792, $792, and $891) and auto allowance ($12,000, $12,000 and $12,000).

(6) The amount shown is the estimated value of perquisites and other personal benefits in fiscal 2019, 2018, and 2017, respectively, including group term life insurance ($792, $792 and $891) and auto allowance ($8,400, $8,400 and $8,400).

(7) The amount shown is the estimated value of perquisites and other personal benefits in fiscal 2019, 2018, and 2017, respectively, including group term life insurance ($792, $792 and $891) and auto allowance ($12,000, $12,000 and $12,000).

(8) The amount shown is the estimated value of perquisites and other personal benefits in fiscal 2019, 2018, and 2017, respectively, including group term life insurance ($792, $792, and $891) and auto allowance ($12,000, $12,000, and $12,000).

Grants of Plan-Based Awards

The following table provides certain information concerning grants of options to purchase our Common Stock and other plan-based awards made during the fiscal year ended December 31, 2019, to the persons named in the Summary Compensation Table.

Grants of Plan-Based Awards

					Stock Awards					Option Awards		
		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards (4)							
Name	Grant Date	Threshold ($)(1)	Target ($)(2)	Maximum ($)(3)	Threshold ($)	Target ($)	Maximum ($)	Number of Securities Underlying All Other Stock Awards (#)(5)	Grant Date Fair Value of Stock Awards ($)(6)(7)	Number of Securities Underlying Option Awards (#)(8)	Exercise or Base Price of Option Awards ($/Share) (9)	Grant Date Fair Value of Option Awards ($)(7)(10)
Gregory A. Trojan	1/15/2019	510,000	850,000	1,700,000	4,698	9,395	14,093	9,395	1,000,004	31,804	53.22	499,828
Gregory S. Levin	1/15/2019	113,400	270,000	459,000	1,723	3,445	5,168	3,445	366,686	11,662	53.22	183,279
Gregory S. Lynds	1/15/2019	94,500	225,000	382,500	705	1,410	2,115	1,410	150,080	4,771	53.22	74,981
Kevin E. Mayer	1/15/2019	94,500	225,000	382,500	705	1,410	2,115	1,410	150,080	4,771	53.22	74,981
Lon F. Ledwith	1/15/2019	83,160	198,000	336,500	705	1,410	2,115	1,410	150,080	4,771	53.22	74,981

(1) The threshold bonus amounts assume achievement of 80% of the Company's Consolidated Income from Operations target (or a 60% payout for this component) and none of the individual performance objectives.

(2) Target Bonus amounts assume achievement of 100% of the Company's Consolidated Income from Operations target and 100% of the individual performance objectives. Target awards are a percentage of base salary for fiscal 2019, as follows: 100% for Mr. Trojan and 60% for each of the other Named Executive Officers.

(3) Maximum Bonus amounts assume achievement of 120% or more of the Company's Consolidated Income from Operations target and 100% of individual performance objectives, except for Mr. Trojan whose bonus is solely based on the Company's performance. For actual amounts paid under the Performance Incentive Plan for fiscal 2019, see the column entitled "Non-Equity Incentive Plan Compensation" in the "Summary Compensation Table" included in this Amendment No. 1 to Form 10-K.

(4) These columns show the number of performance-based stock ("PSUs") awards, subject to performance achievements, granted in fiscal 2019 to the named executive officers. The criteria is based on the Company's three year average same restaurant comparable sales growth performance compared to an industry benchmark for fiscal years 2019, 2020 and 2021. Executives are eligible to earn from 50% to 150% of the award target based on performance against benchmark, and the award is forfeited if the Company does not achieve its threshold goal.

(5) This column shows the number of restricted stock ("RSUs") awards granted in fiscal 2019 to the named executive officers. All of such RSUs vest in three equal annual installments.

(6) The fair value of the PSUs and RSUs is based on the most recent closing stock price of our Common Stock as of the date of grant.

(7) The amounts in this column do not reflect amounts paid to or realized by the named individual for fiscal 2019. Instead, these amounts reflect the aggregate grant date fair value of awards computed in accordance with FASB Codification Topic No. 718, *Compensation-Stock Compensation*. There is no guarantee that, if and when these awards are realized, they will have this or any other value.

(8) This column shows the number of stock options granted in fiscal 2019 to the named executive officers. All of such options vest in three equal annual installments and expire ten years from the date of grant.

(9) This column reflects stock option grants which have an exercise price per share equal to the most recent closing stock price of our Common Stock as of the date of grant.

(10) The fair value of options granted was estimated at the date of grant using a Black-Scholes option pricing model.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning equity awards for each Named Executive Officer that remained outstanding as of December 31, 2019.

Outstanding Equity Awards on December 31, 2019

		Stock Awards				Option Awards				
		RSU		PSU						
Name	Grant Date	Number of Shares or Awards of Stock That Have Not Vested (#)(1)	Market Value of Shares or Awards of Stock That Have Not Vested ($)(2)	Number of Shares or Awards of Stock That Have Not Vested (#)(3)	Market Value of Shares or Awards of Stock That Have Not Vested ($)(4)	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
Gregory A. Trojan	02/25/15	944	35,674	—	—	01/15/14	3,281	—	29.88	01/15/24
	01/15/17	4,636	175,194	13,908	525,583	01/15/15	6,204	6,204[5]	47.04	01/15/25
	01/15/18	8,842	334,139	13,263	501,209	03/02/15	1,288	1,288[6]	52.98	03/02/25
	01/15/19	9,395	355,037	9,395	355,037	01/15/16	11,616	—	42.41	01/15/26
	—	—	—	—	—	01/15/17	13,841	13,845[7]	35.95	01/15/27
	—	—	—	—	—	01/15/18	15,501	31,006[8]	37.70	01/15/28
	—	—	—	—	—	01/15/19	—	31,804[9]	53.22	01/15/29
Gregory S. Levin	02/25/15	504	19,046	—	—	01/15/14	2,343	—	29.88	01/15/24
	01/15/17	1,545	58,386	4,636	175,194	01/15/15	13,234	3,309[5]	47.04	01/15/25
	01/15/18	2,947	111,367	4,421	167,070	03/02/15	3,334	834[6]	52.98	03/02/25
	01/15/19	3,445	130,187	3,445	130,187	01/15/16	9,292	—	42.41	01/15/26
	—	—	—	—	—	01/15/17	9,228	4,615[7]	35.95	01/15/27
	—	—	—	—	—	01/15/18	5,168	10,335[8]	37.70	01/15/28
	—	—	—	—	—	01/15/19	—	11,662[9]	53.22	01/15/29

		Stock Awards				Option Awards				
		RSU		PSU						
Name	Grant Date	Number of Shares or Awards of Stock That Have Not Vested (#)(1)	Market Value of Shares or Awards of Stock That Have Not Vested ($)(2)	Number of Shares or Awards of Stock That Have Not Vested (#)(3)	Market Value of Shares or Awards of Stock That Have Not Vested ($)(4)	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
Gregory S. Lynds	02/25/15	315	11,904	—	—	01/02/13	7,695	—	33.65	01/02/23
	01/15/17	618	23,354	1,854	70,063	01/15/14	11,715	—	29.88	01/15/24
	01/15/18	1,179	44,554	1,769	66,851	01/15/15	8,272	2,068[5]	47.04	01/15/25
	01/15/19	1,410	53,284	1,410	53,284	01/15/16	4,065	—	42.41	01/15/26
	—	—	—	—	—	01/15/17	3,691	1,846[7]	35.95	01/15/27
	—	—	—	—	—	01/15/18	2,067	4,134[8]	37.70	01/15/28
	—	—	—	—	—	01/15/19	—	4,771[9]	53.22	01/15/29
Kevin E. Mayer	01/15/17	618	23,354	1,854	70,063	07/30/14	2,538	—	34.24	07/30/24
	01/15/18	1,179	44,554	1,769	66,851	01/15/16	2,322	—	42.41	01/15/26
	01/15/19	1,410	53,284	1,410	53,284	01/15/17	1,845	1,846[7]	35.95	01/15/27
						01/15/18	2,067	4,134[8]	37.70	01/15/28
						01/15/19	—	4,771[9]	53.22	01/15/29
Lon F. Ledwith	02/25/15	126	4,762	—	—	01/15/14	656	—	29.88	01/15/24
	01/15/17	618	23,354	1,854	70,063	01/15/15	3,308	828[5]	47.04	01/15/25
	01/15/18	1,179	44,554	1,769	66,851	01/15/16	4,646	—	42.41	01/15/26
	01/15/19	1,410	53,284	1,410	53,284	01/15/17	3,691	1,846[7]	35.95	01/15/27
	—	—	—	—	—	01/15/18	2,067	4,134[8]	37.70	01/15/28
	—	—	—	—	—	01/15/19	—	4,771[9]	53.22	01/15/29

(1) All RSUs granted prior to January 15, 2016 vest in five equal annual installments and all RSUs granted since January 15, 2016 vest in three equal installments.

(2) The fair value of the RSUs is based on the closing stock price of our Common Stock on December 31, 2019.

(3) PSUs cliff vest at the end of three years if all criteria have been met, in an amount consistent with the achievement of the performance criteria; otherwise, they are cancelled in whole or part, depending on the achievement of the performance or criteria.

(4) The fair value of the PSUs is based on the closing stock price of our Common Stock on December 31, 2019.

(5) The unexercisable options vest in five annual installments commencing January 15, 2016.

(6) The unexercisable options vest in five annual installments commencing March 2, 2016.

(7) The unexercisable options vest in three annual installments commencing January 15, 2018.

(8) The unexercisable options vest in three annual installments commencing January 15, 2019.

(9) The unexercisable options vest in three annual installments commencing January 15, 2020.

Option Exercises and Stock Vested During Last Fiscal Year

The following table sets forth information concerning each exercise of stock options and vesting of stock awards during fiscal 2019 for each of the named executive officers on an aggregated basis:

	Stock Awards		Option Awards	
Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(1)	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)
Gregory A. Trojan	25,425	1,301,073	—	—
Gregory S. Levin	7,635	391,573	—	—
Gregory S. Lynds	3,320	169,735	—	—
Kevin E. Mayer	3,627	177,656	—	—
Lon F. Ledwith	3,390	173,478	—	—

(1) Value includes accrued dividends released and realized.

Potential Payments upon Termination or Change in Control

Effective January 1, 2018, the Board (at the recommendation of the Compensation Committee) approved the following severance arrangements for its then current executive officers:

Summary of Severance for Executive Officers

Title	Severance	Benefits
President, CFO and Executive Vice Presidents	12 months annual base salary	12 months of COBRA benefit payments (if not covered by another plan)
Senior Vice Presidents	6 months annual base salary plus an additional month of base salary for each full year of service (up to a maximum of 6 additional months)	COBRA benefit payments for the severance period (if not covered by another plan)

Receipt of the above severance payments is contingent upon the executive's execution of a release of claims. No severance payments or benefits described above shall be payable in the event of a resignation or voluntary separation from employment for any reason or in the event of termination with cause.

The severance payable to Gregory A. Trojan, the Company's Chief Executive Officer, is governed by the terms of Mr. Trojan's existing employment agreement with the Company described elsewhere herein.

The following table describes the potential payments upon termination without cause or, after a change in control, termination without cause or termination for good reason for each named executive officer:

Termination Without Cause or Termination for Good Reason (including Termination following a Change in Control)

Name	Cash Payment ($)(1)	Acceleration of Vesting of Awards ($)(3)	Benefits and Perquisites ($)(4)
Gregory A. Trojan	2,252,500(2)	2,310,139	18,347
Gregory S. Levin	450,000	800,858	12,884
Gregory S. Lynds	375,000	327,062	12,884
Kevin E. Mayer	375,000	315,158	12,884
Lon F. Ledwith	330,000	319,920	9,173

(1) Assumes termination payments as of December 31, 2019, for each executive for termination without cause or for good reason.

(2) Mr. Trojan will receive $2,890,000 if termination follows a change of control.

(3) Calculated based on a termination date of December 31, 2019, and the fair market value of our Common Stock as of the close on the last trading day of our fiscal year. Acceleration of vesting occurs only if termination without cause or by the Named Executive Officer for good reason occurs within one year following a change of control (as such terms are defined in our Equity Incentive Plan).

(4) Reflects the continuation of health benefits following the termination of employment for the period specified above.

Non-Qualified Deferred Compensation

Selected key executives and certain other highly compensated employees, including our named executive officers, are eligible to participate in a deferred compensation plan. Under this plan, a participant may elect to defer annually the receipt of up to 50% of base salary and up to 100% of other approved compensation and thereby delay taxation of these deferred amounts until actual payment of the deferred amount in future years. At the participant's election, payments can be deferred until a specific date at least one year after the year of deferral or until termination of employment (subject to earlier payment in the event of a change of control) and can be paid in a lump sum or in up to ten annual installments. Separate deferral elections can be made for each year, and in limited circumstances, existing payment elections may be changed. The amounts deferred are credited to accounts that mirror the gains and/or losses of several different publicly-available investment funds, based on the participant's election. The rate of return for each participant varies depending on the specific investment elections made by the participant. In 2019, the investment funds available to participants provided rates of return ranging from 1.8% to 35.2%.

We are not required to make any contributions to this plan and have unrestricted use of any amounts deferred by participants. Although we have established a "Rabbi Trust" to invest funds equal in amount to compensation that has been deferred, the deferred compensation plan is an unfunded, nonqualified plan, for which the benefits are to be paid out of our general assets and subject to forfeiture in the event of bankruptcy or liquidation. The plan is subject to the requirements of Section 409A of the Internal Revenue Code, and if a participant is considered a "specified employee" on his or her separation date, Section 409A requires the delay of payments for six months after such date.

The following table shows contributions and earnings during fiscal 2019 and the account balances as of December 31, 2019 (the last business day of 2019), for our named executive officers under the deferred compensation plan.

Non-Qualified Deferred Compensation Table

Name	Executive Contributions ($)(1)	Company Contributions ($)	Aggregate Earnings/ (Loss) ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Year-End ($)
Gregory A. Trojan	1,315,788	—	197,796	—	3,323,139
Gregory S. Levin	117,113	—	76,812	(27,872)	532,384
Gregory S. Lynds	—	—	—	—	—
Kevin E. Mayer	60,448	—	29,146	—	189,362
Lon F. Ledwith	156,344	—	138,963	—	839,777

(1) These amounts represent the executive's contributions during fiscal 2019, and are included in the "Salary" column in the Summary Compensation Table for fiscal 2019.

Pay Ratio Disclosure

Under Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, the Company is required to provide the ratio of the annual total compensation of Mr. Trojan, who served as our Chief Executive Officer for all of fiscal 2019, to the annual total compensation of our median employee. This pay ratio is a reasonable estimate calculated in accordance with applicable SEC rules based on our payroll and employment records and the methodology described below.

The overwhelming majority of our employee population consists of hourly part-time restaurant employees. To identify the median employee, we used 2017 gross wages for full-time and part-time individuals who were employed by us on December 31, 2017, other than Mr. Trojan. We did not make any assumptions, adjustments, or estimates with respect to total cash compensation. We did, however, annualize the compensation for employees who were not employed by us for all of fiscal 2017 by taking an employee's compensation for the number of days they were employed and annualizing such amount for the full year. Our median employee for 2017 was identified as a line cook. As permitted by pay ratio disclosure regulations, another employee, with substantially similar compensation as the median employee identified in 2017, was referenced as our median employee for 2019.

Our median employee worked an average of 36 hours per week in 2019. We calculated annual total compensation for such employee using the same methodology we use for our named executive officers as set forth in the Summary Compensation Table for fiscal 2019.

Based on the foregoing, our estimated ratio of Mr. Trojan's annual total compensation to our median employee's annual total compensation for fiscal 2019 is as follows:

Median employee annual total compensation	$25,492
Mr. Trojan annual total compensation	$2,397,146
Ratio	94:1

As noted in our 2019 Proxy Statement and as also reflected in the "Summary Compensation Table" above, Mr. Trojan's 2018 compensation included an annual cash bonus under the 2018 PIP. Consequently, Mr. Trojan's annual total compensation for 2019 is lower than it was for 2018, and thus the pay ratio for 2019 is lower than reported for 2018 (177:1). The methodologies used by public companies to determine an estimate of their pay ratio will vary and, because of the large number of hourly part-time personnel employed by restaurant companies, the pay ratios in the restaurant industry will generally be higher than is the case with other industries that do not rely on part-time or hourly employees. As a result, the estimated ratio reported above should not be used as a basis for comparison between companies.

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide key information and details on how we pay our executive officers. In this discussion, we will focus on the executive compensation programs for our Chief Executive Officer and the other named executive officers included in the "Summary Compensation Table" above. As a group, these executive officers are referred to as our "named executive officers." Our named executive officers for fiscal 2019 were:

Name	Position
Gregory A. Trojan	Director, Chief Executive Officer
Gregory S. Levin	President, Chief Financial Officer and Secretary
Gregory S. Lynds	Executive Vice President and Chief Development Officer
Kevin E. Mayer	Executive Vice President and Chief Marketing Officer
Lon F. Ledwith	Executive Vice President, Operations

Overview of Compensation Philosophy and Program

The Compensation Committee's philosophy is that executive compensation should be closely aligned with our performance on both a short and a long-term basis to ensure that the interests of executive officers continue to be properly aligned with long-term shareholder interests. In addition, compensation should be designed to assist us in attracting and retaining management personnel who are critical to our long-term success. To that end, the Compensation Committee's philosophy is that executive compensation should be comprised of three principal components:

- annual base salary;
- performance-based annual cash incentive payments, which are dependent on our annual consolidated financial performance and, for officer-level executives other than the Chief Executive Officer, specific individual performance goals; and
- long-term incentive compensation in the form of stock options, RSUs, PSUs or other equity-based awards that are designed to align executive officers' interests with those of shareholders by rewarding outstanding performance.

The Compensation Committee considers a variety of factors when making compensation decisions and establishing the total compensation that it targets and pays for executive officers each year. Among these factors are:

- overall corporate performance;
- individual performance and contribution of the executive to the overall corporate performance, primarily based on the input of the Chief Executive Officer;
- equity-based compensation awarded in prior years;
- appropriate blend of short-term and long-term cash and equity compensation;
- competitive factors in the market including total compensation paid to our executives compared to amounts paid to executives in similar positions at similarly-sized companies, and relative to peers within the company, both for the prior year and over a multi-year period;
- broad trends in executive compensation within the restaurant industry;
- recommendations of third party compensation consultants retained by the Compensation Committee; and
- the recommendations of our Chief Executive Officer (for named executive officers other than himself).

Role of the Compensation Committee

The Compensation Committee of the Board has the responsibility for establishing, implementing and continually monitoring adherence to our compensation philosophy. The goal of the Compensation Committee is to ensure that the total compensation paid to our executive officers is fair, reasonable, competitive, and properly structured to align management's interests with those of our shareholders. The Compensation Committee reviews the performance of our officers and other key employees and reports to the

Board of Directors. In such capacity, the Compensation Committee administers our executive compensation plans, reviews our general compensation and benefit programs and policies, and monitors the performance and compensation of executive officers and other key employees. The Compensation Committee also makes recommendations regarding annual cash incentives under our Performance Incentive Plan and equity awards to executive officers and other employees pursuant to our equity compensation plans, including our Equity Incentive Plan, as amended.

The Compensation Committee's charter establishes the various responsibilities of the Compensation Committee including those described above. The Compensation Committee periodically reviews and revises the charter. In addition, the Compensation Committee has the authority to retain and terminate independent, third party compensation consultants, to obtain advice and assistance from internal and external legal, accounting and other advisors, and to review study findings independent of management. The Chairperson of the Compensation Committee reports the Compensation Committee's actions and recommendations to the Board of Directors following each Compensation Committee meeting.

Four independent directors, Peter A. Bassi, Noah A. Elbogen, Lea Anne S. Ottinger, and Patrick D. Walsh, currently serve on the Compensation Committee. Ms. Ottinger serves as the Chairperson of the Compensation Committee. The Board has determined that each current member of the Compensation Committee and each member who served in 2019 is an independent director under applicable NASDAQ rules, a non-employee director as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and an outside director as defined under Section 162(m) of the Internal Revenue Code ("Code").

Role of Executive Officers in Compensation Decisions

The Compensation Committee makes all final determinations regarding the compensation of all executive officers, including base salaries and cash-based and equity-based incentive compensation programs. The Compensation Committee and the Chief Executive Officer annually review the performance of all other executive officers. This annual review is based on the individual performance objectives established annually for each executive officer as well as the Chief Executive Officer's evaluation of the overall leadership and effectiveness of each executive officer. All recommendations and conclusions made by the Chief Executive Officer based on his annual review, including proposed base salary adjustments, annual cash incentive awards under our Performance Incentive Plan and annual equity awards, are presented to the Compensation Committee which, in turn, exercises its independent discretion to approve, disapprove or modify any recommended compensation adjustments or awards. The Compensation Committee annually reviews the performance and compensation of the Chief Executive Officer.

Consideration of Say-on-Pay Advisory Vote

We provide our shareholders with the opportunity to cast an annual non-binding advisory vote on executive compensation (commonly referred to as "say-on-pay"). At our Annual Meeting of Shareholders held in June 2019, 88% of the votes cast on the "say-on-pay" proposal at that meeting were voted in favor of the proposal. The Compensation Committee believes this advisory vote affirmed shareholder support of its approach to executive compensation and, therefore, did not fundamentally change its approach in fiscal 2019 or in establishing executive compensation for 2020. However, even with this high level of support, we continue to consider and, where appropriate, implement additional changes in our executive compensation plans in an effort to further enhance the effectiveness of such plans and the competitiveness of our pay relative to our peers, and to continue to align compensation with the interests of our shareholders. The Compensation Committee will continue to consider the outcome of our annual shareholder non-binding advisory "say-on-pay" votes when making future compensation decisions for named executive officers.

Compensation Practices and Risk

The Compensation Committee carefully reviewed our executive compensation policies and practices. The Compensation Committee determined that the executive compensation policies and practices do not encourage our executives to take, or reward our executives for taking, inappropriate or excessive risks or create risks that are reasonably likely to have a material adverse effect on us. We believe the following principles and practices of our executive compensation programs support our overall compensation philosophy and work to reduce the possibility of our executive officers, either individually or as a group, making excessively risky business decisions that could maximize short-term results at the expense of long-term value:

- a significant portion of the annual cash incentive bonuses is based on broad operational business results rather than individual performance criteria or narrow financial metrics that may not correspond to overall Company results;

- the ultimate economic value provided by our long-term incentive plan is based primarily on the performance of our stock and, with respect to a portion of the equity-based awards, on performance of the Company against established operational financial results over a three-year period;

- our cash and long-term equity incentive programs are capped, which limits any disproportionate increases in payouts in order to minimize excessive risk taking by our executive officers;

- recommendations for changes to our executive compensation programs are made only after a collaborative process involving our finance, tax, legal and human resources employees and advisors, as well as input from our Compensation Consultant, in order to ensure diversity of thought and overall consensus;

- we maintain the competitiveness of our compensation by comparing our compensation plans with those of comparable peer companies and by annually monitoring and, with the assistance of third party compensation consultants, evaluating our plans against broader executive compensation trends and survey data;

- executive officers are provided only limited perquisites and are not provided with tax gross-ups with respect to such perquisites;

- we cannot, without shareholder approval, "reprice" stock options by reducing the exercise price of such stock option, exchanging such stock option for a new award with a lower exercise price, or exchanging such stock option for cash;

- we do not provide "single trigger" change in control benefits, except with respect to equity awards which are not retained or replaced with substitute awards following a change in control;

- we have stock ownership guidelines that require our Chief Executive Officer to own shares of our common stock (as determined under the guidelines) with a market value equal to three times base salary and other executive officers to own shares of our common stock with a market value equal to 1.5 times annual base salary;

- equity grants are made on a consistent schedule and are not made in anticipation of significant developments that may impact the price of our common shares; and

- none of our named executive officers are entitled to guaranteed annual bonuses.

Compensation Consultants

In accordance with the authority granted to the Compensation Committee under its charter, the Committee engaged Willis Towers Watson as our independent outside Compensation Consultants to advise the Compensation Committee regarding matters related to executive compensation benchmarking, design of certain aspects of the executive compensation program and trends and regulations pertaining to executive compensation.

Willis Towers Watson assisted the Compensation Committee in identifying relevant segments of the U.S. executive talent market and evaluating overall and specific executive officer compensation levels, mix of compensation components and competitive stock granting practices. However, the consultants did not make specific monetary recommendations with respect to individual executive officers.

All of the fees paid to Willis Towers Watson during fiscal 2019 were in connection with their work on executive and non-employee director compensation matters on behalf of the Compensation Committee. They were retained pursuant to an engagement letter and the Compensation Committee has determined that their services do not give rise to any conflict of interest and considers the firm to have sufficient independence from us and our executive officers to allow its consultants to offer objective advice.

Determining Executive Compensation

We have structured our annual and long-term incentive-based cash and non-cash executive compensation programs to motivate our executives to achieve our business goals and reward them for achieving these goals. The Compensation Committee reviews relevant market data when making compensation decisions regarding the executive officers. The Compensation Committee generally makes its annual executive compensation decisions at its meeting held in the fourth quarter of each year. Additionally, the Compensation Committee meets after our annual financial results have been audited by our independent auditor to finalize the most recently completed fiscal year's annual incentive calculations for executives and other applicable employees.

In determining executive compensation, the Compensation Committee reviews base pay, annual cash incentive payments and equity awards for the current year and on a cumulative basis. The Compensation Committee also receives information regarding the performance of each executive based upon predetermined individual objectives and other attributes. Additionally, the Compensation Committee periodically obtains input from its advisors and compares executive compensation levels and practices for executives holding comparable positions at similarly sized companies to aid the Compensation Committee in setting compensation at competitive levels.

Generally, the Compensation Committee's philosophy is to target base pay, target total cash compensation and target total direct compensation (base pay, annual cash incentive bonus and equity incentive awards) at approximately the 50th percentile of the relevant market. The Compensation Committee believes that targeting total direct compensation at approximately the 50th percentile enables us to remain competitive in attracting and retaining executive talent. However, the Compensation Committee does not use formulas or specifically set the compensation for our executives based solely on this industry data or based on a specific percentile of this industry data. Instead, the Compensation Committee uses this information and the executive's level of responsibility and experience, as well as the executive's success in achieving business objectives and overall leadership qualities, in determining the executive's compensation. The Compensation Committee believes that this approach allows it to take into consideration the executive's overall contribution to our growth and profitability in determining executive compensation rather than relying solely on specific peer group targets.

The Compensation Committee engaged Willis Towers Watson, which has significant expertise in compensation analysis and evaluation, to help evaluate the competitiveness of executive compensation levels in connection with establishing our 2019 executive compensation. For purposes of benchmarking annual cash- and stock-based compensation levels, market compensation information reflected our Company's markets for executive talent, in order of relevance as follows:

- *Chain restaurant industry:* primary market data source was the Aon Hewitt 2018 Chain Restaurant Total Rewards Association (CRTRA) Compensation Survey;

- *Retail industry:* market data source was the Willis Towers Watson 2018 Compensation Data Bank (CDB) Retail/Wholesale Executive Compensation Survey Report – U.S.; and

- *General industry:* market data source was the Willis Towers Watson 2018 CDB General Industry Executive Compensation Survey Report – U.S.

As a secondary source of market data for certain Named Executive Officer positions, publicly-disclosed compensation information of the following then-publicly held chain restaurant industry peer companies was referenced:

Brinker International, Inc.
The Cheesecake Factory Incorporated
Dave & Buster's Entertainment, Inc.
Del Frisco's Restaurant Group, Inc.
Del Taco Restaurants, Inc.
Dine Brands Global, Inc.
Domino's Pizza, Inc.
El Pollo Loco Holdings, Inc.
Fiesta Restaurant Group, Inc.
The Habit Restaurant, Inc.
Jack in the Box, Inc.
Papa John's International, Inc.
Red Robin Gourmet Burgers, Inc.
Ruth's Hospitality Group
Texas Roadhouse, Inc.

The Compensation Committee believes that the above peer group of comparable companies represented an appropriate cross-section of companies for fiscal 2019 with which we compete for talent or which are similar to us in size, market capitalization, growth rate and industry. Since our management team and the institutional investment community generally assess our performance by reference to other companies in our industry, the Compensation Committee believes that setting compensation by reference to that group allows for proper consideration for management retention, as well as meaningful comparisons of our actual performance against our peers and, therefore, enables the Compensation Committee to appropriately structure compensation programs for our executive officers in a manner that recognizes and rewards excellent operating performance as well as the creation of shareholder value. A significant percentage of total compensation is allocated to incentive compensation as a result of the philosophy discussed above. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. The Compensation Committee gathers and reviews data from its independent Compensation Consultants as well as relevant information from industry sources, SEC filings and other publicly-available sources to determine the appropriate level and mix of incentive compensation. Income from such incentive compensation is realized as a result of our performance or the individual's performance, depending on the type of award, compared to established goals.

Based on the compensation study prepared by Willis Towers Watson in the fourth quarter of 2018, the Compensation Committee approved 2019 target annual cash compensation (base salary and target annual incentive compensation) and target total direct compensation (target annual cash compensation and long-term incentive compensation) for the Named Executive Officers to be at or around the 50th percentile range of the market.

Elements of Executive Compensation

Base Salary. Base salaries for executive officers are generally reviewed on an annual basis and at the time of promotion or other change in responsibilities. Increases in base salary are determined using both objective and subjective factors, such as the level of responsibility, individual performance, level of pay, both of the executive and other similarly situated executives, and the other similar companies' base salary levels. In order to assure that our base salaries remained in line with comparable industry and market base salaries and based on input from our Compensation Consultants, we granted base salary increases, averaging 4.8%, to our named executive officers other than our CEO (who did not receive a base salary increase) for 2019.

Annual Cash Incentive. Each executive officer participates in our annual PIP. In 2011 and again in 2016, our shareholders voted to approve the material terms of the PIP. Under the PIP, the annual incentive opportunity is generally determined based on a percentage of each officer's base salary. The Compensation Committee approves and recommends to the Board of Directors the objective performance measure or measures, bonus target percentages and all other terms and conditions of awards for each performance period (generally each fiscal year) under the PIP. For fiscal 2019, the principal objective performance measure used by the Compensation Committee for the purposes of the PIP was our Consolidated Income from Operations for the fiscal year, as reflected on our Consolidated Statements of Income. The Compensation Committee believes that this metric encourages focus on the profitability of our Company's operations, as a key driver of shareholder value creation, and is also largely within management's ability to influence and control.

Under the fiscal 2019 PIP, 70% of the executives' incentive opportunity (other than for the Chief Executive Officer) was based on the degree of achievement of our Consolidated Income from Operations target. The remaining 30% of the incentive opportunity was based on each executive's achievement of certain agreed-upon individual performance objectives, except for Mr. Trojan, whose entire fiscal 2019 incentive bonus opportunity was based on our Consolidated Income from Operations amount, because he is deemed responsible and accountable for our overall financial performance. For example, if the executive's base salary was $350,000 and his/her total incentive opportunity was 60% of base salary (or $210,000), then 70% of the $210,000 total incentive opportunity (or $147,000) would be driven by the degree of achievement of the Consolidated Income from Operations target, and 30% of the $210,000 total incentive opportunity (or $63,000) would be driven by the degree of achievement of individual performance objectives. The specific incentives awarded for the individual performance objectives established for each executive officer take into account the degree that each officer completed his or her agreed-upon key initiatives for the year, as well as each officer's overall leadership and effectiveness in doing so.

For the 70% of our fiscal 2019 PIP that was tied to Consolidated Income from Operations, the PIP provided for a sliding scale of the targeted Consolidated Income from Operations necessary to achieve some portion of the annual incentive opportunity:

- the 2019 PIP required a minimum threshold level of 80% of Consolidated Income from Operations for a payout of 60%, and

- the 2019 PIP provided for a maximum targeted Consolidated Income from Operations percentage at 120% for a payout of 200%, to discourage any actions or decisions that might benefit short-term performance to the detriment of our longer-term competitiveness.

For the remaining 30% of our Fiscal 2019 PIP incentive opportunity to be earned, the Company must meet the minimum threshold level of 80% of Consolidated Income from Operations.

Fiscal 2019 Consolidated Income From Operations Target vs. Actual Achievement/Payout
(Dollars in thousands)

	Threshold	**Target**	**Maximum**	**Actual**
Consolidated Income from Operations (1)	$66,615	$83,269	$99,923	$58,256
Percentage Achieved	80%	100%	120%	70%
Payout Percentage Per Plan Formula	60%	100%	200%	0%(2)

(1) Adjusted for bonuses and non-recurring expenses.

(2) Based on the percentage of Consolidated Income from Operations achieved, no payout was required. However, see "Fiscal 2019 Annual Incentive Bonus Plan: Actual Payout vs. Target Bonus" below.

We believe individual goals for certain executives are appropriate primarily to drive performance against key corporate initiatives. These corporate initiatives are determined annually in conjunction with our business plan and are presented to the Compensation Committee and Board of Directors at our annual strategic planning meeting. For fiscal 2019, we had five categories of key objectives in which individual performance goals were established. These five key initiatives were as follows:

- People First;
- Building Sales and Awareness;
- Food & Beer Quality and Differentiation;
- Improving our Margins and Operating Cost Structure; and
- Improving our Development Strategy and Return on New Restaurant Investment.

In February 2020, the Compensation Committee, with input from the Chief Executive Officer, reviewed the Company's performance in relation to the Consolidated Income from Operations goals and the individual performance in relation to the 2019 individual performance goals of the respective executive officers. In 2019, our Consolidated Income from Operations, as adjusted for bonuses and non-recurring expenses that were deemed excludable under the PIP, was approximately $58.3 million or approximately 70% of the $83.3 million target. While such results would normally not result in any incentive award payout under the 2019 PIP, in light of what was a very competitive labor market at the time and in recognition of the consistent effort and diligence of the management team in improving offerings and guest traffic and the executive's achievement of certain agreed-upon individual performance objectives, the Committee and the Company's Board approved a special payout of 20% of the target bonus for PIP participants other than the Chief Executive Officer. The table below shows the fiscal 2019 target annual incentive bonus for each Named Executive Officer under the PIP as compared to the actual fiscal 2019 bonus payout.

Fiscal 2019 Annual Incentive Bonus Plan: Actual Payout vs. Target Bonus

Name	Target Bonus (as a % of Base Pay)	Actual Bonus (as a % of Base Pay)	Actual Bonus (as a % of Target Bonus)
Gregory A. Trojan	100%	—%	—%
Gregory S. Levin	60%	12%	20%
Gregory S. Lynds	60%	12%	20%
Kevin E. Mayer	60%	12%	20%
Lon F. Ledwith	60%	12%	20%

Long-Term Equity Compensation: Stock Options, RSUs and PSUs. We design our long-term incentive compensation to drive long-term performance, to align the interests of our executives with those of our shareholders, and to retain executives through long-term vesting and wealth accumulation. In fiscal 2019, long-term incentive compensation took the form of awards of stock options, RSUs and PSUs. Award amounts for executive officers were based on external market and internal pay and performance considerations and based on a targeted economic value as determined by the Compensation Committee.

In the past, the Compensation Committee has varied the portion of long-term equity compensation awards made in the form of stock options, RSUs and PSUs. As such, the current allocation may change in the future or may change for specific circumstances involving a given executive. In 2019, long-term equity awards were generally allocated one-third to each of stock options, RSUs, and PSUs.

The amount of annual equity awards granted to executive officers is based on a target economic value, which is generally set at the 50th percentile of market data for comparable positions (where such information is available). However, as discussed above, in specific cases we set the target economic value of the equity award higher or lower than the median where appropriate, based on factors such as our prior year performance, individual executive performance and retention considerations.

Additionally, all of our restaurant general managers, executive kitchen managers, directors of kitchen operations, directors of operations, area vice presidents and certain brewing operations positions and selected high-performing Restaurant Support Center team members are eligible to receive equity awards in accordance with our Equity Incentive Plan. The grant of equity awards to our restaurant and brewing field operations teams is designed to increase employee retention and to promote long-term wealth building based on ownership of our equity.

Stock Options. Stock options provide executives with the opportunity to purchase shares of our Company's Common Stock at a price that is equal to our Company's stock price on the date of grant. Accordingly, stock options are shareholder-aligned and performance-based, because executives realize increasing value only as the Company's stock price increases, and executives realize zero value if our Company's stock price does not increase above the grant-date stock price. In determining the size of annual stock option grants to executive officers, the Compensation Committee bases its determinations on such considerations as the value of total direct compensation for comparable positions in the market data; company and individual performance against the strategic plan for the prior fiscal year; the number and value of stock options previously granted to the executive officer; the allocation of overall share awards attributed to executive officers, and the relative proportion of long-term incentives within the total compensation mix.

All stock options granted by us during fiscal 2019 were granted as non-qualified stock options with an exercise price equal to the most recent closing price of our Common Stock as of the date of grant. Accordingly, stock options will have value only if the market price of our Common Stock increases after that date. Stock options granted to our executive officers in 2019 vest in three equal annual installments. Because employees will only realize value from their options if our stock price increases over the exercise price, the vesting schedule is designed to provide our employees with an incentive to work toward increasing the long-term value of our Common Stock.

RSUs. RSUs differ from stock options in that the primary purpose of RSUs is to provide a component of equity-based compensation that has a measurable value to recipients immediately upon their vesting, which we believe helps with overall retention. Such awards, when vested, are generally paid in shares and thereby have little or no out-of-pocket cost to the recipients, other than related income tax obligations which can be significant based on the number of vesting RSUs and the fair market value of our share price at the time of vesting. RSUs granted to our executive officers for 2019 vest in three equal annual installments.

The Compensation Committee believes that RSU awards may also be effective in attracting, motivating and retaining high-quality management talent for all levels of our organization. All of our restaurant general managers, executive kitchen managers, directors of kitchen operations and directors of operations are eligible for the Gold Standard Stock Ownership Program under our Equity Incentive Plan, and equity awards under this program have been in the form of RSUs. This program is a long-term wealth building program that is dependent on the participant's extended service with us in their respective positions and their achievement of certain agreed-upon performance objectives during that service period. The service period has generally been between three and five years. We also believe our grants of RSUs will assist certain key employees with their retirement planning through the potential wealth accumulation benefits of these grants.

PSUs. As with RSUs, PSUs are a component of equity-based compensation that has a measurable value to recipients immediately upon their vesting. Also like RSUs, PSUs are shareholder-aligned because their underlying value is tied to the price of our Company's Common Stock. However, PSUs differ from RSUs in that (i) predetermined performance goals must be achieved in order for the awards to vest and (ii) the number of PSUs that vest may be higher than, lower than or equal to the target number of PSUs, based on whether performance is above, below or at those predetermined goals. Such awards, when vested, are generally paid in shares and thereby have little or no out-of-pocket cost to the recipients, other than related income tax obligations which can be significant based on the number of vesting PSUs and the fair market value of our share price at the time of vesting. PSUs granted to our executive officers for 2019 cliff vest after three years if the Company has met specific performance threshold goals. If such threshold goals are not achieved, zero PSUs are settled.

The Company has awarded PSUs every year since 2014, except in 2015.

In February 2019, the Compensation Committee reviewed the performance of the Company relative to the performance targets established for PSUs granted in 2017. As indicated in the table below, for the three year period ended with fiscal 2019, the Company achieved 0.0% of the Return on Invested Capital target and 150.0% of the Comparable Sales target, resulting in vesting of the PSUs at a 75.0% rate.

2017 PSU Grant Matrix – Return on Invested Capital						
3 Year Average Return on Invested Capital	< 9.5%	9.5%	10.5%	11.5%	12.0%	> 12.5%
% of Target PSUs that Vest	0%	50%	75%	100%	125%	150%

2017 PSU Grant Return on Invested Capital Results				
	2017	**2018**	**2019**	**3 Yr. Average**
Return on Invested Capital (1)	7.5%	10.1%	8.6%	8.7%
Achievement				0.0%

2017 PSU Grant Same Restaurant Comparable Sales Growth Over Black Box Index (2)						
3 Year Average Comparable Sales Growth Over Black Box	< 0.0%	0.0%	0.5%	1.0%	1.5%	> 2.0%
% of Target PSUs that Vest	0%	50%	75%	100%	125%	150%

2017 Same Restaurant Comparable Sales Results				
	2017	2018	2019	3 Yr. Average
BJ's Restaurants, Inc. (3)	-0.6%	5.1%	1.1%	1.9%
Black Box	-1.8%	1.1%	-0.1%	-0.3%
Difference	1.1%	4.1%	1.3%	2.2%
Achievement				150.0%

Total Achievement	75.0%

(1) Return on Invested Capital was adjusted in fiscal year 2017, 2018 and 2019 to reflect the adoption of Accounting Standards Update ("ASU") 2016-10, an amendment to ASU 2014-09, Revenue from Contracts with Customers ("Topic 606"), which provided a comprehensive new revenue recognition model. Return on Invested Capital was also adjusted in fiscal 2017 to exclude the write-off of the remaining net book value of certain convection ovens and point of sale terminals, as a result of our new slow roasting oven and server handheld tablet rollouts, natural disaster and related expense resulting from Hurricanes Harvey/Irma, as well as severance related expenses incurred to reorganize the Company's Restaurant Support Center.

(2) The original PSU metric provided for use of the Knapp Index; however, due to companies leaving that survey and the restaurant industry's increasing use of the Black Box Index as an industry comparable sale metric, in 2018 the Compensation Committee approved the retroactive use of the Black Box Index.

(3) Comparable restaurant sales are based on calendar years versus BJ's Restaurants, Inc.'s fiscal calendar.

In 2019, we modified the performance metrics for PSUs to exclude Return on Invested Capital. The Compensation Committee believes that Return on Invested Capital is less valuable as a performance metric due to the fact that longer term capital investments, may fluctuate year to year based on factors that do not accurately correlate with the Company's overall performance or increases in shareholder value during the measurement period. As set forth in the below table, we did not change the performance criteria associated with Same Restaurant Comparable Sales Growth. However, in light of the restaurant industry's increasing use of the Black Box Index as an industry comparable sale metric (as opposed to the Knapp Index), our same restaurant comparable sales will be measured against the Black Box Index with respect to 2019 PSU grants.

2019 PSU Matrix – Same Restaurant Comparable Sales Growth Over Black Box Index						
3 Year Average Comparable Sales Over Black Box Index	< 0.0%	0.0%	0.5%	1.0%	1.5%	> 2.0%
% of Target Shares that Vest	0%	50%	75%	100%	125%	150%

Limited Executive Benefits and Perquisites. In addition to their eligibility to participate in our Company's customary employee benefit plans; our executive officers are entitled to receive automobile allowances as their sole executive perquisite. Except for certain additional benefits provided to Mr. Trojan in connection with the amended and restated employment agreement (as discussed under "*Compensation of Chief Executive Officer*" below), our executive officers receive no other form of executive benefit or perquisite.

Equity Grant Timing Practices

The Compensation Committee and the Board have adopted guidelines for equity grant timing practices. The guidelines approved by the Board are as follows:

Regular Annual Equity Grant Dates. Annual equity grants are presented and approved at the meeting of the Compensation Committee held in late November or early December of each year, before fiscal year-end earnings are released. The regular annual equity grant date for executive officers and Restaurant Support Center team members is the 15th of January and, for stock options, the exercise price is the most recent closing price of our Common Stock as of the date of grant. Exceptions to the annual grant date may be made in certain circumstances for administrative convenience.

For annual grants of RSUs, the Compensation Committee approves a specific dollar amount to be granted to each recipient and the number of shares has thereafter been determined by dividing the dollar amount approved by the Compensation Committee by the most recent closing market price of our Common Stock as of the date of grant.

New Hire Grant Dates. All equity award grants to certain newly-hired employees are approved by the Compensation Committee following the new employee's first day of employment. Newly-hired employees will receive a grant that is one-half RSUs and one-half stock options, unless they make an election at least two weeks prior to the grant date to receive all RSUs. These grants occur on the 15th calendar day of the first month of the subsequent quarter following approval. For stock options, the exercise price is the closing price of our Common Stock on the date of grant. The number of RSUs granted to our new employees is determined by dividing the approved dollar amount by the closing market price of our Common Stock on the date of grant. While our RSU and stock option grants to new employees have traditionally vested ratably over five years, beginning in 2019 our RSU and stock option grants will vest ratably over three years. We believe that such change is consistent with industry practice.

Participants in Our Gold Standard Stock Ownership Program ("GSSOP"). All of our restaurant general managers, executive kitchen managers, directors of kitchen operations, directors of operations, managing directors and executive kitchen market managers are eligible to participate in the Gold Standard Stock Ownership Program under our Equity Incentive Plan, as amended. The grant date for new GSSOP participants is generally the 15th day of the first month of the subsequent quarter following approval of their acceptance into the program for ease of administration. The amount of the GSSOP awards granted to a participant in the GSSOP is determined by their position and calculated as the dollar amount of their grant, as determined in the GSSOP document, divided by the most recent closing market price of our Common Stock as of the date of grant. All RSUs under the GSSOP "cliff vest" after five years from the date of grant. Additionally, participants who have completed the first five years of service under the original Gold Standard Stock Ownership Program may be eligible to participate in future GSSOP programs ("Supplemental GSSOP") depending on their current position. Each participant eligible for the Supplemental GSSOP receives the fair market value of the award in RSUs. Prior to the second quarter of fiscal 2018, participants had the ability to choose the fair market value of their award entirely in RSUs or allocated one-half to RSUs and one-half to stock options. All awards under the Supplemental GSSOP vest 33% on the third anniversary from the date of grant and 67% after five years from the date of grant. New participants in the Supplemental GSSOP receive their grants on the 15th day of each new quarter subsequent to their acceptance into the program.

All Other Grants. Our general practice is to issue equity grants annually or upon new employment as described above. In those instances when equity awards occur during the year due to employee promotions or other factors, the equity awards are approved in advance by the Compensation Committee and a future grant date is selected by the Compensation Committee. The exercise price for such awards is always based on the most recent closing price of our Common Stock as of the date of grant.

Compensation of Chief Executive Officer

On August 8, 2017, we entered into an amended and restated employment agreement with Gregory A. Trojan pursuant to which he was retained as our Chief Executive Officer. The terms of Mr. Trojan's employment agreement were approved by the Compensation Committee as well as the entire Board after a period of negotiation with Mr. Trojan and his advisors. The Compensation Committee evaluated compensation packages for chief executive officers at comparable restaurant companies and believes the employment agreement reflects appropriate and competitive compensation for services of an executive of Mr. Trojan's experience and skill set. The terms and conditions of Mr. Trojan's compensation under the employment agreement are presented below:

Term. Effective as of August 8, 2017, and terminating December 31, 2020 (unless earlier terminated in accordance with the terms of the employment agreement). Automatic renewals for additional one year terms unless either party gives notice of its intention not to extend at least six months prior to the scheduled termination date.

Base Salary. No less than $850,000 subject to increase at the discretion of the Compensation Committee. The Compensation Committee did not elect to increase Mr. Trojan's base salary for 2018 or 2019.

Bonus Opportunity. Annual bonus opportunity targeted at no less than 80% of Mr. Trojan's base salary. Mr. Trojan's target bonus opportunity was established under the terms of our 2019 PIP and was set at 100% of his base salary. In light of the Company's performance in 2019, Mr. Trojan did not receive a bonus.

Life Insurance. In lieu of any severance payments upon his death, we agreed to provide or reimburse Mr. Trojan for the after-tax cost of $2,000,000 of life insurance (inclusive of the $750,000 currently provided under our group life insurance plan), with a maximum annual payment of $15,000.

Additional Benefits. Certain fringe benefits including up to $3,000 per year for unreimbursed out-of-pocket costs associated with an annual physical examination, the use of a company automobile or automobile allowance of up to $1,800 per month, and the right to participate in family group health insurance and in the other benefit plans made available to our executive officers.

Equity Grants. Mr. Trojan receives annual equity awards at the discretion of the Compensation Committee. If Mr. Trojan is terminated without cause, resigns for good reason, dies or suffers a disability during the term of the employment agreement, Mr. Trojan or his estate will have 12 months following termination to exercise any stock option awards. For 2019, based on the recommendation of our Compensation Consultant and consistent with industry practices, Mr. Trojan received a long-term equity grant valued at $1,500,000 comprised of one-third to each of stock options, RSUs and PSUs. The vesting conditions and performance criteria for PSUs are the same as those that apply to other executive officers as described above.

Termination; Severance. We may terminate Mr. Trojan's employment at any time. If Mr. Trojan is terminated for any reason (other than for good reason) or if Mr. Trojan dies or becomes disabled, he (or his estate) will be entitled to receive the following (the "Base Termination Payments"): (i) any accrued but unpaid base salary and accrued vacation pay, (ii) unpaid reimbursements for expenses incurred prior to termination, (iii) accrued but unpaid car allowance, and (iv) any benefits required to be paid or provided under applicable law, our plans, contracts or arrangements.

In the event of termination without cause or by Mr. Trojan for good reason, in addition to the Base Termination Payments, Mr. Trojan shall be entitled to receive the following: (i) any earned but unpaid bonus and performance-based equity for the fiscal year ending immediately before the year of termination of employment, (ii) cash payments equal to 150% of his then current base salary (payable over 18 months), (iii) a lump sum cash payment equal to the lesser of his prior year cash bonus or 100% of the target cash bonus for the fiscal year of termination (prorated in either case based on the number of days elapsed in the year of termination); provided, however, if the termination occurs in fiscal 2018, the lump sum payment shall be no less than 50% of the target cash bonus for fiscal 2018 (prorated based on the number of days elapsed), (iv) immediate vesting of unvested equity awards to the extent they would have become vested in the 90 days after termination, and (v) continuation of health insurance coverage for the lesser of 18 months, the maximum COBRA period, or until he is covered under another group health insurance plan.

Severance in Connection with Change of Control. If Mr. Trojan is terminated without cause (for reasons other than death or disability) or resigns for good reason during the 90 days prior to, or the 12 months following, a Change of Control (as such term is defined in the Equity Incentive Plan), he will be entitled to receive the following: (i) any earned but unpaid bonus and performance-based equity for the fiscal year ending immediately before the year of termination of employment, (ii) a lump sum cash payment equal to 200% of his then current base salary, (iii) a lump sum cash payment equal to the lesser of his prior fiscal year cash bonus or 100% of the target cash bonus for the fiscal year of termination, (iv) to the extent vesting is not automatically accelerated, immediate 100% vesting of any equity, including vesting of any performance-based equity as if 100% of the target performance goals for the fiscal year of termination of employment had been achieved, and (v) continuation of health insurance coverage for the lesser of 18 months, the maximum COBRA period, or until he is covered under another group health insurance plan.

Review of All Components of Executive Compensation

The Compensation Committee and the Board of Directors have reviewed information about all components of the compensation provided to our executive officers, including base salary, annual bonus, equity compensation (including realized gains and accumulated unrealized values on stock options), perquisites and other personal benefits and the effect of retirement and change in control on stock option vesting. A summary of our compensation programs, practices and internal controls, and tables quantifying the estimated values of these components for each executive were presented to and reviewed by the Compensation Committee.

Clawback Policy

The Compensation Committee may require that a PIP participant repay to us certain previously paid compensation in accordance with the Clawback Policy. The PIP contains a "clawback" provision that applies in certain circumstances including fraud, theft, violations of laws, and intentional misconduct. Pursuant to the Clawback Policy, the Compensation Committee may (i) cause the cancellation of any actual award, (ii) require reimbursement of any actual award by a PIP participant and (iii) effect any other right of recoupment of equity or other compensation provided under the PIP or otherwise in accordance with our policies and/or applicable law (each, a "Clawback Policy"), in each case with respect to the Clawback Policy that was in effect as of the date of grant for a particular target award. In addition, to the extent required by applicable law or as otherwise determined by the Compensation Committee, equity awards under the Equity Incentive Plan, as amended, will include clawback provisions.

Tax and Accounting Implications

In designing our compensation programs, the Compensation Committee considers the effect of Section 162(m) together with other factors relevant to our business needs. We have historically taken, and intend to continue taking, appropriate actions, to the extent we believe desirable, to preserve to the greatest extent possible the deductibility of annual incentive and long-term performance awards.

Section 162(m) of the Code generally disallows a tax deduction to public corporations for compensation greater than $1 million paid for any fiscal year to certain executive officers. However, prior to the enactment of tax legislation in December 2017 ("Tax Act"), certain types of performance-based compensation were excluded from the $1 million deduction limit if specific requirements were met. Under the Tax Act, this special exclusion for performance-based compensation is not available with respect to taxable years beginning after December 31, 2017 unless the compensation is pursuant to a written binding contract which was in effect on November 2, 2017 and is not modified in any material respect on or after such date.

Pursuant to the Tax Act, for the taxable year beginning after December 31, 2017, Section 162(m) of the Code was expanded to cover additional executive officers including the chief financial officer so that the compensation of the chief executive officer and chief financial officer (at any time during the fiscal year), and the three other most highly compensated executive officers (as of the end of any fiscal year) will be subject to Section 162(m) of the Code. Any executive officer whose compensation is subject to Section 162(m) of the Code in taxable years beginning after December 31, 2016 will have compensation subject to Section 162(m) of the Code for all future years, including years after the executive terminates employment or dies.

The Compensation Committee has considered the impact of Section 162(m) when designing our executive compensation programs. We believe it is important to preserve flexibility in administering compensation programs as corporate objectives may not always be consistent with the requirements for full deductibility. The Compensation Committee may grant awards and provide for compensation that will not be deductible under Section 162(m) when it determines that such non-deductible arrangements are otherwise in the best interests of the Company and its shareholders. The Compensation Committee also expects to continue to provide performance-based compensation.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Amendment No. 1 to Form 10-K.

COMPENSATION COMMITTEE

Lea Anne S. Ottinger, Chairperson   Peter A. Bassi   Noah A. Elbogen   Patrick D. Walsh

DIRECTOR COMPENSATION

All directors who are elected to the Board and who are not employees of us or any of our subsidiaries receive compensation for their services. Directors who are also our employees do not receive any additional compensation for serving on the Board. Shares for equity awards to non-employee directors are issued from our Equity Incentive Plan, as amended, which was approved by our shareholders, pursuant to which we are authorized to grant shares of our Common Stock and share-based awards to directors. As discussed further under “Stock Ownership Guidelines” below, all non-employee directors are required to hold shares of our Common Stock with a value equal to $300,000. We reimburse directors for travel to board meetings and related expenses and for any costs incurred in connection with attending director continuing education programs.

The Compensation Committee periodically reviews director compensation in order to make sure that the compensation levels are appropriate and consistent with the director compensation programs at comparable companies. The Compensation Committee, after consultation with its Compensation Consultant, Willis Towers Watson, reviewed non-employee director compensation levels as compared to a peer group comprised of chain restaurant companies of similar size to our Company. Based on the results of this review and upon the recommendation of the Compensation Committee, the following compensation for non-employee directors, was approved effective January 2, 2019:

- annual cash retainer of $60,000, payable in quarterly installments;
- additional annual cash retainers to Board committee members paid in the amount of $9,000 for members of the Audit Committee, $7,500 for members of the Compensation Committee, and $5,000 for members of the Governance and Nominating Committee, payable in quarterly installments;
- additional annual cash retainers of $15,000, $12,000 and $10,000, respectively, to the chairs of the Audit Committee, Compensation Committee, and Governance and Nominating Committee, payable in quarterly installments;
- an additional annual cash retainer to our Lead Independent Director of $20,000, payable in quarterly installments;
- an additional annual cash retainer to any non-employee Chairman of the Board of $50,000, payable in quarterly installments;
- an annual equity award with grant-date fair market value of $100,000 consisting of restricted stock units (“RSUs”) (as opposed to half stock options and half RSUs previously), which vest one year from the date of grant (as opposed to three year vesting previously); and
- upon joining the Board, new non-employee directors will receive a prorated portion of the annual equity award (rather than a full $100,000 equity award upon initial appointment to the Board). As a result, directors appointed during the first quarter of the calendar year will be entitled to the full $100,000 annual RSU award, and directors appointed in subsequent quarters will receive a pro rata portion of the annual grant based on the number of full quarters completed prior to joining the Board (e.g., directors appointed in the fourth calendar quarter will be entitled to only 25% ($25,000) of the annual equity award). This initial equity award is granted as of the 15th day of the month occurring following the date of the recipient’s election to the Board.

Delivery of equity compensation consisting of RSUs (rather than previous delivery of half stock options and half RSUs) with a one-year vesting period is consistent with equity compensation practices of comparable public companies and is intended to more effectively align non-employee directors’ interests with those of our shareholders. For both the initial and annual equity awards to non-employee directors, the underlying number of RSUs is determined based on the most recent closing market price of our Common Stock as of the date of grant. If a non-employee director dies or retires from the Board after at least six years of continuous service, any unvested stock options or other awards held by the non-employee director shall become fully vested as of the date of death or retirement. The equity awards for non-employee directors described above are in lieu of any automatic grants provided for in the Equity Incentive Plan, as amended.

The following table sets forth information concerning the compensation of our non-employee directors during fiscal 2019:

Name (1)	Fees Earned or Paid in Cash ($)	Stock Awards ($)(2)	Option Awards ($)(2)	Total ($)
Peter A. Bassi (3)	106,500	100,000	—	206,500
Larry D. Bouts (4)	80,000	100,000	—	180,000
James A. Dal Pozzo (5)	60,000	100,000	—	160,000
Gerald W. Deitchle (6)	110,000	100,000	—	210,000
Noah A. Elbogen (7)	72,500	100,000	—	172,500
Lea Anne S. Ottinger (8)	72,000	100,000	—	172,000
Janet Sherlock (9)	69,000	100,000	—	169,000
Patrick D. Walsh (10)	76,500	100,000	—	176,500

(1) Mr. Trojan is absent from this table because directors who are also our employees receive no additional compensation for serving on the Board of Directors. The compensation of Mr. Trojan, our Chief Executive Officer, is reflected in the Summary Compensation Table of this Amendment No. 1 to Form 10-K.

(2) The amounts in this column do not reflect amounts paid to or realized by the named individual for fiscal 2019. Instead, these amounts reflect the aggregate grant date fair value of awards computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("Codification") Topic No. 718, *Compensation-Stock Compensation*. There is no guarantee that, if and when these awards are ultimately realized, they will have this or any other value. Pursuant to the SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For additional information on the valuation assumptions with respect to 2019 grants, refer to Note 1 of our Consolidated Financial Statements in the Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the SEC.

(3) Aggregate number of option and stock awards outstanding held by Mr. Bassi on December 31, 2019 is 29,959.

(4) Aggregate number of option and stock awards outstanding held by Mr. Bouts on December 31, 2019 is 26,991.

(5) Aggregate number of option and stock awards outstanding held by Mr. Dal Pozzo on December 31, 2019 is 26,487.

(6) Aggregate number of option and stock awards outstanding held by Mr. Deitchle on December 31, 2019, in connection with his current service as a non-employee director, is 11,575. Mr. Deitchle is party to a Consulting Agreement with us, the terms of which are described under "Certain Relationships and Related Party Transactions" in this Amendment No. 1 to Form 10-K.

(7) Aggregate number of option and stock awards outstanding held by Mr. Elbogen on December 31, 2019 is 11,927.

(8) Aggregate number of option and stock awards outstanding held by Ms. Ottinger on December 31, 2019 is 27,801.

(9) Aggregate number of option and stock awards outstanding held by Ms. Sherlock on December 31, 2019 is 1,879.

(10) Aggregate number of option and stock awards outstanding held by Mr. Walsh on December 31, 2019 is 17,190.

Stock Ownership Guidelines

We believe that our executives and non-employee directors should be required to acquire and maintain an appropriate level of equity ownership in order to align their interests with those of our shareholders. We encourage executive and director ownership of our stock by providing stock ownership opportunities through equity awards under our Equity Incentive Plan, as amended.

Director Stock Ownership Guidelines. All non-employee directors are required to hold shares of our Common Stock with a value equal to five times the annual base cash retainer payable to non-employee directors (but in no case less than $300,000). All non-employee directors are required to achieve these guidelines within three years of joining the Board. Shares that count towards satisfaction of these stock ownership guidelines include (i) stock purchased on the open market, (ii) stock obtained through stock option exercises, (iii) with respect to any vested but unexercised stock options that are "in the money," the number of shares having a value equal to the difference between the aggregate value of the common stock subject to the options and the aggregate exercise price of such options, (iv) vested or unvested shares of restricted stock (other than unvested stock that is the subject of performance-based stock units ("PSUs")), (v) stock owned outright by the director or his or her spouse or immediate family members residing in the same household, and (vi) stock beneficially owned in a trust for the benefit of the officer or his or her immediate family members, by spouse and/or minor children.

All of our directors who are subject to our director stock ownership guidelines are currently in compliance with such guidelines. Ms. Sherlock joined the Board in January 2019, and has additional time to comply with our ownership guidelines.

Employee Stock Ownership Guidelines. Our Stock Ownership Guidelines also establish requirements for senior officers (our chief executive officer, president, chief financial officer, executive vice presidents and any other officers designated from time to time by us) to maintain the following levels of stock ownership:

Officer	Amount of Stock Required
Chief Executive Officer	3 times base salary
President and Chief Financial Officer	1.5 times base salary
Executive Vice Presidents	1.5 times base salary

Officers who are subject to the guidelines have five years following the date that they became subject to the guidelines to comply with the applicable guideline ownership level. As the Stock Ownership Guidelines for officers were adopted effective January 1, 2015, each officer employed as of that date had until December 31, 2019 to comply. Shares that count towards satisfaction of these guidelines for officers are the same as those for directors described above.

Once a director or officer has satisfied the applicable guideline, as long as he or she continues to own the same or a greater number of shares as in effect on the original date of compliance, a subsequent decrease in the market price of our Common Stock shall not result in non-compliance. However, if there is a disposition of shares by an officer or director following initial compliance, then compliance will be re-measured following such disposition, using the closing price of our common stock on the trading day immediately preceding the disposition date.

Compliance with the Stock Ownership Guidelines is measured on January 16 of each year. However, in the event of any sale or other disposition of shares by a director or officer, compliance is re-measured as of the date of such disposition. All of our directors and officers who are subject to the Stock Ownership Guidelines are currently in compliance.

Consequences of Non-Compliance with Stock Ownership Guidelines. If the applicable director or officer has not satisfied his or her applicable ownership guideline level by the applicable deadline, the director or officer is required to retain an amount equal to 100% of the net shares received as a result of the exercise, vesting or payment of any equity awards granted until in compliance. For these purposes "net shares" means the shares remaining after sale or withholding of shares to pay the applicable exercise price, if any, and to satisfy any tax obligations arising from such exercise or vesting.

Compensation Committee Interlocks and Insider Participation

During all of fiscal 2019, Ms. Ottinger, Mr. Bassi, Mr. Elbogen and Mr. Walsh served on the Compensation Committee. No member of the Compensation Committee who served during fiscal 2019 or who is currently serving has ever been an officer or employee of ours, a former officer of ours or any of our subsidiaries, or has ever had a relationship requiring disclosure by us under Item 404 of Regulation S-K. None of our executive officers has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of our Board of Directors or the Compensation Committee during fiscal 2019.

Certain of the members of our Board of Directors or their affiliates have entered into transactions or arrangements with us during the past fiscal year which transactions and arrangements are described in "Certain Relationships and Related Transactions" in Item 13 of Part III of this 10-K/A below.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of the Record Date by: (a) each of our directors, (b) each executive officer identified in the Summary Compensation Table, (c) all of our executive officers and directors as a group, and (d) each person known by us to be the beneficial owner of 5% or more of the issued and outstanding shares of our Common Stock. Ownership of less than 1% is indicated by an asterisk.

Name and Address (2)	Shares Beneficially Owned (1) Number of Shares (3)	Percentage of Class (3)
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	3,338,199[(4)]	17.8%
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19335	1,935,249[(5)]	10.3%
Neuberger Berman Group LLC 1290 Avenue of the Americas New York, NY 10104	1,158,413[(6)]	6.2%
Dimensional Fund Advisors L.P. Building One 6300 Bee Cave Road Austin, TX 78746	1,071,338[(7)]	5.7%
Gerald W. Deitchle	35,661[(8)]	*
Peter A. Bassi	84,964[(9)]	*
Larry D. Bouts	48,325[(10)]	*
James A. Dal Pozzo	34,494[(11)]	*
Noah A. Elbogen	63,079[(12)]	*
Lea Anne S. Ottinger	45,748[(13)]	*
Janet M. Sherlock	1,879[(14)]	*
Patrick D. Walsh	29,121[(15)]	*
Gregory A. Trojan	150,369[(16)]	*
Gregory S. Levin	100,881[(17)]	*
Gregory S. Lynds	68,935[(18)]	*
Kevin E. Mayer	18,550[(19)]	*
Lon F. Ledwith	29,397[(20)]	*
All current directors and executive officers as a group (15 persons)	741,503[(21)]	3.9%

* Less than 1%

(1) The persons named in the table, to our knowledge, have sole voting and sole investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes hereunder.

(2) The address of our officers and directors is at our principal executive offices at 7755 Center Avenue, Suite 300, Huntington Beach, California 92647.

(3) Percent of class is based on the number of shares issued and outstanding (18,749,669) on the April 20, 2020. In addition, shares of Common Stock which a person had the right to acquire within 60 days of April 20, 2020 are deemed outstanding in calculating the percentage ownership of the person, but not deemed outstanding as to any other person. This does not include shares issuable upon exercise of any options issued by us which are not exercisable within 60 days from this date.

(4) Based solely on a Schedule 13G filed on February 4, 2020, it is our belief that BlackRock, Inc. owned the number of shares indicated as of December 31, 2019.

(5) Based solely on a Schedule 13G filed on February 12, 2020, it is our belief that The Vanguard Group owned the number of shares indicated as of December 31, 2019.

(6) Based solely on a Schedule 13G filed on February 13, 2020, it is our belief that Neuberger Berman Group LLC owned the number of shares indicated as of December 31, 2019.

(7) Based solely on a Schedule 13G filed on February 12, 2020, it is our belief that Dimensional Fund Advisors LP owned the number of shares indicated as of December 31, 2019.

(8) Consists of 5,862 shares of Common Stock of which Mr. Deitchle is the beneficial owner, 23,000 shares of Common Stock held of record by the Deitchle Family Trust, and 6,799 shares of Common Stock purchasable upon exercise of options.

(9) Consists of 59,781 shares of Common Stock of which Mr. Bassi is the beneficial owner and 25,183 shares of Common Stock purchasable upon exercise of options.

(10) Consists of 26,110 shares of Common Stock of which Mr. Bouts is the beneficial owner and 22,215 shares of Common Stock purchasable upon exercise of options.

(11) Consists of 12,783 shares of Common Stock of which Mr. Dal Pozzo is the beneficial owner and 21,711 shares of Common Stock purchasable upon exercise of options.

(12) Consists of 55,928 shares of Common Stock of which Mr. Elbogen is the beneficial owner and 7,151 shares of Common Stock purchasable upon exercise of options.

(13) Consists of 22,723 shares of Common Stock of which Ms. Ottinger is the beneficial owner and 23,025 shares of Common Stock purchasable upon exercise of options.

(14) Consists of 1,879 shares of Common Stock of which Ms. Ottinger is the beneficial owner. Ms. Sherlock joined the Company's Board in January 2019.

(15) Consists of 16,707 shares of Common Stock of which Mr. Walsh is the beneficial owner and 12,414 shares of Common Stock purchasable upon exercise of options.

(16) Consists of 51,199 shares of Common Stock of which Mr. Trojan is the beneficial owner and 99,170 shares of Common Stock purchasable upon exercise of options.

(17) Consists of 40,470 shares of Common Stock of which Mr. Levin is the beneficial owner and options exercisable for up to 60,411 shares of Common Stock.

(18) Consists of 23,858 shares of Common Stock of which Mr. Lynds is the beneficial owner and options exercisable for up to 45,077 shares of Common Stock.

(19) Consists of 4,274 shares of Common Stock of which Mr. Mayer is the beneficial owner and options exercisable for up to 14,276 shares of Common Stock.

(20) Consists of 8,697 shares of Common Stock of which Mr. Ledwith is the beneficial owner and options exercisable for up to 20,700 shares of Common Stock.

(21) Includes 382,217 shares of Common Stock issuable upon exercise of options.

Securities Authorized for Issuance Under Equity Compensation Plans

See disclosure under "STOCK-BASED COMPENSATION PLAN INFORMATION" in Part II, Item 5 of our Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Agreements with Related Parties

Agreement with Jacmar Companies. James Dal Pozzo, the Chairman of the Board of the Jacmar Companies ("Jacmar"), is a member of our Board of Directors. Jacmar, through its affiliation with Distribution Market Advantage ("DMA"), a consortium of large, regional food distributors located throughout the United States, is currently our largest distributor of food, beverage, paper products and supplies. In 2006, we began using DMA to deliver the majority of our food products to our restaurants. In July 2017, after conducting a market evaluation, we entered into a new five-year agreement with DMA. The agreement expires in June 2020 and automatically renews for two successive one-year periods (effectively expiring June 2022), unless either party provides a non-renewal notice 90 days prior to the end of each contract year. In October of 2019, DMA provided notice of non-renewal resulting in the current program expiring on June 30, 2020. We are currently soliciting proposals from DMA and other national distribution companies that are highly capable of servicing our needs.

Jacmar services our restaurants in California and Nevada, while other DMA distributors service our restaurants in all other states. Under the terms of our agreement with DMA, Jacmar is required to sell products to us at the same prices as the other DMA distributors. Jacmar does not provide us with any produce, liquor, wine or beer products, all of which are provided by other third party vendors and are included in "Cost of sales" on the Consolidated Statements of Income.

The cost of food, beverage, paper products and supplies provided by Jacmar included within "Cost of sales" and "Occupancy and operating" expenses consisted of the following (in thousands):

	Fiscal Year					
	2019		2018		2017	
Cost of sales:						
Third party suppliers	$ 209,215	70.9%	$ 196,165	69.6%	$ 185,153	68.9%
Jacmar	85,794	29.1	85,788	30.4	83,554	31.1
Cost of sales	$ 295,009	100.0%	$ 281,953	100.0%	$ 268,707	100.0%
Occupancy and operating:						
Third party suppliers	$ 247,076	96.4%	$ 229,749	96.0%	$ 210,616	95.8%
Jacmar	9,307	3.6	9,697	4.0	9,247	4.2
Occupancy and operating	$ 256,383	100.0%	$ 239,446	100.0%	$ 219,863	100.0%

The amounts included in trade payables related to Jacmar consisted of the following (in thousands):

	December 31, 2019	January 1, 2019
Third party suppliers	$ 20,879	$ 30,395
Jacmar	2,543	6,110
Total Accounts Payable	$ 23,422	$ 36,505

Consulting Agreement with Gerald ("Jerry") W. Deitchle. Effective February 1, 2013, we entered into a Consulting Agreement with Mr. Deitchle. Pursuant to the terms of the Consulting Agreement, during the period from July 1, 2013, until the earlier of (i) termination of Mr. Deitchle's service as a member of our Board of Directors, (ii) thirty (30) days following delivery of notice of termination by us or Mr. Deitchle, or (iii) immediately upon Mr. Deitchle's death or disability, Mr. Deitchle will receive a fee of $1,000 per month for consulting services relating to new restaurant site selection and such other services as may be mutually agreed. In the event that such services are expected to exceed more than four hours per month, an appropriate daily fee will be negotiated.

Procedures for Approval of Related Party Transactions

To the extent that any "related-person transaction" is proposed, it is our policy that the Board or a committee designated by the Board (in each case without the participation of the related person in question) will review the material facts of the related-person transaction and either approve, ratify, reject, rescind or take other appropriate action with respect to the transaction. In considering related-person transactions, the Board takes into account the relevant available facts and circumstances including, but not limited to (i) the risks, costs and benefits to the Company, (ii) the impact on a director's independence if the related person is a director, immediate family member of a director or an entity with which a director is affiliated, (iii) the terms of the transaction, (iv) the availability of other sources for comparable services or products, and (v) the terms available to or from, as the case may be, unrelated third parties or to or from employees generally. We do not currently have a written policy with respect to consideration of related-person transactions although certain aspects of such types of transactions are the subject of our Code of Integrity, Ethics and Conduct.

Determination of Director Independence

In March 2020, the Board undertook its annual review of director independence with respect to its incumbent directors. During this review, the Board considered transactions and relationships between us and our subsidiaries and affiliates and each of our incumbent directors or any members of their immediate family, including those reported under "Certain Relationships and Related Transactions." The purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent under the applicable rules of the SEC and the NASDAQ as well as our Corporate Governance Guidelines.

As a result of this review, the Board affirmatively determined that all of our directors who served as directors during fiscal 2020, are independent of us and our management under the applicable rules of the SEC and the NASDAQ, with the exception of Messrs. Trojan and Dal Pozzo. Mr. Trojan is not considered to be independent due to his current service as our Chief Executive Officer. Mr. Dal Pozzo is not considered to be independent due to his employment as Chairman of the Board and former Chief Executive Officer of The Jacmar Companies, which currently provides certain food and supply distribution services to us. In addition, although Mr. Deitchle is considered independent for most purposes, he is not considered independent under SEC and NASDAQ rules for purposes of serving on our Audit Committee due to his current service as a consultant to us.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth the aggregate fees billed to us for the fiscal years ended December 31, 2019 and January 1, 2019, by our independent auditor, Ernst & Young LLP:

Fiscal Year	2019	2018
Audit Fees (1)	$624,474	$628,686
Tax Fees	$—	$—
All Other Fees	$—	$—

(1) These amounts represent fees of Ernst & Young LLP for the audit of our consolidated financial statements, the review of consolidated financial statements included in our quarterly Form 10-Q reports, the audit of our management's assessment of internal controls over financial accounting and reporting as required by the Sarbanes-Oxley Act of 2002, and the services that an independent auditor would customarily provide in connection with audits, regulatory filings and similar engagements for the fiscal year.

Pre-Approval Policies and Procedures

The Audit Committee has established policies and procedures for the approval and pre-approval of audit services and permitted non-audit services. The Audit Committee has the responsibility to appoint and terminate our independent auditors, to pre-approve their performance of audit services and permitted non-audit services, to approve all audit and non-audit fees, and to set guidelines for permitted non-audit services and fees. All the services rendered by Ernst &Young LLP during fiscal 2019 and 2018 were pre-approved by the Audit Committee or were within pre-approved guidelines for permitted non-audit services and fees established by the Audit Committee, and there were no waivers of approval requirements or guidelines during the same periods.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(3) EXHIBITS

Exhibit Number	Description
31	Section 302 Certifications of Chief Executive Officer and Chief Financial Officer.
32	Section 906 Certification of Chief Executive Officer and Chief Financial Officer.
104	The cover page from the Company's Amendment No. 1 to Annual Report on Form 10-K for the year ended December 31, 2019 has been formatted in Inline XBRL.

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 our behalf by the undersigned, thereunto duly authorized.

BJ'S RESTAURANTS, INC.

By: /s/ Gregory A. Trojan

Gregory A. Trojan

April 22, 2020

Chief Executive Officer and Director

(Principal Executive Officer)

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

Signature	Capacity	Date
By: /s/ GREGORY A. TROJAN **Gregory A. Trojan**	Chief Executive Officer and Director (Principal Executive Officer)	April 22, 2020
By: /s/ GREGORY S. LEVIN **Gregory S. Levin**	President, Chief Financial Officer and Secretary (Principal Financial Officer)	April 22, 2020
By: /s/ JACOB J. GUILD **Jacob J. Guild**	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 22, 2020
By: /s/ PETER A. BASSI **Peter A. Bassi**	Lead Independent Director	April 22, 2020
By: /s/ LARRY D. BOUTS **Larry D. Bouts**	Director	April 22, 2020
By: /s/ JAMES A. DAL POZZO **James A. Dal Pozzo**	Director	April 22, 2020
By: /s/ GERALD W. DEITCHLE **Gerald W. Deitchle**	Chairman of the Board and Director	April 22, 2020
By: /s/ NOAH A. ELBOGEN **Noah A. Elbogen**	Director	April 22, 2020
By: /s/ LEA ANNE S. OTTINGER **Lea Anne S. Ottinger**	Director	April 22, 2020
By: /s/ JANET M. SHERLOCK **Janet M. Sherlock**	Director	April 22, 2020
By: /s/ PATRICK D. WALSH **Patrick D. Walsh**	Director	April 22, 2020

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark one)

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

For the fiscal year ended December 31, 2019

OR

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

For the transition period from ____ to ____

Commission file number 0-21423

BJ'S RESTAURANTS, INC.

(Exact name of registrant as specified in its charter)

California	**33-0485615**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

7755 Center Avenue, Suite 300
Huntington Beach, California 92647
(714) 500-2400
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Title of Each Class	Trading Symbol	Name of each Exchange on Which Registered
Common Stock, No Par Value	BJRI	NASDAQ Global Select Market

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

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

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

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

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

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

The aggregate market value of the common stock of the Registrant ("Common Stock") held by non-affiliates as of the last business day of the second fiscal quarter, July 2, 2019, was $763,660,228, calculated based on the closing price of our common stock as reported by the NASDAQ Global Select Market on such date.

As of February 21, 2020, 19,220,503 shares of the common stock of the Registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the following documents are incorporated by reference into Part III of this Form 10-K: The Registrant's Proxy Statement for the Annual Meeting of Shareholders.

INDEX

PART I

PART II

PART III

PART IV

BJ'S RESTAURANTS, INC.

PART I

Unless the context indicates otherwise, when we use the words "BJ's," "the Company," "we," "us" or "our" in this Form 10-K, we are referring to BJ's Restaurants, Inc., a California corporation, and its subsidiaries.

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

This Form 10-K contains "forward-looking" statements and other information based on the current beliefs and assumptions of our management. Words or phrases such as "believe," "plan," "will likely result," "expect," "intend," "will continue," "is anticipated," "estimate," "project," "may," "could," "would," "should" and similar expressions in this Form 10-K are intended to identify "forward-looking" statements. These statements reflect our current perspectives and outlook with respect to our future expansion plans, key business initiatives, expected operating conditions and other factors. We operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. Additional risks and uncertainties that we are currently unaware of, or that we currently deem immaterial, may become important factors that affect us. It is not possible for us to predict the impact of all factors on our business, financial condition or results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any "forward-looking" statements. Given the volatility of the operating environment and its associated risks and uncertainties, investors should not rely on "forward-looking" statements as any prediction or guarantee of actual results.

"Forward-looking" statements include, among others, statements concerning:

- our restaurant concept, its competitive advantages and our strategies for its continued evolution and expansion;
- the rate and scope of our future restaurant development;
- the total domestic capacity for our restaurants;
- dates on which we will commence or complete the development and opening of new restaurants;
- expectations for consumer spending on casual dining restaurant occasions;
- the availability and cost of key commodities and labor used in our restaurants and brewing operations;
- menu price increases and their effect, if any, on revenue and results of operations;
- the effectiveness of our planned operational, menu, marketing and capital expenditure initiatives;
- capital requirement expectations and actual or available borrowings on our line of credit;
- projected revenues, operating costs, including commodities, labor and other expenses;
- projected share repurchases or shareholder dividend frequency and amount; and
- other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts.

Some, but not all, significant factors that could prevent us from achieving our stated goals are set forth in Part I, Item 1A of this Annual Report on Form 10-K and include, but are not limited to:

- Failure to maintain a favorable image, credibility and the value of the BJ's brand and our reputation for offering customers a higher quality more differentiated total dining experience at a good value may adversely affect our business.
- Any deterioration in general economic conditions may affect consumer spending and adversely affect our revenues, operating results and liquidity.
- Any deterioration in general economic conditions, which may have a material adverse impact on our landlords or on businesses neighboring our locations, may adversely affect our revenues and results of operations.
- Any inability or failure to successfully expand our restaurant operations may adversely affect our growth rate and results of operations.
- Any inability to open new restaurants on schedule in accordance with our targeted capacity growth or problems associated with securing suitable restaurant locations, leases and licenses, recruiting and training qualified managers and hourly

employees and other factors, some of which are beyond our control and difficult to forecast accurately may adversely affect our operations.

- Any inability to access sources of capital and or to raise capital in the future may adversely affect our business.
- Any failure of our existing or new restaurants to achieve expected results may have a negative impact on our consolidated financial results.
- Any strain on our infrastructure and resources due to growth, which may slow our development of new restaurants may adversely affect our ability to manage our existing restaurants.
- Any decision to either reduce or accelerate the pace of openings may positively or adversely affect our comparative financial performance.
- Expenditures required to open new restaurants may adversely affect our future operating results.
- Our corporate office is located in California and a significant number of our restaurants are located in California, Texas and Florida which makes us particularly sensitive to economic, regulatory, weather and other risk factors and conditions that are more prevalent in those states.
- Any negative publicity about us, our restaurants, other restaurants, or others across the food supply chain, due to food borne illness or other reasons, whether or not accurate may adversely affect the reputation and popularity of our restaurants and our results of operations.
- Any adverse changes in the supply of food, labor, brewing, energy and other expenses may adversely affect our operating results.
- Health concerns arising from outbreaks of flu viruses or other diseases, or regional or global health pandemics may adversely affect our business.
- Any inability of our internal or independent third party brewers to timely supply our beer may adversely affect our operating results.
- Periodic reviews and audits of our internal brewing, independent third party brewing and beer distribution arrangements by various federal, state and local governmental and regulatory agencies may adversely affect our operations and our operating results.
- Government laws and regulations affecting the operation of our restaurants, including but not limited to those that apply to the acquisition and maintenance of our brewing and retail liquor licenses, minimum wages, federal or state exemption rules, health insurance coverage, or other employment benefits such as paid time off, consumer health and safety, nutritional disclosures, and employment eligibility-related documentation requirements may cause disruptions to our operations, adversely affect our operating costs and restrict our growth.
- Heavy dependence of our operations, including credit card processing and our loyalty and employee engagement programs, on information technology may adversely affect our revenues and impair our ability to efficiently operate our business if there is a material failure of such technology.
- Unsolicited takeover proposals, governance change proposals, proxy contests and certain proposals/actions by activist investors may create additional risks and uncertainties with respect to the Company's financial position, operations, strategies and management, and may adversely affect our ability to attract and retain key employees. Any perceived uncertainties may affect the market price and volatility of our securities.
- Any suspension of or failure to pay regular dividends or to repurchase the Company's stock up to the maximum amounts permitted under our previously announced repurchase program, either of which may negatively impact investor perceptions of us and may affect the market price and volatility of our stock.

These cautionary statements are to be used as a reference in connection with any "forward-looking" statements. The factors, risks and uncertainties identified in these cautionary statements are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a "forward-looking" statement or contained in any of our filings with the U.S. Securities and Exchange Commission ("SEC"). Because of these factors, risks and uncertainties we caution against placing undue reliance on "forward-looking" statements.

The risks described in this Form 10-K are not the only risks we face. New risks and uncertainties arise from time to time, and we cannot predict those events or how they may affect us. There may be other risks and uncertainties that are not currently known by us or that are currently deemed by us to be immaterial. However, they may ultimately have a material adverse effect on our business, financial condition and/or operating results. Although we believe that the assumptions underlying "forward-looking" statements are reasonable on the dates they are made, any of the assumptions could be incorrect, and there can be no guarantee or assurance that "forward-looking" statements will ultimately prove to be accurate. We do not have any obligation to modify or revise any "forward-looking" statement to take into account or otherwise reflect subsequent events or circumstances arising after the date that the "forward-looking" statement was made. For further information regarding the risks and uncertainties that may affect our future results, please review the information set forth below under "Item 1A. Risk Factors."

FISCAL PERIODS USED IN THIS FORM 10-K

Throughout this Form 10-K, our fiscal years ended December 31, 2019, January 1, 2019, January 2, 2018, January 3, 2017, and December 29, 2015, are referred to as fiscal years 2019, 2018, 2017, 2016, and 2015, respectively. Our fiscal years consist of 52 or 53 weeks and end on the Tuesday closest to December 31. All fiscal years presented in this Form 10-K, with the exception of fiscal year 2016, consisted of 52 weeks. Additionally, all quarters, with the exception of the fourth quarter in fiscal year 2016, consisted of 13 weeks. Fiscal year 2016 consisted of 53 weeks, with a 14-week fourth quarter; therefore, all financial references to fiscal year 2016 assume 53 weeks of operations, unless noted otherwise.

ITEM 1. BUSINESS

GENERAL

The first BJ's restaurant, which opened in 1978 in Orange County, California, was a small sit down pizzeria that featured Chicago style deep-dish pizza with a unique California twist. Our goal then and still today, is to be the best casual dining concept ever by focusing on high quality menu options, at a compelling value, a dining experience that exceeds customers' expectations for service, hospitality and enjoyment, and an atmosphere that is always welcoming and approachable.

In 1996, we introduced our own proprietary craft beers and expanded the BJ's concept from its beginnings as a small pizzeria to a full-service, high energy casual dining restaurant when we opened our first large format restaurant including our own internal brewing operations in Brea, California. Today our restaurants feature over 140 menu offerings including: slow roasted entrees, such as, prime rib; EnLIGHTened Entrees® such as our Cherry Chipotle Glazed Salmon; our original signature deep-dish pizza; the often imitated, but never replicated world-famous Pizookie® dessert; and our award-winning BJ's proprietary craft beers. As of February 24, 2020, we own and operate 209 restaurants located in 29 states, and our proprietary craft beer is produced at several of our restaurants, our Temple, Texas brewpub locations and by independent third party brewers using our proprietary recipes.

Our Internet address is http://www.bjsrestaurants.com. Electronic copies of our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K are available, free of charge, by visiting the "Investor Relations" section of our website. These reports are posted as soon as practical after they are electronically filed with the SEC. We caution that the information on our website is not part of this or any other reports we file with, or furnish to, the SEC.

BUSINESS STRATEGY

We compete in the casual dining segment of the restaurant industry, which is a large, highly fragmented segment with estimated annual sales in the $100+ billion range. We believe that the BJ's restaurant concept offers consumers a higher quality, more contemporary and approachable "casual plus," "premium casual," or "polished casual" dining experience than the more mature, mass market casual dining concepts. Our primary business objective is to continue taking market share in the casual dining restaurant industry by delivering on our "Gold Standard of Operational Excellence" promise to our customers while continuing our new restaurant national expansion program. Our Gold Standard of Operational Excellence is our genuine commitment to take pride in passionately connecting with every customer on every visit, through flawless and relentless execution of every detail, during every shift – to create and keep fanatical fans of BJ's. We believe that by delivering upon this commitment to our customers, we create the best opportunity to generate significant repeat business and capture additional market share in the casual dining segment of the restaurant industry.

Our Gold Standard of Operational Excellence is focused on the following key areas that help to differentiate BJ's from other casual dining restaurants:

- *Feature a Broad and Distinctive Menu* – Over the years we have expanded the BJ's concept to include menu options that meet our customers' preferences for any dining occasion. Our menu items are created by our talented culinary team and prepared to order in our restaurants using fresh high-quality ingredients. Our broad menu is an important factor in our differentiation from other casual dining competitors. We evaluate our menu offerings and prices two to three times a year in addition to offering seasonal or limited time only menu items throughout the year. Building on our early pizza legacy, we now offer almost 20 signature flavors of pizza and made-to-order combinations in tavern-cut and deep-dish styles. Our hand-pressed deep-dish pizza dough is double proofed – which means it rises twice – which elevates its presentation and taste. In 2017, we introduced slow roast ovens into our restaurants and began slow roasting large format proteins including prime rib, turkey, pork and tri-tip sirloin. The 2019 addition of our tri-tip sirloin has been so successful that it quickly joined our slow roast prime rib and our double bone-in pork chop as signature menu items that showcase our higher quality, differentiated positioning. By continually innovating our slow roast offerings, we provide our customers with unique and craveable menu items they can only get at BJ's. Our menu differentiation also includes our successful EnLIGHTened Entrees® category which features "better for you" selections of lower-calorie, "super" foods, vegetarian and gluten-free options.

- *Offer Award Winning, Proprietary Craft Beer* – All of our restaurants feature our award-winning, proprietary craft beers, which we believe showcase the quality and care of the ingredients we use at BJ's. Our high-quality, craft beers further differentiate BJ's from many other restaurant concepts and complement our broad menu items. Our beers have earned over 220 medals at different beer festivals and events, including 36 medals at the Great American Beer Festival and 11 medals at the World Beer Cup. We also offer approximately 30 domestic, imported and "guest" craft beers on tap, in addition to a selection of bottled beers in our restaurants. Additionally, we offer our craft beer for take-out at select restaurant locations and for sale at select retailers. Our large and unique beer offering is intended to enhance BJ's competitive positioning as a leading retailer of beer in the casual dining segment of the restaurant industry.

- *Provide an Everyday Value Proposition* – We strive to offer great everyday value throughout our menu, with diverse price points and unique flavor profiles. Our menu entrées, excluding our promotional specials, generally range in price from $7.25 to $27.50 and our average per-customer check during fiscal 2019, including beverages, was approximately $17.00, compared to the mass market casual dining concepts that have average customer checks of $13.00 to $23.00. To reinforce and highlight our everyday value proposition, our Daily Brewhouse Specials feature iconic food and drink combinations Monday through Thursday and are a key driver customer traffic and loyalty. Our restaurants also have daily lunch specials and happy hour offerings, where permitted, further enhancing our strong value equation.

- *A Culture Committed to Service and Hospitality* – Great dining experiences start with great people. We have invested carefully to make sure we recruit, select, train and retain employees that can take care of our customers and operate our large and complex restaurants. In addition to hiring great employees, we have invested in productivity and hospitality systems to enhance our ability to deliver the Gold Standard of Operational Excellence that we promise our customers. These systems include a Net Promoter Scoring system that helps us evaluate several key elements of our service including pace, hospitality, value and recommend scores, as well as mystery shopper and customer loyalty programs. Our restaurant teams execute at a high level and treat every customer as if they are family, which drove higher Net Promoter Scores in 2019.

- *Optimize our Customers' Time* – Time is a finite resource for our customers, and we believe that by being attentive to every detail, we can optimize our customers' enjoyment when they choose to dine in our restaurants. We introduced hand-held ordering tablets to our servers in 2017, which have helped to improve our pace and productivity, including reducing the time it takes to deliver the first drink or food item to our customers. The tablets have resulted in an improved customer experience and driven higher incident rates for beverages, appetizers and desserts.

- *Making the BJ's Menu Available Off-Premise* – Consumer preferences continue to evolve as e-commerce, mobile shopping and "food-on-demand" to any location continue to gain traction and divert visitation away from traditional brick and mortar shopping locations. To meet these new preferences, we have invested in the off-premise channel, continue to collaborate with several third-party delivery partners to provide delivery service from our restaurants, and continue to grow our capabilities to address this opportunity. We also leverage our self-developed mobile application, our website and other platforms to ensure our customers can easily enjoy BJ's menu off-premise. In 2019, we launched our new catering menu, website and ordering process. These ongoing system and operational improvements are producing a solid customer experience as well as increased traffic, off premise check growth and increased catering orders.

- *High Energy Atmosphere and Facilities* – As part of our competitive positioning as a polished casual dining concept, our restaurants have finishes consistent with more upscale casual dining concepts. All of our restaurants feature high ceilings and have a signature bar statement with large flat screen televisions that can be viewed from any seat. Additionally, we use a variety of higher quality customer touchpoints, including distinctive glassware to fit the beer or beverage style and linen napkins not generally found in casual dining. We believe our large restaurants with a signature bar statement provide our customers with a higher energy dining experience.

RESTAURANT OPERATIONS

Based on internal and publicly available data, we believe that our restaurants, on average, generate relatively high customer traffic per square foot compared to many other casual dining concepts. We have implemented operational systems and procedures to support our goal to run our restaurants "quality fast," particularly at peak dining periods, in order to effectively and efficiently serve every customer. The typical management team for a BJ's restaurant consists of a General Manager, an Executive Kitchen Manager and three to five other managers depending on the sales volume of each restaurant. The General Manager is responsible for the day-to-day operations of their restaurant, including hiring, training, and the development of personnel, as well as for sales and operating profit. The Executive Kitchen Manager is responsible for managing food quality and preparation, purchasing, inventories and kitchen labor costs.

New restaurant managers are required to successfully complete an 11-week comprehensive advanced management training program dedicated to all operational aspects of our restaurants including both restaurateuring and restaurant business-related topics. Our restaurant management training program is directed by our Vice President of Operations Talent Development and is closely monitored by our field supervision team.

The General Manager of each restaurant reports to a Director of Operations or an Area Vice President, who reports to a Senior Vice President of Operations or a Vice President of Operations. Additionally, we have a kitchen operations team that oversees the food quality and safety, kitchen efficiency and consistency in our restaurants and helps educate, coach and develop our kitchen managers. Our kitchen operations team reports to our Senior Vice President of Culinary and Kitchen Innovation. Our Senior and Vice Presidents of Operations report to our Executive Vice President of Operations who oversees all aspects of restaurant operations including kitchen and bar operations, restaurant facility management, new restaurant openings, talent development and recruiting, as well as the roll-out of key operational initiatives.

Each of our restaurants typically employs an average of approximately 110 hourly employees, many of whom work part-time. Our goal is to staff our restaurants with qualified, trained and enthusiastic employees who desire to be an integral part of BJ’s fun, premium casual atmosphere and, at the same time, have the passion, intensity, work ethic and ability to execute our concept correctly and consistently on every shift. In January 2019, we were awarded the Diamond Catalyst Award by Black Box Intelligence™, formerly TDn2K™ (Transforming Data into Knowledge) as a tribute to our superior operational and workplace results. This award honors restaurant organizations for workplace and employment excellence in the restaurant industry and for setting the standard for overall best-in-class business performance. Additionally, in January 2020, we were awarded the Best Practices Award by Black Box Intelligence™. This award honors restaurant organizations that lead the industry in workforce diversity, community involvement and sustainable practices.

In order to maintain our high standards, all new restaurant hourly employees undergo formal training from certified Employee Instructors at each restaurant. Our restaurant hours of operations are generally from 11:00 a.m. to 12:00 a.m. Sunday through Thursday and 11:00 a.m. to 1:00 a.m. Friday and Saturday. Our restaurants are typically open every day of the year except for Thanksgiving and Christmas. Most of our restaurants currently offer either in-house and/or third party delivery service. Additionally, all of our restaurants offer a call-ahead or online wait list, on-line ordering for dine-in or customer pick-up and reservations for large parties.

RESTAURANT SITE SELECTION AND EXPANSION OBJECTIVES

Our current restaurant format is expected to represent the vast majority of our planned new restaurant growth for the foreseeable future. We may also open new brewpub locations (“brewing restaurants”) to maintain our beer supply as we open more restaurants or where on-site brewing is the only legally permissible way to offer our proprietary craft beer in a particular state.

We seek to secure high-quality, high-profile locations for our “casual plus” restaurants, which we believe have the ability to draw customers from a larger area than most “mass market” casual dining chain restaurants. Since BJ’s has proven that it can be successful in a variety of locations (suburban shopping areas, retail strip centers, lifestyle centers, and entertainment centers – either freestanding or in-line) and in a variety of income demographics, we can be highly selective and flexible in choosing suitable locations. We prefer to open our restaurants at high-profile sites in mature trade areas with dense populations. We generally target geographic regions that allow us to build multiple restaurants in those areas. This “clustering” approach provides economic benefits including lower supply and distribution costs, improved marketing efficiencies, management supervision leverage and increased brand awareness.

During fiscal 2019, we opened seven new restaurants and closed an existing, smaller format restaurant in Balboa, California when its lease expired. As a result, we increased our overall total restaurant operating weeks by approximately 3% during the year. During fiscal 2020, we expect to open eight to ten new restaurants. Based on information currently available, we expect to open three to four restaurants during the first half of fiscal 2020, and the remaining restaurants during the second half of the year.

We typically enter into operating leases for our locations for periods ranging from 10 to 20 years and we obtain lease extension options in most instances. Our lease payment terms vary from lease to lease, but generally provide for the payment of both minimum base rent and contingent (percentage) rent based on restaurant sales. We may also purchase the land underlying certain restaurant locations if it becomes available. However, it is not our current strategy to own a large number of land parcels that underlie our restaurants. In many cases, we subsequently enter into sale-leaseback arrangements for land parcels that we purchase.

TARGETED NEW RESTAURANT ECONOMICS

Our current restaurant prototypes average approximately 7,500 square feet with seating for as many as 250 customers with a targeted gross construction cost of approximately $4.5 million to $5.5 million, some of which may be reimbursed to us by our landlords in the form of tenant improvement allowance incentives. Potential restaurant locations may not have a tenant improvement allowance available and such allowances, when available, will vary in amount. In selecting sites for our restaurants, an important objective is to earn a suitable rate of return on our investment. However, this return often cannot be meaningfully measured until our restaurants reach their mature sales and profitability levels. Maturation periods vary from restaurant to restaurant, but generally range from two to five years. We currently target an approximate blended 20% return on our net cash invested to build a new restaurant and an approximate blended 15% return on total capital invested, which includes our net cash invested and a factor for the landlord's invested capital (based on a capitalized value of minimum rents to be paid to the landlord) for each group of new restaurants to be opened each year, measured once the restaurants reach their mature level of operations.

The return-on-investment targets for our restaurant operations do not include any allocation of opening costs, field supervision and corporate support expense, non-cash items such as depreciation, amortization, equity-related compensation expense, and income taxes, and do not represent a targeted return on our common stock. There can be no assurance that any new restaurant opened will have similar operating results to those of established restaurants and actual results will usually differ from targeted results and differences may be material. We generally target our new restaurants to achieve average annual sales at maturity of $4.5 million to $5.5 million, and we generally target an average "four wall" estimated operating cash flow margin in the range of 17% to 20% at maturity, after all occupancy expenses.

It is common in the casual dining industry for many new locations to initially open with sales volumes well in excess of their sustainable run-rate levels. This initial "honeymoon" sales period may take up to five years until a new restaurant's sales eventually settle at a more predictable and sustainable level. Additionally, all of our new restaurants usually require several months or longer after opening to reach their targeted restaurant-level operating margin due to cost of sales and labor inefficiencies commonly associated with more complex casual dining restaurants.

RESTAURANT OPENING EXPENSES

Restaurant opening expenses (also referred to as "preopening" expenses) include incremental out-of-pocket costs that are directly related to the openings of new restaurants that may not be capitalized. As a result of the more complex operational nature of our "casual plus" restaurant concept compared to that of a typical casual dining chain restaurant, the preopening process for our new restaurants is more extensive, time consuming and costly. The preopening expense for one of our restaurants usually includes costs to compensate an average of six to eight restaurant management employees prior to opening; costs to recruit and train an average of 150 hourly restaurant employees; wages, travel and lodging costs for our opening training team and other support employees; costs to practice service activities; and straight-line minimum base rent during the construction and in-restaurant training period.

Our preopening expense averaged approximately $0.4 million per new restaurant in fiscal 2019. We usually incur the most significant portion of direct preopening costs within the two-month period immediately preceding and during the first month of a restaurant's opening. Preopening costs can fluctuate significantly from period to period, based on the number and timing of restaurant openings and the specific preopening costs incurred for each restaurant. We expense preopening costs as incurred in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP").

BREWING OPERATIONS

Our internal brewing operations originated in 1996 with the opening of the first large format location in Brea, California, which included our first on-site brewing operation. We currently have five restaurants with brewpub operations and two other brewpub locations around the country. We also utilize qualified independent third party brewers to produce our beer, using our proprietary recipes. Additionally, our on-site and independent third party brewing operations analyze each batch of BJ's branded beer in internal laboratories and periodically send samples to an independent laboratory for quality control testing purposes. Our brewing operations are typically staffed with a head brewer and assistant brewers, who report to a brewing director. Production planning and quality control are monitored by our corporate brewing operations department which is led by our Senior Vice President of Brewing Operations.

We currently believe that a combination of internal brewing and larger-scale independent third party brewing represents the optimal production method for our craft beers as we continue the national expansion of our restaurants. During fiscal 2019, we internally brewed approximately 50% of our branded craft beers, with approximately 55% of this amount brewed in our Temple, Texas brewpub locations. This approach allows us to get the benefits provided by brewing beer in larger batches, yet also provides us the flexibility to allow our brewing operations to focus on specialty, seasonal and research and development beers. We also produce our proprietary non-alcoholic craft sodas that are sold in our restaurants. Our craft sodas include root beer, ginger beer, cream, orange and black cherry soda.

MARKETING AND ADVERTISING

We believe that the most effective method, over the long run, to protect and enhance our customer visit frequency is to spend our marketing dollars on the plate and provide better food quality, service and facilities for our customers. However, due to sluggish retail sales growth coupled with the maturation of the casual dining segment of the restaurant industry, we have been prudently increasing our marketing expenditures to improve awareness and brand equity in the markets where we operate. Our marketing spend generally takes the form of limited television for those markets in which we have enough restaurant penetration as well as print, radio, digital and social media programs. We also utilize our loyalty program, BJ's Premier Rewards Plus®, to engage with our customers and monitor their frequency and purchasing behavior.

Our marketing related expenditures were approximately 2.2% of revenues for fiscal 2019 and 2018, and 2.0%, of revenues for fiscal 2017. We expect our marketing expenditures in 2020 to be 2% to 3% of our revenues. However, depending on the current operating conditions for casual dining restaurants, we may decide to increase or decrease our marketing expenditures from our current expectations.

CHARITABLE ACTIVITIES

At BJ's we believe it is important to give back to the communities we serve and to do more good things for more people. In fiscal 2006, we started the BJ's Restaurants Foundation (the "Foundation"), a 501(c)(3) qualified non-profit charitable organization, which is principally dedicated to supporting charities benefiting children's healthcare and education, with a primary focus on the Cystic Fibrosis Foundation ("CFF"). Our Chairman of the Board of Directors and four of our current executive officers currently serve on the Foundation's seven-person Board of Directors. Our commitment to supporting humanitarian causes is exemplified by our "Cookies for Kids" program, which was created in 1998 and continues to be the heart of BJ's continued financial support of CFF, to which millions of dollars have been donated throughout the years. In addition, we arrange for the collection and donation of other funds to CFF through our restaurant preopening training programs. These programs, combined with other programs administered by the Foundation, resulted in the donation of approximately $0.4 million to CFF during each of the last three fiscal years.

We also focus on supporting our local communities by providing food and other resources for many worthwhile charitable causes and events through a program called Team Action to Support Communities ("TASC Force"). The TASC Force program recognizes and supports the volunteer efforts of our restaurant employees across the country as they help to give back to the communities in which our restaurants do business. Our restaurant employees volunteer to support community events such as helping to paint a house for needy seniors, assisting in community clean-up campaigns, working at community blood drives, helping with Special Olympics programs, building houses with Habitat for Humanity, supporting local food banks, or volunteering at marathons and other charitable fundraisers. Our TASC Force program has been honored and recognized twice as the recipient of the California Restaurant Association's Restaurant Neighbor Award, the most community-minded large restaurant chain in the state. We have also received the prestigious Restaurant Neighbor Award in the large business category from the National Restaurant Association.

INFORMATION SYSTEMS

We believe it is extremely important to provide our operators with state of the art, secure technology so that they can better serve our customers and our employees in a productive and efficient manner. These technologies include an automated kitchen display system ("KDS") and bar display system ("BDS"), a web-based labor scheduling and productivity analyzer system, a theoretical food cost system, an automated front desk table management system and handheld server tablets. Each of these systems is integrated into our Point of Sale ("POS") system which is used to record sales transactions, send menu orders to our kitchen, batch and transmit credit card transactions, record employee time clock information and produce a variety of management reports. Our KDS is an automated routing and cooking station balancing system which improves cooking station productivity, synchronizes order completion, provides valuable ticket time and cooking time data, and allows for more efficient levels of labor without sacrificing quality. Our BDS is an automated routing and beverage station balancing system which improves beverage station productivity by further leveraging our automation capability. Additionally, our web-based labor scheduling and productivity analyzer automates aspects of labor scheduling for the managers and employees and produces a number of real-time key performance indicators and productivity reports for our management team, including controls and alerts to assist in complying with federal, state and local labor laws. Our theoretical food cost system and automated food prep system allow us to better measure product yields in our kitchens and help reduce kitchen errors and eliminate excessive waste. Our automated front desk table management system helps us to better optimize the overall seating efficiencies and "table turns" in our restaurants. We also utilize a centralized accounting and human resources system that collects data from our restaurants in order to produce operational and scorecard reporting as well as a data center technology services with cloud based technologies to provide scalability and bursting capabilities which support growth and enable rapid technology deployments. Our electronic human resources workflow solution streamlines and expedites the process of onboarding new employees, while insuring accuracy and facilitating the collection of richer data. In 2020, we will be implementing a new human capital management system, which we expect to further enhance and improve our current capabilities. Our tablet-based inventory technology streamlines our inventory counting process while insuring accuracy. Our BJ's mobile application, which allows our customers to use their smartphones to order ahead, add their name to our waitlist, pay at the table and manage their loyalty account, among other things, has been well received by our customers. We will continue to develop restaurant and support technologies that help improve the customer experience, employee effectiveness and satisfaction, financial management and cost control. All new technology is thoroughly tested before any company-wide rollout is implemented.

SUPPLY CHAIN MANAGEMENT

Our supply chain department, working together with our culinary, marketing and operations teams, is responsible for the selection and procurement of all of the food ingredients, beverages, products and supplies for our restaurants and brewing operations. Specifications are mandated by the supply chain department in order to consistently maintain the highest quality ingredients and operational materials. Our goal is to obtain the highest quality menu ingredients, products and supplies from reliable sources at competitive prices. In order to maximize operating efficiencies between the purchase and usage, each restaurant's Executive Kitchen Manager determines daily usage requirements for food ingredients, products and supplies for their restaurant and places all orders with vendors approved by our supply chain department. Our Executive Kitchen Managers also inspect our deliveries to ensure that the items received meet our quality specifications and negotiated prices. For many of our menu ingredients, we have arranged for acceptable alternative manufacturers, vendors, growers and shippers in order to reduce risk in our supply chain. In addition to procuring food ingredients, beverages, products and supplies for our restaurants and brewing operations, the supply chain department also manages the procurement agreements in the areas of energy, transportation and general corporate services.

Where economically feasible and possible, we attempt to negotiate contracts for key commodities used in the preparation of our food and beverage offerings, based on our expected requirements for each fiscal year. If our attempts are successful, most of our contracts typically range in duration from three to twelve months. Although we currently do not directly engage in future contracts or other financial risk management strategies with respect to potential commodity cost fluctuations, from time to time we may opportunistically request that our suppliers consider doing so to help minimize the impact of potential cost fluctuations. Suppliers will typically pass the cost of such strategies along to us, either directly or indirectly.

We use Distribution Market Advantage ("DMA"), a consortium of large, regional food distributors located throughout the United States to deliver the majority of our food products to our restaurants. In July 2017, after conducting a market evaluation, we entered into a new five-year agreement with DMA. The agreement expires in June 2020 and automatically renews for two successive one-year periods (effectively expiring June 2022), unless either party provides a non-renewal notice 90 days prior to the end of each contract year. In October of 2019, DMA provided notice of non-renewal resulting in the current program expiring on June 30, 2020. We are currently soliciting proposals from DMA and other national distribution companies that are highly capable of servicing our needs.

Jacmar Foodservice Distribution is a member of DMA and is the primary distributor of food and operating supplies for our California and Nevada restaurants. See Note 13 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K for more information regarding this related party. We have a non-exclusive contract with DMA on terms and conditions that we believe are consistent with those made available to similarly situated restaurant companies.

We have an agreement with the largest nationwide foodservice distributor of fresh produce in the United States to service most of our restaurants and, where licensed, to distribute our proprietary craft beer to our restaurants. This distributor currently delivers our proprietary craft beer to approximately 50% of our restaurants.

COMPETITION

The domestic restaurant industry is highly competitive and generally considered to be mature. There are a substantial number of casual dining, fast casual and quick service restaurant chains and other food and beverage service operations, that compete both directly and indirectly with us in every respect, including food quality and service, the price-value relationship, beer quality and selection, atmosphere, suitable sites for new restaurants and for qualified personnel to operate our restaurants, among other factors. We also compete within each of our trade areas with locally-owned restaurants. We face growing competition as a result of the trend toward convergence in grocery, deli and restaurant services, particularly in the supermarket industry which offers "convenient meals" in the form of improved entrées and side dishes.

Our restaurant concept is a relatively small "varied menu" casual dining competitor when compared to the mature "mass market" chains, with 62 of our restaurants currently located in one state - California. Our overall brand awareness and competitive presence in states outside of California is not as significant as that of our major casual dining chain competitors. Many competitors with similar concepts to ours have been in business longer than we have, have greater consumer awareness, and often have substantially greater capital, marketing and human resources.

We believe, however, that our ability to offer higher quality food and beverages at moderate prices with superior service in a distinctive dining environment provides us with the opportunity to capture additional market share in the casual dining segment.

FOOD QUALITY AND SAFETY

Our revenues can be substantially affected by adverse publicity resulting from food quality, illness, or health concerns stemming from incidents occurring at our restaurants as well as incidents that may occur at our competitors' restaurants. In addition, our revenues can be affected by illness or health concerns stemming from incidents occurring at our suppliers or competing suppliers. We attempt to manage risks of this nature by leveraging food quality and safety controls throughout our supply chain and internal training programs. While we believe that our internal policies and procedures for food safety and sanitation are thorough, the risk of food-borne illness cannot be completely eliminated, and incidents at other restaurant chains or in the food supply chain may affect our restaurants even if our restaurants are not implicated in a food safety concern.

We are committed to serving safe, high quality food. Our food quality and safety teams strive to ensure compliance with our food safety programs and practices, components of which include:

- Partnering with suppliers to improve food safety processes and technology
- Food safety training for all new employees
- Advanced food safety training for management trainees
- Manager food safety certifications
- Several layers of audits and inspections:
    - 12 unannounced audits per year by an independent third party auditing company
    - BJ's internal Quality Assurance team audits
    - Operation's team food safety audits
    - Regulatory inspections
- Daily food safety checks based on Hazard Analysis and Critical Control Points ("HACCP") principles
- Utilization of technology to manage food safety risks

RELATED PARTY TRANSACTIONS

James Dal Pozzo, the Chairman of the Board of the Jacmar Companies ("Jacmar"), is a member of our Board of Directors. Jacmar, through its affiliation with DMA, a consortium of large, regional food distributors located throughout the United States, is currently our largest distributor of food, beverage, paper products and supplies. In 2006, we began using DMA to deliver the majority of our food products to our restaurants. In July 2017, after conducting a market evaluation, we entered into a new five-year agreement with DMA. The agreement expires in June 2020 and automatically renews for two successive one-year periods (effectively expiring June 2022), unless either party provides a non-renewal notice 90 days prior to the end of each contract year. In October of 2019, DMA provided notice of non-renewal resulting in the current program expiring on June 30, 2020. We are currently soliciting proposals from DMA and other national distribution companies that are highly capable of servicing our needs.

Jacmar services our restaurants in California and Nevada, while other DMA distributors service our restaurants in all other states. Under the terms of our agreement with DMA, Jacmar is required to sell products to us at the same prices as the other DMA distributors. Jacmar does not provide us with any produce, liquor, wine or beer products, all of which are provided by other third party vendors and are included in "Cost of sales" on our Consolidated Statements of Income. See Note 13 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K for more information on related party transactions.

GOVERNMENT REGULATIONS

We are subject to various federal, state and local laws, rules and regulations that affect our business. Each of our restaurants is subject to licensing and regulation by a number of governmental authorities, which may include alcoholic beverage control, labor/equal employment, building, land use, health, safety and fire agencies, and environmental regulations in the state or municipality in which the restaurant is located. Difficulties obtaining or maintaining the required licenses or approvals could delay or prevent the development of a new restaurant in a particular area or could adversely affect the operation of an existing restaurant. We believe, however, that we are in compliance in all material respects with all relevant laws, rules, and regulations. We have never experienced abnormal difficulties or delays in obtaining the licenses or approvals required to open a new restaurant or in continuing the operation of an existing restaurant.

Alcoholic beverage control regulations require each of our restaurants to apply to a federal and state authority and, in certain locations, municipal authorities for a license and permit to sell alcoholic beverages on and off premises. Typically, licenses must be renewed annually and may be revoked or suspended for cause by such authority at any time. Alcoholic beverage control regulations impact numerous aspects of the daily operations of our restaurants, including the minimum age of patrons and employees, hours of operation, advertising, wholesale purchasing, inventory control and handling, and storage and dispensing of alcoholic beverages.

Our restaurants and brewing operations are subject to "tied house" laws and the "three tier system" of beverage alcohol distribution, which were introduced by various states after the repeal of Prohibition. These laws generally prohibit brewers from holding an interest in retail licenses and require manufacturers, distributors and retailers to remain separate “tiers.” Over the last 25 years, “brewpubs,” which are both retailers and onsite brewers, have been authorized by law in most states through specific exceptions to these laws. These exceptions are unique to each state and do not mirror one another. However, brewpubs are generally licensed as retailers and do not have the same privileges as microbreweries, and the privileges of, and restrictions imposed on, brewpubs vary from state to state. These restrictions sometimes prevent us from operating both brewpubs and restaurants in some states. We believe that we are currently in compliance with the brewpub regulations in the states where we hold such licenses. However, there is some risk that a state’s brewpub regulations or the interpretation of these regulations may change in a way that could impact our current model of brewing beer and/or supplying beer to our restaurants in that state. We apply for our alcoholic beverage licenses with the advice of outside legal and licensing counsel and consultants. Even after the issuance of these licenses, our operations could be subject to differing interpretations of the “tied house” laws and the requirements of the “three tier system” of beverage alcohol distribution in any jurisdiction that we conduct business. Additionally, the failure to receive or retain, or a delay in obtaining, a liquor license in a particular location could adversely affect our ability to obtain such a license elsewhere.

We are subject to “dram-shop” statutes in California and other states in which we operate. Those statutes generally provide a person who has been injured by an intoxicated person the right to recover damages from an establishment that has wrongfully served alcoholic beverages to such person. We carry liquor liability coverage, as part of our existing comprehensive general liability insurance, which we believe is consistent with the coverage carried by other entities in the restaurant industry and would help protect us from exposure created by possible claims. Even though we carry liquor liability insurance, a judgment against us under a dram-shop statute in excess of our liability coverage could have a materially adverse effect on us. Regardless of whether any claims against us are valid or whether we are liable, claims may also be expensive to defend and may divert management’s time and our financial resources away from our operations. We may also be adversely affected by publicity resulting from such claims.

Various federal and state labor laws, along with rules and regulations, govern our relationship with our employees, including such matters as minimum wage, overtime, tip credits, health insurance, working conditions, safety and work eligibility requirements. Significant additional governmental mandates, such as an increased minimum wage, a change in the laws governing exempt employees, an increase in paid time off or leaves of absence, mandates on health benefits and insurance or increased tax reporting and payment requirements for employees who receive gratuities, could negatively impact our restaurants’ profitability. We are also subject to the regulations of the Immigration and Customs Enforcement (“ICE”) branch of the United States Department of Homeland Security. In addition, some states in which we operate have adopted immigration employment protection laws. Even if we operate our restaurants in strict compliance with ICE and state requirements, some of our employees may not meet federal work eligibility or residency requirements, despite our efforts and without our knowledge, which could lead to a disruption in our work force. Additionally, our suppliers may also be affected by various federal and state labor laws which could result in supply disruptions for our various goods and services or higher costs for goods and services supplied to us.

We are also subject to various laws and proposals regarding regulations relating to nutritional content, nutritional labeling, product safety and menu labeling.

We are subject to federal and state environmental regulations. Various laws concerning the handling, storage, and disposal of hazardous materials, such as cleaning solvents, and the operation of restaurants and brewpubs in environmentally sensitive locations may impact aspects of our operations.

Our facilities must comply with the applicable requirements of the Americans With Disabilities Act of 1990 (“ADA”) and related state statutes. The ADA prohibits discrimination on the basis of disability with respect to public accommodations and employment. Under the ADA and related state laws, when constructing new restaurants or undertaking significant remodeling of existing restaurants, we must make them readily accessible to disabled persons. We must also make reasonable accommodations for the employment of disabled persons.

We have a significant number of hourly restaurant employees who receive income from gratuities. We have elected to voluntarily participate in a Tip Reporting Alternative Commitment (“TRAC”) agreement with the Internal Revenue Service. By complying with the educational and other requirements of the TRAC agreement, we reduce the likelihood of potential employer-only FICA assessments for unreported or under reported tips.

EMPLOYEES

On February 24, 2020, we employed approximately 22,500 employees at our 209 restaurants. Most of our employees in our restaurant operations provide their services on a part-time basis, as defined by the Affordable Care Act. We also employed approximately 225 employees at our restaurant support center and in our field supervision organization. We believe that we maintain favorable relations with our employees. Currently, no unions or collective bargaining arrangements are in place at our Company.

INSURANCE

We maintain comprehensive insurance coverage, including, but not limited to, property, casualty, directors and officers liability and network privacy security liability, with coverage and limits we believe are currently appropriate for our operations. We retain a substantial portion of our workers' compensation and general liability costs through self-insured retentions and large deductibles. There is no assurance that any insurance coverage maintained by us will be adequate or that we will not experience claims in excess of our coverage limits; that we can continue to obtain and maintain such insurance at all; or that our premium costs will not rise to an extent that they will adversely affect our ability to economically obtain or maintain such insurance. We carry employment practices insurance, which covers claims involving matters such as harassment, discrimination, and wrongful termination; however, it excludes wage and hour claims and other matters. A settlement or judgment against us in excess of, or outside of, our coverage limitations could have a material adverse effect on our results of operations, liquidity, financial position and business. See "Limitations in our insurance coverage or rising insurance costs could adversely affect our business or financial condition in certain circumstances" in "Risk Factors" contained in Part I, Item 1A of this Annual Report on Form 10-K.

TRADEMARKS AND COPYRIGHTS

We believe that our trademarks, service marks and other proprietary rights have significant value and are important to our brand-building effort and the marketing of our restaurant concept. Our domestically-registered trademarks and service marks include, among others, our stylized logos displaying the name "BJ's" for restaurant services, restaurant and bar services, on-line ordering and take-out restaurant services and the word mark "BJ's" for restaurant and bar services, take-out and carry-out restaurant services. We have also registered with the United States Patent and Trademark Office many of our standard and seasonal beer logos and names, as well as many of our signature menu item names including "Great White" and "Sweet Pig" for our proprietary pizzas, "Pizookie" for our proprietary dessert and "Enlightened Entrees," "Craft Matters" and "Wow, I Love This Place" for our branding. We have registered our BJ's logo mark in a number of foreign countries. Additional domestic and foreign trademark applications are pending. We have also registered our ownership of the internet domain name "www.bjsrestaurants.com" and other internet domain names. We have in the past protected, and expect to continue to vigorously protect, our proprietary rights. We cannot predict whether steps taken by us to protect our proprietary rights will be adequate to prevent misappropriation of these rights or the use by others of restaurant features based upon, or otherwise similar to, our concept and products. There may be other restaurants, retailers and/or businesses that also use the letters "BJ's" in some form or fashion throughout the United States and abroad. It may be difficult for us to prevent others from copying elements of our concept. Any litigation undertaken to enforce our rights will likely be costly. In addition, we may face claims of misappropriation or infringement of third parties' trademarks, patents or other intellectual property rights. Defending these claims may be costly and, if unsuccessful, may prevent us from continuing to use certain intellectual property rights or information in the future and may result in a judgment or monetary damages.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following table sets forth certain information concerning our executive officers and other members of the senior leadership team as of February 24, 2020:

Name	Age	Position
Gregory A. Trojan	60	Chief Executive Officer and Director
Gregory S. Levin	52	President, Chief Financial Officer and Secretary
Gregory S. Lynds	58	Executive Vice President and Chief Development Officer
Lon F. Ledwith	62	Executive Vice President, Operations
Kevin E. Mayer	50	Executive Vice President and Chief Marketing Officer
Kendra D. Miller	45	Executive Vice President, General Counsel and Assistant Secretary
Brian S. Krakower	49	Senior Vice President and Chief Information Officer

GREGORY A. TROJAN has served as a member of the Company's Board of Directors since December 2012 and as our Chief Executive Officer since February 2013. Mr. Trojan also served as our President from December 2012 until January 2018, when Mr. Levin was promoted to President. Prior to joining the Company, Mr. Trojan was employed by Guitar Center, Inc., a leading retailer of musical instrument products, where he served as President, Chief Executive Officer and Director from November 2010 to November 2012 and as President, Chief Operating Officer and Director from October 2007 to November 2010. From 1998 to 2006, Mr. Trojan served as Chief Executive Officer of House of Blues Entertainment, Inc., an operator of restaurant and music venues, concerts and media properties, having served as President from 1996 to 1998. Prior to that, he held various positions with PepsiCo from 1990 to 1996, including service as an executive officer and eventually as Chief Executive Officer of California Pizza Kitchen, Inc., when it was owned by PepsiCo. Earlier in his career, Mr. Trojan was a consultant at Bain & Company, the Wharton Small Business Development Center and Arthur Andersen & Company. Mr. Trojan served on the Board of Directors at Oakley Inc. from June 2005 to November 2007 and Domino's Pizza, Inc. from March 2010 to November 2017.

GREGORY S. LEVIN has served as our President, Chief Financial Officer and Secretary since January 2018. He previously served as our Executive Vice President, Chief Financial Officer and Secretary from June 2008 to December 2017, as our Executive Vice President and Chief Financial Officer from October 2007 to May 2008, and as Chief Financial Officer from September 2005 to September 2007. From February 2004 to August 2005, Mr. Levin served as Chief Financial Officer and Secretary of SB Restaurant Company, a privately held company that operated the Elephant Bar Restaurants. From 1996 to 2004, Mr. Levin was employed by California Pizza Kitchen, Inc., operator and licensor of casual dining restaurants, with his last position as Vice President, Chief Financial Officer and Secretary. Earlier in his career, he served as an audit manager with Ernst & Young LLP.

GREGORY S. LYNDS has served as our Chief Development Officer since July 2003 and was promoted to Executive Vice President in October 2007. Prior to joining the Company, Mr. Lynds served as a Director of Real Estate for Darden Restaurants, Inc., the largest casual dining company in America. Prior to joining Darden, Mr. Lynds served as Vice President of Real Estate and Development for Wilshire Restaurant Group (Marie Callender's and East Side Mario's) and was a partner responsible for expanding the Mimi's Café brand.

LON F. LEDWITH has served as our Executive Vice President of Operations since April 2015. Prior to this responsibility, he served as our Senior Vice President of Operations Talent Development from January 2010 to March 2015, as our Senior Vice President of Restaurant Operations from April 2006 to December 2009, and as Vice President of Operations from February 2004 to March 2006. From July 1981 to November 2003, Mr. Ledwith was employed by Brinker International, Inc., where his last position was Regional Vice President of the Chili's Grill & Bar concept.

KEVIN E. MAYER has served as our Executive Vice President and Chief Marketing Officer since July 2014. Prior to joining the Company, Mr. Mayer was employed by Volkswagen of America, the U.S. subsidiary of the second largest global auto brand, Volkswagen AG, where he served as Vice President of Marketing from June 2012 to December 2013. From October 2010 to June 2012, Mr. Mayer was employed by General Motors and served as their Director of Global Advertising and Promotions for Chevrolet. Prior to that, Mr. Mayer served as the Director of Marketing Communications for Subaru of America from March 2007 to October 2010. Early in his career, Mr. Mayer served in a variety of agency and client-side leadership roles, such as Grey Advertising.

KENDRA D. MILLER has served as our Executive Vice President, General Counsel and Assistant Secretary since January 2019. Ms. Miller previously served as Senior Vice President, General Counsel and Assistant Secretary from March 2011 to December 2018. From August 2008 to February 2011, Ms. Miller practiced law as a partner at the international law firm of Crowell & Moring LLP in Irvine, California. From January 2001 to August 2008, she was employed by Carlton, DiSante & Freudenberger LLP, where she became a partner in January 2008. From September 1999 to December 2000, she practiced law at Paul, Hastings, Janofsky & Walker LLP in Los Angeles, California. In her private practice, she litigated on behalf of and counseled numerous restaurant chains on employment law and business matters.

BRIAN S. KRAKOWER has served as our Senior Vice President and Chief Information Officer since February 2013. Prior to joining the Company, Mr. Krakower served as Chief Technology Officer for Restaurant Revolution Technologies, a restaurant order management technology solutions company. From 2007 to 2012, Mr. Krakower was employed by California Pizza Kitchen, Inc., operator and licensor of casual dining restaurants, where his last position was Vice President of Information Technology. From 2003 to 2007, Mr. Krakower served as Senior Director of Information Technology - Corporate Systems for The Cheesecake Factory Incorporated, a publicly held operator of upscale casual dining restaurants. Prior to that, Mr. Krakower was employed by House of Blues Entertainment, Inc., an operator of restaurant and music venues, concerts and media properties, where he served as its Senior Director of Information Systems & Technology from 1997 to 2003.

ITEM 1A. RISK FACTORS

The risk factors presented below may affect our future operating results, financial position and cash flows. The risks described in this Item 1A and other sections of this Annual Report on Form 10-K are not exhaustive and are not the only risks we may ever face in our business. We operate in a very competitive and rapidly changing environment. New risks and uncertainties arise from time to time, and we cannot predict those events or how they may affect us. There may be other risks and uncertainties that are not currently known or that are currently deemed by us to be immaterial. However, they may ultimately adversely affect our business, financial condition and/or operating results. In addition to the risk factors presented below, changes in general economic conditions, credit markets, consumer tastes, discretionary spending patterns, demographic trends, and consumer confidence in the economy, all of which affect consumer behavior and spending for restaurant dining occasions, may have a material impact on us.

Failure to maintain a favorable image, credibility and the value of the BJ's brand and our reputation for offering customers a higher quality more differentiated total dining experience at a good value may adversely affect our business.

The successful operation of the BJ's restaurant concept and the execution of our national expansion plan are highly dependent upon BJ's ability to remain relevant to consumers and a brand they trust. We believe that we have built a strong reputation for quality and our differentiated BJ's menu and beverage offerings are integral components of the total dining experience that customers enjoy in our restaurants. We believe that we must continue to protect, enhance and evolve the BJ's brand to continue to be successful in the future. Any incident that erodes consumer trust in or affinity for the BJ's brand may significantly reduce its value. If consumers perceive or experience any reduction in our food or beverage quality, service or facility ambiance, or in any way believe we failed to deliver a consistently positive dining experience, the value of the BJ's brand and our entire Company may be impaired. We may also need to evolve the BJ's restaurant concept in order to compete with popular new restaurant formats or concepts that emerge from time to time, and we cannot provide any assurance that we will be successful in doing so, or that any changes we make to our concept in response will be successful or not adversely affect our profitability. In addition, with the increasing prevalence of food-away-from-home at fast casual restaurants, single-serve operations, quick-service restaurants and certain grocery operations, combined with the continuing pressure on consumer discretionary spending for restaurant occasions, consumers may choose less expensive alternatives to BJ's which may also negatively affect customer traffic at our restaurants.

In addition, our ability to successfully develop new restaurants in new markets may be adversely affected by a lack of awareness or acceptance of our brand in these new markets. To the extent that we are unable to foster name recognition and affinity for our brand in new markets, our new restaurants may not perform as expected and our growth may be significantly delayed or impaired.

Any inability or failure to recognize, respond to and effectively manage the accelerated impact of social media may adversely affect our business.

There has been a significant increase in the use of social media and similar platforms, including weblogs (blogs), social media websites and other forms of Internet-based communications which allow individuals' access to a broad audience of consumers and other interested persons. Consumers value readily available information concerning goods and services that they have or plan to purchase, and may act on such information without further investigation or authentication. The availability of information on social media platforms is virtually immediate as is its impact. Many social media platforms immediately publish the content their subscribers and participant's post, often without filters or checks on accuracy of the content posted. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning our Company may be posted on such platforms at any time. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate without affording us an opportunity for redress or correction. Such platforms also may be used for dissemination of trade secret information, compromising valuable company assets. In summary, the dissemination of information online may harm our business, prospects, financial condition and results of operations, regardless of the information's accuracy. The inappropriate use of social media vehicles by our customers or employees could increase our costs, lead to litigation or result in negative publicity that could damage our reputation.

As part of our marketing efforts, we use a variety of digital platforms including search engines, mobile, online videos and social media platforms such as Facebook®, Twitter® and Instagram® to attract and retain customers. We also test new technology platforms to improve our level of digital engagement with our customers and employees to help strengthen our marketing and related consumer analytics capabilities. These initiatives may not prove to be successful and may result in expenses incurred without the benefit of higher revenues or increased engagement. Our brand could also be confused with brands that have similar names, including but not limited to brands such as BJ's Wholesale Club and other unaffiliated restaurants that use "BJ's" in their names. As a result, our brand value may be adversely affected by any negative publicity related to others that use "BJ's" in their brand names. We have registered certain trademarks and service marks in the United States and foreign jurisdictions. However, we are aware of names and marks identical or similar to our service marks being used from time to time by other persons. Although our policy is to oppose any such infringement, further or unknown unauthorized uses or other misappropriation of our trademarks or service marks may diminish the value of our brands and adversely affect our business.

Any deterioration in general economic conditions may affect consumer spending and adversely affect our revenues, operating results and liquidity.

Any decrease in customer traffic or the average expenditure per customer will negatively impact our financial results, since reduced sales result in the deleveraging of the fixed and semi-fixed costs in our operations and thereby cause downward pressure on our operating profits and margins. There is also a risk that if negative economic conditions persist for a long period of time or worsen, consumers may make long-lasting changes to their discretionary purchasing behavior, including less frequent discretionary purchases on a more permanent basis.

The above factors may also impose practical limits on our menu price increases. From time to time, we may announce that we intend to take price increases on selected menu items in order to offset increased operating expenses. However, we cannot provide assurance that menu price increases will not deter customers from visiting our restaurants, reduce the frequency of their visits or affect their purchasing decisions.

Any deterioration in general economic conditions, which may have a material adverse impact on our landlords or on businesses neighboring our locations, may adversely affect our revenues and results of operations.

Any deterioration in general economic conditions may result in our landlords being unable to obtain financing or remain in good standing under their existing financing arrangements which may result in their failure to satisfy obligations to us under leases, including failures to fund or reimburse agreed-upon tenant improvement allowances. Any such failure may adversely impact our operations.

In addition, if our landlords are unable to obtain sufficient credit to continue to properly manage their retail centers, we may experience a drop in the level of quality of such centers where we operate restaurants. Our future development of new restaurants may also be adversely affected by the negative financial situation of developers and potential landlords. Landlords may try to delay or cancel recent development projects (as well as renovations of existing projects) which may reduce the number of appropriate locations available that we would consider for our new restaurants. Furthermore, the failure of landlords to obtain licenses or permits for development projects on a timely basis, which is beyond our control, may negatively impact our ability to implement our development plan.

Our restaurants are generally located in or around high traffic retail developments with nationally recognized co-tenants, which help increase overall customer traffic into those retail developments. Some of our co-tenants have ceased or may cease operations in the future or have deferred openings or fail to open in a retail development after committing to do so. These failures may lead to reduced customer traffic and a general deterioration in the surrounding retail centers in which our restaurants are located and may contribute to lower customer traffic at our restaurants. If these retail developments experience high vacancy rates, we may experience decreases in customer traffic. A decrease in customer traffic may adversely affect our results of operations.

Changes in consumer buying patterns, particularly e-commerce sites and off premise sales affect our revenues, operating results and liquidity.

Our restaurants are primarily located near high consumer activity areas such as regional malls, lifestyle centers, “big box” shopping centers and entertainment centers. We depend in large part on a high volume of visitors to these centers to attract customers to our restaurants. E-commerce or online shopping continues to increase and negatively impact consumer traffic at traditional “brick and mortar” retail sites located in regional malls, lifestyle centers, “big box” shopping centers and entertainment centers. A decline in visitors to these centers near our restaurants may negatively affect our sales. Additionally, e-commerce or online shopping has caused some “brick and mortar” retail sites to cease operations, and it may continue to cause future “brick and mortar” retail sites to cease operations. These closures of traditional “brick and mortar” retail sites may lead to reduced customer traffic and a general deterioration in the surrounding retail centers in which our restaurants are located and may contribute to lower customer traffic at our restaurants.

In the last several years, off premise sales, specifically delivery, have increased due to consumer demand for convenience. While we plan to continue to invest in the growth of our off premise sales, there can be no guarantee that we will be able to increase our off premise sales. Off premise sales could also cannibalize dine in sales, or our systems and procedures may not be sufficient to handle off premise sales, which require additional investments in technology or people. Additionally, a large percentage of delivery from our restaurants is through third party delivery companies. These third party delivery companies require us to pay them a commission, which lower our profit margin on those sales; however, we believe that the majority of such sales are incremental. Any bad press, whether true or not, regarding third party delivery companies or their business model may negatively impact our sales. If these third party delivery companies cease doing business with us, or cannot make their scheduled deliveries, or do not continue their relationship with us on favorable terms, it will have a negative impact on sales or result in increased third party delivery fees.

Any inability or failure to successfully expand our restaurant operations may adversely affect our growth rate and results of operations.

A critical factor in our future success is our ability to expand our restaurant operations successfully, which will depend in large part on our ability to open new restaurants in a profitable manner. We anticipate that our new restaurants will generally take several months or even longer to reach targeted productivity levels due to the inefficiencies typically associated with new restaurants, including lack of initial market and consumer awareness, the need to hire and train sufficient management and restaurant personnel and other factors. The opening of new restaurants can also have either an expected or an unintended effect on the sales levels at existing restaurants. We cannot guarantee that any restaurant we open will obtain operating results similar to those of our existing restaurants. If we are unable to open and operate new restaurants successfully, our growth rate and our results of operations will be adversely affected. Our expansion plans may also be impacted by the delay or cancellation of potential new sites by developers and landlords, which may become more common as a result of economic deterioration or tightening credit markets.

We intend to open new restaurants in both established and new markets. Opening new restaurants in established markets generally provides some advantages in the form of stronger levels of initial consumer awareness, trial and usage, as well as greater leverage of certain supply chain and field supervision resources. On the other hand, there is a risk that a portion of the sales of existing restaurants in the market may transfer to newly opened restaurants in the same market, resulting in negative pressure on our overall comparable restaurant sales metric. While we do not generally select locations for our new restaurants where we believe that a significant sales transfer will likely occur, some unexpected sales transfer may inadvertently occur.

Some of our new restaurants are planned for new markets where we have little or no operating experience. New markets may have different competitive conditions, consumer tastes and discretionary spending patterns than our existing markets. As a result, new restaurants in those markets may be less successful than restaurants in our existing markets. Consumers in a new market may not be familiar with the BJ's brand. We also may find it more difficult to hire, motivate and retain qualified employees in new markets. Restaurants opened in new markets may also have lower average restaurant sales than restaurants opened in our existing markets, and may have higher construction, occupancy or operating costs than restaurants in existing markets. Sales at restaurants opened in new markets may take longer to achieve margins typical of mature restaurants in existing markets or may never achieve these targeted margins thereby affecting our overall profitability. As we expand into new markets and geographic territories, our operating cost structures may not resemble our experience in existing markets. Because there will initially be fewer restaurants in a given market, our ability to optimally leverage our field supervision, marketing and supply chain resources will be limited for a period of time. Further, our overall new restaurant development and operating costs may increase due to more lengthy geographic distances between restaurants resulting in higher purchasing, preopening, labor, transportation and supervision costs. The performance of restaurants in new markets will often be less predictable.

As part of our ongoing restaurant expansion and growth strategy, we may consider the internal development or acquisition of additional restaurant concepts. We may not be able to internally develop or acquire additional concepts that are as profitable as our existing restaurants. Additionally, growth through acquisitions will also involve additional financial and operational risks.

Any inability to open new restaurants on schedule in accordance with our targeted capacity growth or problems associated with securing suitable restaurant locations, leases and licenses, recruiting and training qualified managers and hourly employees and other factors, some of which are beyond our control and difficult to forecast accurately may adversely affect our operations.

In order to achieve our targeted capacity rate of new restaurant growth, we must identify suitable restaurant locations and successfully negotiate and finalize the terms of restaurant leases at a number of these locations. Due in part to the unique nature of each proposed restaurant location, we cannot predict the timing or ultimate success of our site selection process or these lease negotiations. Delays encountered in negotiating, or our inability to finalize to our satisfaction, the terms of a restaurant lease may delay our actual rate of new restaurant growth and cause a significant variance from our targeted capacity growth rate. In addition, our scheduled rate of new restaurant openings may be adversely affected by other factors, some of which are beyond our control, including the following:

- the availability and cost of suitable restaurant locations for development;
- our ability to compete successfully for suitable restaurant locations;
- the availability of adequate financing;
- the timing of delivery of leased premises from our landlords so we can commence our build-out construction activities;
- construction and development costs;
- labor shortages or disputes experienced by our landlords or outside contractors, including their ability to manage union activities such as picketing or hand billing which may delay construction and may create adverse publicity for our business and operations;
- any unforeseen engineering or environmental problems with the leased premises;
- our ability to hire, train and retain additional management and restaurant personnel;
- our ability to secure governmental approvals and permits, including liquor licenses;
- our ability to make satisfactory arrangements for the delivery of our proprietary craft beer;
- our ability to successfully promote our new restaurants and compete in the markets in which our new restaurants are located;
- weather conditions or natural disasters; and
- general economic conditions.

Any inability to access sources of capital and or to raise capital in the future may adversely affect our business.

Our ability to successfully grow our business depends, in part, on the availability of adequate capital to finance the development of additional new restaurants and other growth related expenses. Changes in our operating plans, acceleration of our expansion plans, a decision to acquire another restaurant concept, increases or changes in our share repurchase program or dividends, lower than anticipated revenues, unanticipated and/or uncontrollable events in the capital or credit markets that impact our liquidity, lower than anticipated tenant improvement allowances offered by landlords, increased expenses or other events, including those described in this Annual Report on Form 10-K, may cause us to seek additional debt or equity financing on an accelerated basis in the event our cash flow from operations is insufficient. Financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed may adversely affect our growth and other plans, as well as our financial condition. Additional equity financing, if available, may be dilutive to the holders of our common stock and adversely affect the price of our common stock. Debt financing, if available, may involve significant cash payment obligations, covenants and financial ratios that restrict our ability to operate and grow our business, and would cause us to incur additional interest expense and financing costs. In addition, disruptions in the global credit and equity markets, including unanticipated and/or uncontrollable events, may have an adverse effect on our liquidity and our ability to raise additional capital if and when required.

Issuance of additional equity securities without the consent of shareholders may adversely affect our stock price and the rights of existing shareholders.

We are not restricted from issuing additional common stock or preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities. Our Board of Directors is authorized to issue additional shares of common stock and additional classes or series of preferred stock without any action on the part of the shareholders. The Board of Directors also has the discretion, without shareholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over the common stock with respect to dividends or upon the liquidation, or winding up of our business and other terms. If we issue preferred shares in the future that have a preference over our common stock with respect to dividends or upon liquidation, dissolution or winding up, or if we issue preferred shares with voting rights that dilute the voting power of our common stock, the rights of our common shareholders or the market price of our common stock may be adversely affected.

Any failure of our existing or new restaurants to achieve expected results may have a negative impact on our consolidated financial results.

The financial results of our existing restaurants may not be indicative of longer term performance or the potential market acceptance of restaurants in other locations. There can be no assurance that any new restaurant that we open will have similar operating results to those of prior restaurants. Our new restaurants typically take several months, or even longer, to reach targeted levels of productivity due to inefficiencies typically associated with new restaurants. Accordingly, incremental sales from newly-opened restaurants generally do not make a significant contribution to our total operating profits in their initial months of operation. We make certain estimates and projections with regard to individual restaurant operations, as well as our overall performance in connection with our impairment analyses for long-lived assets in accordance with U.S. GAAP. An impairment charge is required when the carrying value of the restaurant exceeds the estimated undiscounted future cash flows of the restaurant, in which case the restaurant assets are written down to estimated fair value. The projection of restaurant future cash flows used in this analysis requires the use of judgment and a number of estimates. If the restaurant’s actual results differ from our estimates, charges to impair the restaurant’s assets may be required. If impairment charges are significant, our results of operations may be adversely affected.

Any strain on our infrastructure and resources due to growth, which may slow down development of new restaurants may adversely affect our ability to manage our existing restaurants.

We plan to continue opening new restaurants and may also consider the internal development or acquisition of additional restaurant concepts in the future. Additionally, we may also evaluate potential joint ventures to supplement our pace of expansion. Our continued expansion will increase demands on our management team, restaurant management systems and resources, financial controls and information systems. These increased demands may adversely affect our ability to open new restaurants and to manage our existing restaurants. If we fail to continue to improve our infrastructure or to manage other factors necessary for us to meet our expansion objectives, our growth rate and operating results may be adversely affected.

Any decision to either reduce or accelerate the pace of openings may positively or adversely affect our comparative financial performance.

Our opening costs continue to be significant and the amount incurred in any single year or quarter is dependent on the number of restaurants expected to be opened during that time period. As such, our decision to either decrease or increase the rate of openings may have a significant impact on our financial performance for the period of time being measured. Therefore, if we decide to reduce our openings, our comparable opening costs will be lower and the short-term effect on our comparative financial performance will be favorable. Conversely, if the rate at which we develop and open new restaurants is increased to higher levels in the future, the resulting increase in opening costs will have an unfavorable short-term impact on our comparative financial performance.

Our recent trends in average restaurant sales or our trends in comparable restaurant sales may not be indicative of future trends or future operating results.

Our recent average restaurant sales and comparable restaurant sales trends may not be indicative of future trends or future operating results. Our ability to operate new restaurants profitably and increase average restaurant sales and comparable restaurant sales will depend on many factors, some of which are beyond our control, including:

- our ability to execute our business strategy effectively;
- our ability to execute productively and efficiently within the "four walls" of each restaurant;
- our menu development and pricing strategy;
- our ability to continue deploying menu, beverage, capital expenditure and technological innovations that have the opportunity to increase customer visit frequency and spending per visit;
- initial sales performance by new restaurants, some of which may be unusually strong and thus difficult to increase further;
- intrusions into our restaurant trade areas by new restaurants operated by competitors;
- the timing of new restaurant openings and related expenses;
- changing demographics, consumer tastes or discretionary spending;
- our ability to develop restaurants in geographic locations that do not compete with or otherwise adversely affect the sales of our existing restaurants;
- overall brand awareness in new markets or existing markets where we may develop new restaurants;
- maturation of the casual dining segment;
- changes in the trade area, retail development or surrounding area in which we operate;
- levels of competition in one or more of our markets; and
- general economic conditions, credit markets and consumer confidence.

We believe that certain of our restaurants operate at or near their effective productive capacities. As a result, we may be unable to grow or maintain comparable restaurant sales at those restaurants, particularly if additional restaurants are opened near the existing locations either by us or by our competitors.

Any failure to drive both short-term and long-term profitable sales growth through continued enhancements to the BJ's restaurant concept and brand, coupled with any slippage in restaurant operational execution, may result in poor financial performance. As part of our business strategy, we intend to drive profitable sales growth by increasing sales at existing restaurants and by opening new restaurants. This strategy involves numerous risks, and we may not be able to achieve our growth objectives. If we are unable to maintain BJ's brand relevance and restaurant operational excellence to achieve sustainable comparable restaurant sales growth, we may have to consider slowing the pace of new restaurant openings. BJ's short-term sales growth may be impacted if we are unable to drive near-term growth in customer traffic, and long-term sales growth may be impacted if we fail to continue to evolve BJ's to maintain its relevance, contemporary energy and overall value and appeal to the consumer. The casual dining segment, in general, has not seen any significant growth in customer traffic in several years. If this trend continues, our ability to grow customer traffic at our restaurants will depend on our ability to increase our market share within the casual dining segment.

Adverse changes in our average restaurant revenues and comparable restaurant sales may have an adverse effect on our common stock or increase the volatility of the price of our common stock.

Any failure of our menu development and marketing programs may not be successful.

We expect to continue investing in certain menu, marketing and merchandising initiatives that are intended to attract and retain customers for our restaurants. Not all of such initiatives may prove to be successful and may thereby result in incremental expenses incurred without the benefit of higher revenues, or may result in other unfavorable economic consequences. Additionally, if our competitors were to increase their spending on menu development and marketing initiatives, or if our menu and marketing initiatives were to be less effective than those of our competitors, we may experience a material adverse effect on our results of operations.

Our inability or failure to successfully and sufficiently raise menu prices to offset rising costs and expenses may adversely affect our results of operations.

In the past, we have experienced dramatic price increases of certain items necessary to operate our restaurants and brewing operations, including increases in the cost of food, commodities, labor, employee benefits, insurance arrangements, construction, energy and other costs. Additionally, low unemployment, new restaurant growth and competition and state minimum wage increases have resulted in unprecedented wage pressure in the restaurant industry for managers and hourly employees. To manage some of this risk, we attempt to enter into fixed price purchase commitments, with terms up to one year, for many of our commodity requirements. However, it may not be possible for us to enter into fixed-price contracts for an entire fiscal year for many of our commodity requirements. Additionally, we utilize menu price increases to help offset the increased cost of commodities, minimum wage and other costs. However, there is no guarantee that our menu price increases will be accepted by our customers. If our costs increase, our operating margins and results of operations will be adversely affected if we are unable to increase our menu prices to offset such increased costs or if our increased menu prices result in less customer traffic.

Expenditures required to open new restaurants may adversely affect our future operating results.

The expenditures required to develop new restaurants are significant. Actual costs may vary significantly depending upon a variety of factors, including the site type, the square footage and layout of each restaurant, and conditions in the local real estate market. The combination of our relatively small number of existing restaurants, the significant investment associated with each new restaurant and the average revenues of our new restaurants relative to our total revenue may cause our results of operations to fluctuate significantly.

Our inability to renew existing leases on favorable terms may adversely affect our results of operations.

The majority of our restaurants are located on leased premises and are subject to varying lease-specific arrangements. Some of our leases require base rent that is subject to regional cost-of-living increases and other leases include base rent with specified periodic increases. Other leases are subject to renewal at fair market value, which may involve substantial increases. Additionally, many leases require contingent rent based on a percentage of gross sales. There can be no assurance that we will be able to renew our expiring leases after exercising all remaining renewal options; therefore we may incur additional costs to operate our restaurants, including increased rent and other costs related to our renegotiation of lease terms for an existing leased premise or for a new lease in a desirable location and the relocation and development of a replacement restaurant.

The success of our restaurants depends in large part on leased locations. As demographic and economic patterns change, current locations may or may not continue to be attractive or profitable. Possible declines in trade areas where our restaurants are located or adverse economic conditions in surrounding areas may result in reduced revenues in those locations. In addition, desirable locations for new restaurant openings or for the relocation of existing restaurants may not be available at an acceptable cost.

We are subject to all of the risks associated with leasing space subject to long-term non-cancelable leases.

Generally our leases are “net” leases, which require us to pay all of the cost of insurance, taxes, maintenance and utilities and cannot be canceled. Additional sites that we lease are likely to be subject to similar long-term non-cancelable terms. If an existing or future restaurant is not profitable and we decide to close it, we may be required to continue to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. These potential increased occupancy costs may materially adversely affect our business, financial condition or results of operations.

Our suppliers’ inability to continue to do business with or the alteration of the terms on which they do business with us may adversely affect our operations.

If we are forced to find alternative suppliers for key services, whether due to demands from the vendor or the vendor’s bankruptcy, that may be a distraction to us and adversely impact our business. If any of our major suppliers or a large number of other suppliers suspend or cease operations, we may have difficulty keeping our restaurants fully supplied with the commodities and supplies that we require. In addition, we currently rely on one or a limited number of suppliers for certain key menu ingredients. If we were forced to suspend serving one or more of our menu items, that may have a significant adverse impact on our restaurant customer traffic and the public perceptions of us, which would be harmful to our operations.

Our corporate office is located in California and a significant number of our restaurants are located in California, Texas and Florida which makes us particularly sensitive to economic, regulatory, weather and other risk factors and conditions that are more prevalent in those states.

Our corporate office is located in California and a significant number of our restaurants are concentrated in California, Texas and Florida. As a result, we are particularly susceptible to adverse trends and economic conditions in those states. Many states and municipalities in which our restaurants are located may experience severe revenue and budget shortfalls. Additionally, changes in state and municipal-level regulatory requirements, such as increases to the minimum wage rate, income taxes, unemployment insurance, as well as other taxes, mandatory healthcare coverage or paid leave where we operate or may desire to operate restaurants, may adversely impact our financial results. Additionally, we believe that California is subject to a greater risk for earthquakes, fires, water shortages, energy fluctuations and other natural and man-made disasters than most other states.

Any adverse change in consumer trends or traffic levels may adversely affect our business, revenues and results of operations.

Due to the nature of the restaurant industry, we are dependent upon consumer trends with respect to the public's tastes, eating habits, public perception toward alcohol consumption and discretionary spending priorities, all of which can shift rapidly. We also are dependent upon high consumer traffic rates at the sites surrounding our restaurants, which are primarily located in high-activity areas such as urban, retail, mixed-use and lifestyle centers, to attract customers to our restaurants. In general, such consumer trends and visit frequencies are significantly affected by many factors, including national, regional or local economic conditions, changes in area demographics, public perception and attitudes, increases in regional competition, food, liquor and labor costs, traffic and shopping patterns, weather, natural disasters, interest rates, co-tenancies in urban, retail and mixed-use and lifestyle centers and the availability and relative cost of gasoline. Our success will depend, in part, on our ability to anticipate and respond to such changing consumer preferences, tastes, eating and purchasing habits, as well as other factors affecting the restaurant industry, including new market entrants and demographic changes. Any adverse change in any of the above factors and our inability to respond to such changes may cause our restaurant volumes to decline and adversely affect our business, revenues and results of operations.

Any inability to compete effectively in the restaurant industry may adversely affect our revenues, profitability and financial results.

The restaurant industry is highly competitive. We compete on the basis of the taste, quality and price of food offered, customer service, brand name identification, beer quality and selection, facilities attractiveness, restaurant location, atmosphere and overall dining experience. Our competitors include a large and diverse group of restaurant chains and individual restaurants that range from independent local operators that have opened restaurants in various markets to well-capitalized national restaurant companies. In addition, we compete with other restaurants and retailers for real estate. We also face growing competition as a result of the trend toward convergence in grocery, deli and restaurant services, particularly in the supermarket industry which offers "convenient meals" in the form of improved entrées and side dishes from the deli section. Many of our competitors have substantially greater financial, marketing and other resources than we do.

Restaurant consumers are highly focused on overall value and price perception. If other restaurants are able to promote and deliver a higher degree of perceived value through heavy discounting or other methods, our customer traffic levels may suffer which would adversely impact our revenues and profitability. In addition, with improving product offerings at "fast-casual" restaurants, quick-service restaurants and grocery stores, consumers may choose to trade down to these alternatives, which may also negatively affect our financial results.

We believe that we have built a favorable reputation for the quality and differentiation of our restaurant concept. We also believe that we must continue to re-invest in our core established restaurant operations to further protect and grow the overall consumer "value" of our concept so that it will continue to be relevant in the future. Any incident that erodes consumer trust in, or their attraction to, our concept may significantly reduce its value. If consumers perceive or experience any material reduction in food quality, service or ambiance, or in any way believe we materially failed to deliver a consistently positive dining experience, the consumer "value' of our concept may suffer.

Any negative publicity about us, our restaurants, other restaurants, or others across the food supply chain, due to food borne illness or about other reasons, whether or not accurate may adversely affect the reputation and popularity of our restaurants and our results of operations.

The good reputation of our restaurants is a key factor to the success of our business. Incidents that occur at any of our restaurants, or at restaurants operated by other foodservice providers or generally in the food supply chain, may be damaging to the restaurant industry overall, may specifically harm our brand and reputation and may quickly result in negative publicity for us, which may adversely affect our reputation and popularity with our customers. Moreover, negative publicity resulting from poor food quality, illness, injury, food tampering or other health concerns, whether related to one of our restaurants, to the restaurant industry, or to the beef, seafood, poultry or produce industries (such as negative publicity concerning the accumulation of carcinogens in seafood, e-coli, hepatitis A, Avian Flu, listeria, salmonella, and other food-borne illnesses), or operating problems related to one or more of our restaurants, may adversely affect sales for all of our restaurants and make our brand and menu offerings less appealing to consumers.

Although we have followed industry standard food safety protocols in the past and continue to enhance our food safety and quality assurance procedures, no food safety protocols can completely eliminate the risk of food-borne illness in any restaurant. Even if food-borne illnesses arise from conditions outside of our control, the negative publicity from any such illnesses is likely to be significant. If our restaurant customers or employees become ill from food-borne illnesses, we may be forced to temporarily close the affected restaurants.

In addition, our brewing operations are subject to certain hazards and liability risks faced by all brewers, such as potential contamination of ingredients or products by bacteria or other external agents that may be wrongfully or accidentally introduced into products or packaging. While we have not experienced any serious contamination problem in our products, the occurrence of such a problem may result in a costly product recall and serious damage to our reputation for product quality, as well as claims for product liability.

New information or attitudes regarding diet, health and the consumption of alcoholic beverages may materially affect customer demand and have an adverse impact on our results of operations.

Regulations and consumer eating habits may change as a result of new information or attitudes regarding diet and health. Such changes may include regulations that impact the ingredients and nutritional content of the food and beverages we offer. For example, several municipalities and states have approved restrictions on the use of trans-fats by restaurants. The success of our restaurant operations is dependent, in part, upon our ability to effectively respond to changes in any consumer health regulations and our ability to adapt our menu offerings to trends in food consumption. If consumer health regulations or consumer eating habits change significantly, we may be required to modify or delete certain menu items. To the extent we are unable to respond with appropriate changes to our menu offerings, it may materially affect customer demand and have an adverse impact on our results of operations. The risks and costs associated with nutritional disclosures on our menus may also impact our operations, particularly given differences among applicable legal requirements and practices within the restaurant industry with respect to testing and disclosure, ordinary variations in food preparation among our own restaurants, and the need to rely on the accuracy and completeness of nutritional information obtained from third party suppliers.

The gross profit margin on our sales of alcoholic beverages is generally higher than our gross profit margin on sales of food items. The alcoholic beverage industry has become the subject of considerable societal and political attention in recent years due to increasing public concern over alcohol-related social problems, including driving under the influence, underage drinking and health consequences from the misuse of alcohol, including alcoholism. As an outgrowth of these concerns, the possibility exists that advertising by beer producers may be restricted, that additional cautionary labeling or packaging requirements might be imposed, that further restrictions on the sale of alcohol might be imposed, or that there may be renewed efforts to impose increased excise or other taxes on beer or alcohol related items sold in the United States. If beer or alcohol consumption were to come into disfavor among domestic drinkers, or if the domestic beer industry were subjected to significant additional governmental regulations, our sales and profits may be adversely affected.

Health concerns arising from outbreaks of flu viruses or other diseases, or regional or global health pandemics may adversely affect our business.

The United States and other countries have experienced, or may experience in the future, outbreaks of viruses, such as norovirus, coronavirus, Avian Flu or "SARS," and H1N1 or "swine flu," or other diseases such as bovine spongiform encephalopathy, commonly known as "mad cow disease." To the extent that a virus or disease is food-borne, or perceived to be food-borne, future outbreaks may adversely affect the price and availability of certain food products and cause our customers to eat less of a product. For example, health concerns relating to the consumption of beef or to specific events such as the outbreak of "mad cow disease" may adversely impact sales of our beef-related menu items. In addition, public concern over "avian flu" may cause fear about the consumption of chicken, eggs and other products derived from poultry. The inability to serve beef or poultry-based products would restrict our ability to provide a variety of menu items to our customers. If we change our menu in response to such concerns, we may lose customers who do not prefer the new menu, and we may not be able to sufficiently attract new customers to produce the revenue needed to restore the profitability of our restaurant operations. We also may generate different or additional competitors for our intended customers as a result of such a menu change and may not be able to successfully compete against such competitors. If a virus is transmitted by human contact, our employees or customers may become infected, or may choose, or be advised, to avoid gathering in public places, any of which may adversely affect our restaurant customer traffic and our ability to adequately staff our restaurants, receive deliveries on a timely basis or perform functions at the corporate level. We also may be adversely affected if jurisdictions in which we have restaurants impose mandatory closures, seek voluntary closures or impose restrictions on operations. Even if such measures are not implemented and a virus or other disease does not spread significantly, the perceived risk of infection or significant health risk may adversely affect our business.

A health pandemic is a disease outbreak that spreads rapidly and widely by infection and affects many individuals in an area or population at the same time. We believe that our restaurants have one of the highest levels of customer traffic per square foot in the casual dining segment of the restaurant industry. Our restaurants are places where people can gather together for human connection. Customers might avoid public gathering places in the event of a health pandemic, and local, regional or national governments might limit or ban public gatherings to halt or delay the spread of disease. The impact of a health pandemic on us might be disproportionately greater than on other casual dining concepts that have lower customer traffic and that depend less on the gathering of people.

Any adverse changes in the supply of food, labor, brewing, energy and other expenses may adversely affect our operating results.

Our profitability depends, in part, on our ability to anticipate and effectively react to changes in food, labor, utilities and supply costs. Our supply chain department negotiates prices for all of our ingredients and supplies through contracts (with terms of one month up to one year, or longer in a few cases), spot market purchases or commodity pricing formulas. Furthermore, various factors beyond our control, including adverse weather conditions and governmental regulations, may also cause our food and supply costs to increase. We cannot predict whether we will be able to anticipate and react to changing food and supply costs by adjusting our purchasing practices. A failure to do so may adversely affect our operating results or cash flows from operations. We also have a single or a limited number of suppliers for certain of our commodity and supply items. Accordingly, supply chain risk may increase our costs and limit the availability of some products that are critical to our restaurant and brewing operations.

The overall cost environment for food commodities can be volatile primarily due to domestic and worldwide agricultural supply/demand and other macroeconomic factors that are outside of our control. The availability and prices of food commodities are also influenced by energy prices, droughts, animal-related diseases, natural disasters, increased geo-political tensions, the relationship of the dollar to other currencies, government regulated tariffs and other issues. Virtually all commodities purchased and used in the restaurant industry (meats, grains, oils, dairy products, and energy) have varying amounts of inherent price volatility associated with them. Our suppliers also may be affected by higher costs to produce and transport commodities used in our restaurants and brewpubs, higher minimum wage and benefit costs, and other expenses that they pass through to their customers, which may result in higher costs for goods and services supplied to us. While we attempt to manage these factors by offering a diversified menu and by contracting for our key commodities for extended periods of time whenever feasible and possible, there can be no assurance that we will be successful in this respect due to the many factors that are outside of our control. In addition, raw materials that we may purchase on the international market are subject to fluctuations in both the value of the U.S. dollar, government regulated tariffs and increases in local demand, which may increase our costs and negatively impact our profitability.

We and our major independent third party brewing partners purchase a substantial portion of brewing raw materials and products, primarily malt and hops, from a limited number of domestic and foreign suppliers. We purchase both North American and European malts and hops for our beers. We purchase a majority of our malts from a single supplier with multiple sources of malts. We generally enter into one-year purchase commitments with our malt and hops suppliers, based on the projected future volumes and brewing needs. We are exposed to the quality of the barley crop each year, and significant failure of a crop may adversely affect our beer costs. Changes in currency exchange rates and freight costs can also result in increased prices. There are other malt vendors available that are capable of supplying all of our needs. We use American and German hops for our beers. We enter into purchase commitments with several hops suppliers, based on our projected future volumes and brewing needs. However, the quality and availability of the hops may be materially adversely affected by factors such as adverse weather and changes in currency exchange rates, resulting in increased prices. We attempt to maintain at least six months' supply of essential hop varieties on hand in order to limit the risk of an unexpected reduction in supply. We store our hops in multiple cold storage warehouses, both at our brewpubs and at our suppliers, to minimize the impact of a catastrophe at a single site. Hops and malt are agricultural products and, therefore, many outside factors, including weather conditions, farmers rotating out of hops or barley to other crops, government regulations and legislation affecting agriculture, may affect both price and supply.

Our restaurant-level operating margins are also affected by fluctuations in the availability and cost of utilities services, such as electricity and natural gas. Interruptions in the availability of gas, electric, water or other utilities, whether due to aging infrastructure, weather conditions, fire, animal damage, trees, digging accidents or other reasons largely out of our control, may adversely affect our operations. In addition, weather patterns in recent years have resulted in lower than normal levels of rainfall in certain areas that may produce droughts in key states such as California, thus impacting the price of water and the corresponding prices of commodities grown in states facing drought conditions. There is no assurance that we will be able to maintain our utility and commodity costs at levels that do not have a material adverse effect on our operations.

Any inability or failure of distributors or suppliers to provide food and beverages to us in a timely fashion may adversely affect our reputation, customer patronage, revenues and results of operations.

We currently depend on national and regional food distribution service companies, as well as other food manufacturers and suppliers, to provide food and beverage products to all of our restaurants. We also rely on independent third party brewers and many local beer distributors to provide us with beer for our restaurants. The operations of our distributors, suppliers and independent third party brewers are subject to risks including labor disputes, financial liquidity, inclement weather, natural disasters, supply constraints, and general economic and political conditions that may limit their ability to timely provide us with acceptable products. Additionally, under the "force majeure" provisions in most of our agreements with suppliers, certain unexpected and disruptive events may excuse a supplier from performing. If our distributors, suppliers and independent third party brewers cease doing business with us, or cannot make a scheduled delivery to us, or are unable to obtain credit in a tightened credit market or experience other issues, we may experience short-term product supply shortages in some or all of our restaurants and may be required to purchase food, beer and beverage products from alternate suppliers at higher prices. We may also be forced to temporarily remove popular items from the menu offering of our restaurants. If alternative suppliers cannot meet our current product specifications, the consistency and quality of our food and beverage offerings, and thus our reputation, customer patronage, revenues and results of operations, may be adversely affected.

With respect to potential liability claims related to our food, beer and beverage products, we believe we have sufficient primary or excess umbrella liability insurance in place. However, this insurance may not continue to be available at a reasonable cost or, if available, may not be adequate to cover all claims. We generally seek contractual indemnification and insurance coverage from our key suppliers of food, beer and beverages, but this indemnification or insurance coverage is limited, as a practical matter, by the creditworthiness of the indemnifying party and the insured limits of any insurance provided by suppliers.

Pursuant to various laws and regulations, the majority of our proprietary craft beer must be distributed to our restaurants through independent wholesale beer distributors, whether we produce the beer or it is produced by independent third party brewers. Although we currently have arrangements with a sufficient number of beer distributors in all markets where we operate restaurants, our continued national expansion will require us to enter into agreements with additional beer distributors. No assurance can be given that we will be able to maintain or secure additional beer distributors on terms favorable to us. Changes in control or ownership of the participants in our current beer distribution network may lead to less willingness on the part of certain distributors to carry our proprietary craft beer. Our beer distribution agreements are generally terminable by the distributor on short notice. While these beer distribution agreements contain provisions regarding our enforcement and termination rights, some state laws prohibit us from readily exercising these contractual rights. Our ability to maintain our existing beer distribution agreements may also be adversely affected by the fact that many of our distributors are reliant on one of the major beer producers for a large percentage of their revenue and, therefore, they may be influenced by such producers. If our existing beer distribution agreements are terminated, we may not be able to enter into new distribution agreements on substantially similar terms or it may take some time to enter into a replacement agreement, which may result in an increase in the delivered cost of beer to our restaurants.

Our inability or failure to protect our trademarks, service marks, trade secrets or other intellectual property may adversely affect our business.

Our business prospects depend in part on our ability to develop favorable consumer recognition of our brands, including the BJ’s Restaurants name in particular. Although BJ’s is a federally registered trademark, there are many other retailers, restaurants and other types of businesses using the name “BJ’s” in some form or fashion throughout the United States. While we intend to aggressively protect and defend our trademarks, service marks, trade dress, trade secrets and other intellectual property, particularly with respect to their use in our restaurant and brewing operations, they may be imitated or appropriated in ways that we cannot prevent. Alternatively, third parties may attempt to cause us to change our trademarks, service marks or trade dress or not operate in a certain geographic region or regions if our names are deemed confusingly similar to their prior trademarks, service marks or trade dress. We may also encounter claims from prior users of similar intellectual property in areas where we operate or intend to conduct operations. This may harm our image, brand or competitive position and cause us to incur significant penalties and costs. In addition, we rely on trade secrets, proprietary know-how, concepts and recipes. Our methods of protecting this information may not be adequate. While we believe that we take reasonable protective actions with respect to our intellectual property, these actions may not be sufficient to prevent, and we may not be aware of all incidents of, unauthorized usage or imitation by others. Moreover, we may face claims of misappropriation or infringement of third parties’ rights that may interfere with our use of this information. Defending these claims may be costly and, if unsuccessful, may prevent us from continuing to use this proprietary information in the future and may result in a judgment or monetary damages. We do not maintain confidentiality and non-competition agreements with all of our employees or suppliers. Moreover, even with respect to the confidentiality and non-competition agreements we have, we cannot assure that those agreements will not be breached, that they will provide meaningful protection or that adequate remedies will be available in the event of an unauthorized use or disclosure of our proprietary information. If competitors independently develop or otherwise obtain access to our trade secrets, proprietary know-how or recipes, the appeal of our restaurants may be reduced and our business may be harmed.

Federal, state and local beer, liquor and food service regulations may adversely affect our revenues and results of operations.

We are required to operate in compliance with federal laws and regulations relating to alcoholic beverages administered by the Alcohol and Tobacco Tax and Trade Bureau of the U.S. Department of Treasury, as well as the laws and licensing requirements for alcoholic beverages of states and municipalities where our restaurants are or will be located. In addition, each restaurant must obtain a food service license from local authorities. Failure to comply with federal, state or local regulations may cause our licenses to be revoked and force us to cease the brewing or sale of alcoholic beverages, or both, or the serving of food at our restaurants. Additionally, state liquor laws may prevent or impede the expansion of our restaurants into certain markets. The liquor laws of certain states prevent us from selling the beer brewed at our restaurants. Any difficulties, delays or failures in obtaining such licenses, permits or approvals may delay or prevent the opening of a restaurant in a particular area or increase the costs associated therewith. In addition, in certain states, including states where we have existing restaurants or where we plan to open a restaurant, the number of liquor licenses available is limited, and licenses are traded on the open market. Liquor, beer and wine sales comprise a significant portion of our revenues. If we are unable to maintain our existing licenses, our customer patronage, revenues and results of operations may be adversely affected. Or, if we choose to open a restaurant in those states where the number of available licenses is limited, the cost of a new license may be significant.

Brewing operations require various federal, state, and local licenses, permits and approvals. Our restaurants and on-site brewpubs operate pursuant to exceptions to the “tied house” laws, which created the “three tier system” of liquor distribution. These “tied house” laws were adopted by all of the states after the repeal of Prohibition and, generally, prohibit brewers from holding retail licenses and prohibit vertical integration in ownership and control among the three tiers. Brewing restaurants and brewpubs operate under exceptions to these general prohibitions. Over the last 25 years, nearly all of the states have adopted laws and regulations permitting brewing restaurants and brewpubs; however, the privileges and restrictions for brewpubs and brewing restaurants vary from state to state.

We apply for our liquor and brewing licenses with the advice of outside legal and licensing consultants. Generally, our brewing restaurants are licensed as retailers with limited privileges to brew beer on the restaurant premises, and we do not have the same privileges as a microbrewery. Other restrictions imposed by law may prevent us from operating both brewing restaurants and non-brewing restaurants in some states. We are at risk that a state’s regulations concerning brewing restaurants or the interpretation of these regulations may change. Because of the many and various state and federal licensing and permitting requirements, there is a significant risk that one or more regulatory agencies may determine that we have not complied with applicable licensing or permitting regulations or have not maintained the approvals necessary for us to conduct business within its jurisdiction. Even after the issuance of our licenses, our operations may be subject to differing interpretations of the “tied house” laws and the requirements of the “three tier system” of liquor distribution in any jurisdiction that we conduct business. Any such changes in interpretation may adversely impact our current model of brewing beer or supplying beer, or both, to our restaurants in that state, and may also cause us to lose, either temporarily or permanently, the licenses, permits and registrations necessary to conduct our restaurant operations, and subject us to fines and penalties.

The manufacture and sale of alcoholic beverages is a highly regulated and taxed business. Our operations are subject to more restrictive regulations and increased taxation by federal, state, and local governmental entities than are those of non-alcohol related beverage businesses. Federal, state, and local laws and regulations govern the production and distribution of beer, including permitting, licensing, trade practices, labeling, advertising, marketing, distributor relationships, and related matters. Federal, state, and local governmental entities also levy various taxes, license fees, and other similar charges and may require bonds to ensure compliance with applicable laws and regulations. Failure to comply with applicable federal, state, or local laws and regulations may result in higher taxes, penalties, fees, and suspension or revocation of permits, licenses or approvals.

Increasing the federal and/or state excise tax on alcoholic beverages, or certain types of alcoholic beverages, is frequently proposed in various jurisdictions either to increase revenues or discourage purchase by underage drinkers. If adopted, these measures may affect some or all of our proprietary craft beer products. If federal or state excise taxes are increased, we may have to raise prices to maintain our current profit margins. Higher taxes may reduce overall demand for beer, thus negatively impacting sales of our beer. Some states have also been reviewing the state tax treatment for flavored malt beverages which may result in increased costs for us, as well as decreased sales. Further federal or state regulation may be forthcoming that may further restrict the distribution and sale of alcohol products.

Any inability of our internal or independent third party brewers to timely supply our beer may adversely affect our operating results.

Our proprietary craft beer is a key factor in the success of our business. Each year, our brewing operations department forecasts our annual beer requirements based on our current restaurant requirements and expansion plans and determines our brewing production. Additionally, in certain states we are either legally required or choose to arrange for independent third party brewers to brew our beer using our proprietary recipes. If the independent third party brewers cease doing business with us, or cannot make a scheduled delivery to us because of a supply chain or production disruption or other issues, or if we cannot otherwise satisfy our internal brewing requirements, we may experience short-term supply shortages in some or all of our restaurants which may result in a loss of revenue. Potential disruptions include labor issues, governmental and regulatory actions, quality issues, contractual disputes, machinery failures or operational shut downs. Additionally, if these independent third party brewers cease doing business with us, we may be required to purchase or brew our own beer at higher costs to us, or we may not be able to sell our proprietary craft beer at all, until we are able to secure an alternative supply source. If the independent third party brewers fail to adhere to our proprietary recipe and brewing specifications, the consistency and quality of beer offerings, and thus our reputation, customer patronage, revenues and results of operations, may be adversely affected. Additionally, financial stability of those brewing operations where we currently contract for our proprietary craft beer production, as well as their ability or willingness to continue to meet our beer production requirements, continues to be a significant risk in our business model. Accordingly, there can be no guarantees that our proprietary brewing requirements will continue to be met in the future.

From time to time, we or the independent third party brewers and manufacturers may also experience shortages of kegs necessary to distribute our craft beer. We distribute our craft beer in kegs that are currently owned by us; however, in the past we have also leased them from third party vendors and we are responsible for providing kegs to the independent third party brewers that produce our proprietary craft beer.

Periodic reviews and audits of our internal brewing, independent third party brewing and beer distribution arrangements by various federal, state and local governmental and regulatory agencies may adversely affect our operations and our operating results.

Brewing and wholesale operations require various federal, state and local licenses, permits and approvals. The loss or revocation of any existing licenses, permits or approvals, and/or the failure to obtain any required additional or new licenses, permits, or approvals may have a material adverse effect on the ability of the Company to conduct its business.

We are subject to periodic audits and reviews by federal, state and local regulatory agencies related to our internal and independent third party brewing operations. We are particularly subject to extensive regulation at the federal, state and local levels. Permits, licenses and approvals necessary to the U.S. beer business are required from the Alcohol and Tobacco Tax and Trade Bureau of the United States Treasury Department ("TTB"), state alcohol beverage regulatory agencies and local authorities in some jurisdictions. Compliance with these laws and regulations can be costly. TTB permits and registrations can be suspended, revoked or otherwise adversely affected for failure to pay taxes, keep proper accounts, pay fees, bond premises, abide by federal alcoholic beverage production and distribution regulations, or notify the TTB of any material change. Permits, licenses and approvals from state regulatory agencies can be revoked for many of the same reasons. Our operations are subject to audit and inspection by the TTB at any time. At the state and local level, some jurisdictions merely require notice of any material change in the operations, management or ownership of the permit or license holder and others require advance approvals, requiring that new licenses, permits or approvals be applied for and obtained in the event of a change in the management or ownership of the permit or license holder. State and local laws and regulations governing the sale of malt beverages and hard cider within a particular state by a supplier or wholesaler vary from locale to locale. Our operations are subject to audit and inspection by state regulatory agencies at any time. Because of the many and various state and federal licensing and permitting requirements, there is a risk that one or more regulatory agencies may determine that we have not complied with applicable licensing or permitting regulations or have not maintained the approvals necessary to conduct business within its jurisdiction.

We are routinely subject to new or modified laws and regulations for which we must comply in order to avoid fines and other penalties. From time to time, new laws and regulations are proposed that may affect the overall structure and effectiveness of the proprietary craft beer production and distribution model we currently utilize. Any such changes in interpretation may adversely impact our current model of brewing beer or supplying beer, or both, to our restaurants in that state, and may also cause us to lose, either temporarily or permanently, the licenses, permits and registrations necessary to conduct our restaurant operations, and subject us to fines and penalties.

Government laws and regulations affecting the operation of our restaurants, including but not limited to those that apply to the acquisition and maintenance of our brewing and retail liquor licenses, minimum wages, federal or state exemption rules, health insurance coverage, or other employment benefits such as paid time off, consumer health and safety, nutritional disclosures, and employment eligibility-related documentation requirements may cause disruptions to our operations, adversely affect our operating costs and restrict our growth.

Our development and construction of additional restaurants must comply with applicable zoning, land use and environmental regulations. More stringent and varied requirements of local government bodies with respect to zoning, land use and environmental factors may delay construction of new restaurants and add to their cost in the future. In addition, difficulties or failure in obtaining the required licenses and approvals may delay, or result in our decision to cancel, the opening of new restaurants.

In addition, various federal and state labor laws govern our relationship with our employees and affect our operating costs. These laws include minimum wage, overtime pay, meal and rest breaks, predictive scheduling, and paid leave requirements, unemployment tax rates, workers' compensation rates, work eligibility requirements, employee classification as exempt/non-exempt for overtime and other purposes, immigration status and other wage and benefit requirements. In particular, we are subject to the regulations of the ICE branch of the United States Department of Homeland Security. In addition, some states in which we operate have adopted immigration employment protection laws. Changes to these aforementioned laws or other employment laws or regulations, may adversely affect our operating results and thus restrict our growth, including additional government-imposed increases in minimum wages, overtime pay, paid time off or leaves of absence, mandated health benefits, increased tax reporting and tax payment requirements for employees who receive gratuities, a reduction in the number of states that allow tips to be credited toward minimum wage requirements and increased employee litigation, including claims relating to the Fair Labor Standards Act and comparable state laws.

The U.S. Congress and Department of Homeland Security from time to time consider and may implement changes to federal immigration laws, regulations or enforcement programs. Some of these changes may increase our obligations for compliance and oversight, which may subject us to additional costs and make our hiring process more cumbersome, or reduce the availability of potential employees. We currently participate in the "E-Verify" program, an Internet-based, free program run by the U.S. government, to verify employment eligibility for all employees throughout our company. However, use of E-Verify does not guarantee that we will properly identify all employees who are ineligible for employment. Even if we operate our restaurants in strict compliance with ICE and state requirements, some of our employees may not meet federal work eligibility or residency requirements, which may lead to a disruption in our work force. Although we require all of our new employees to provide us with the government-specified documentation evidencing their employment eligibility, some of our employees may, without our knowledge, be unauthorized workers. Unauthorized workers are subject to seizure and deportation and may subject us to fines, penalties or loss of our business license in certain jurisdictions. Additionally, a government audit may result in a disruption to our workforce or adverse publicity that may negatively impact our brand and our use of E-Verify and/or potential for receipt of letters from the Social Security Administration requesting information (commonly referred to as no-match letters) may make it more difficult to recruit and/or retain qualified employees.

Potential changes in labor laws or increased union recruiting activates may result in portions of our workforce being subjected to greater organized labor influence. Because we do not franchise, risks associated with hiring and maintaining a large workforce, including increases in wage rates or the cost of employee benefits, compliance with laws and regulations related to the hiring, scheduling, payment and termination of employees, and employee-related litigation, may be more pronounced for us than for restaurant companies at which some or all of these risks are borne by franchisees or other operating contractors. Additionally, while we do not currently have any unionized employees, union organizers have engaged in efforts to organize employees of other restaurant companies. If a significant portion of our employees were to become union organized, our labor costs may increase and our efforts to maintain a culture appealing only to top-performing employees may be impaired. Potential changes in labor laws, including the possible passage of legislation designed to make it easier for employees to unionize, may increase the likelihood of some or all of our employees being subjected to greater organized labor influence, and may have an adverse effect on our business and financial results by imposing requirements that may potentially increase our costs, reduce our flexibility, impact our employee culture and our ability to service our customers. In addition, a labor dispute involving some or all of our employees may harm our reputation, disrupt our operations and reduce our revenues and resolution of disputes may increase our costs.

Additionally, some states, counties and cities have enacted menu labeling laws which are separate of the federally mandated menu labeling law that is part of the Patient Protection and Affordable Care Act. Non-compliance with these laws may result in the imposition of fines and/or the closure of restaurants. We may also be subject to lawsuits that claim our non-compliance. These menu labeling laws may also result in changing consumer preferences which may adversely affect our results of operations and financial position. We may not be able to adequately adapt our menu offerings to keep pace with developments in current consumer preferences related to nutrition, which may adversely impact our sales.

Some jurisdictions in which we operate have recently enacted new requirements that require us to adopt and implement a HACCP system for managing food safety and quality. HACCP refers to a management system in which food safety is addressed through the analysis and control of potential hazards from production, procurement and handling, to manufacturing, distribution and consumption of the finished product. We expect to incur certain costs to comply with these regulations, and these costs may be more than we anticipate. If we fail to comply with these laws or regulations, our business may experience a material adverse effect.

The Americans with Disabilities Act of 1990 prohibits discrimination on the basis of disability in public accommodations and employment. Although our restaurants are designed to be accessible to the disabled, we may be required to make modifications to our restaurants to provide service to, or make reasonable accommodations for, disabled persons. Non-compliance with this law and related laws enacted at the state or local level may result in the imposition of fines or an award of damages to private litigants.

The collective impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or our inability to respond effectively to significant regulatory or public policy issues, may increase our compliance and other costs of doing business and therefore have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities may result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. Compliance with these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings.

Any limitations in our insurance coverage or rising insurance costs may adversely affect our business or financial conditions.

We purchase comprehensive insurance coverage, including, but not limited to, property, casualty, directors and officers liability and network privacy and security liability with coverage levels that we consider appropriate, based on the advice of our outside insurance and risk management advisors. However, such insurance is subject to limitations, including deductibles, exclusions and maximum liabilities covered. The cost of insurance fluctuates based on market conditions and availability as well as our historical loss trends. Moreover, there are certain types of losses that may be uninsurable or not economically insurable. Such hazards may include earthquake, hurricane and flood losses and certain employment practices. If such a loss should occur, we would, to the extent that we were not covered for such loss by insurance, suffer a loss of the capital invested, as well as anticipated profits and cash flow. Punitive damage awards are generally not covered by insurance; thus, any awards of punitive damages as to which we may be liable may adversely affect our ability to continue to conduct our business, to expand our operations or to develop additional restaurants. There is no assurance that any insurance coverage we maintain will be adequate, that we can continue to obtain and maintain such insurance at all or that the premium costs will not rise to an extent that they adversely affect us or our ability to economically obtain or maintain such insurance.

We retain a substantial portion of our workers' compensation and general liability costs through self-insured retentions and large deductibles. We estimate the liability for these programs through the use of third party actuarial analysis. Any unfavorable changes in trends or any increase in the actual dollar amount of claims that we incur may have a negative impact on our profitability. Our self-insured retention and large deductible reserves may not be sufficient causing us to record additional expense. Unanticipated changes may produce materially different financial results than previously reported which may have an adverse impact on operations. Additionally, health insurance costs have risen significantly over the past few years and are expected to continue to increase. These increases may have a negative impact on our profitability if we are not able to offset the effect of such increases with plan modifications and cost control measures, or by continuing to improve our operating efficiencies.

Any inability to retain key personnel or difficulties in recruiting qualified personnel may adversely affect our business until a suitable replacement is found.

The success of our business continues to depend on the contributions of our senior management team, both individually and as a group. Our senior executives have been instrumental in setting our strategic direction, operating our business, identifying, recruiting and training key personnel, identifying expansion opportunities and arranging necessary financing. Losing the services of any of these individuals may materially adversely affect our business until a suitable replacement is found. We believe that these individuals cannot easily be replaced with executives of equal experience and capabilities. Although we have an employment agreement with our Chief Executive Officer, we cannot prevent him from terminating his employment with us.

Additionally, when unemployment levels are at historic lows as they currently are, it is difficult and more expensive for us to fully staff our restaurants. While we do our best to avoid business interruptions in our operating restaurants, as well as delays in opening our new restaurants, there is no guarantee or assurance that we can avoid this in the future.

Litigation, including allegations of illegal, unfair or inconsistent employment practices may have a material adverse effect on our business.

Our business is subject to the risk of litigation by employees, customers, suppliers, shareholders, government agencies or others through private actions, class or collective actions, administrative proceedings, regulatory actions or other litigation. These actions and proceedings may involve allegations of illegal, unfair or inconsistent employment practices, including wage and hour violations and employment discrimination; customer discrimination; food safety issues including poor food quality, food-borne illness, food tampering, food contamination, and adverse health effects from consumption of various food products or high-calorie foods (including obesity); other personal injury; violation of "dram-shop" laws (providing an injured party with recourse against an establishment that serves alcoholic beverages to an intoxicated party who then causes injury to himself or a third party); trademark or patent infringement; violation of the federal securities laws; or other concerns. The outcome of litigation, particularly class action lawsuits and regulatory actions, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend litigation may be significant. There may also be adverse publicity associated with litigation that may decrease customer acceptance of our brands, regardless of whether the allegations are valid or we ultimately are found liable. Litigation may impact our operations in other ways as well. Allegations of illegal, unfair or inconsistent employment practices, for example, may adversely affect employee acquisition and retention. Also, some employment related claims in the area of wage and hour disputes are not insurable risks. We also are subject to claims and disputes from landlords under our leases, which may lead to litigation or a threatened or actual lease termination. Litigation of any nature may be expensive to defend and may divert money and management's attention from our operations and adversely affect our financial condition and results of operations.

The occurrence or threat of extraordinary events, including terrorist attacks, may cause consumer spending to decline and adversely affect our sales and results of operations.

The occurrence or threat of extraordinary events, including future terrorist attacks and military and governmental responses and the prospect of future wars, may result in negative changes to economic conditions likely resulting in decreased consumer spending. Additionally, decreases in consumer discretionary spending may impact the frequency with which our customers choose to dine out at restaurants or the amount they spend on meals while dining out at restaurants, thereby adversely affecting our sales and results of operations. A decrease in consumer discretionary spending may also adversely affect our ability to achieve the benefit of planned menu price increases to help preserve our operating margins.

Any adverse weather conditions, seasonal fluctuations, natural disasters and effects of climate change may adversely affect our results of operations.

The occurrence of natural disasters, such as fires, hurricanes, freezing weather or earthquakes (particularly in California where our centralized operating systems and restaurant support center administrative personnel are located) may unfavorably affect our operations and financial performance. In addition, climate change may increase the frequency and severity of weather-related events and conditions, such as drought and forest fires. Any of the foregoing events may result in physical damage, temporary or permanent closure, lack of an adequate work force, or temporary or long-term disruption in the supply of food, beverages, electric, water, sewer and waste disposal services necessary for our restaurants or restaurant support center to operate.

We have disaster recovery procedures and business continuity plans in place to address most events of a crisis nature, including hurricanes and other natural disasters, including back up and off-site locations for recovery of electronic and other forms of data and information. However, if we are unable to fully implement our disaster recovery plans, we may experience delays in recovery of data, inability to perform vital corporate functions, tardiness in required reporting and compliance, failures to adequately support field operations and other breakdowns in normal communication and operating procedures that may have a material adverse effect on our financial condition, results of operation and exposure to administrative and other legal claims.

Any future changes in financial accounting standards may significantly change our reported results of operations.

Generally accepted accounting principles in the U.S. are subject to interpretation by the Financial Accounting Standards Board ("FASB"), the American Institute of Certified Public Accountants ("AICPA"), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations may have a significant effect on our reported financial results and may affect the reporting of transactions completed before the announcement of a change. In addition, the SEC has announced a multi-year plan that may ultimately lead to the use of International Financial Reporting Standards by U.S. issuers in their SEC filings. Any such change may have a significant effect on our reported financial results.

Additionally, our assumptions, estimates and judgments related to complex accounting matters may significantly affect our financial results. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to, revenue recognition, fair value of investments, impairment of long-lived assets, leases and related economic transactions, intangibles, self-insurance, income taxes, property and equipment, unclaimed property laws and litigation, and stock-based compensation are highly complex and involve many subjective assumptions, estimates and judgments by us. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by us may significantly change our reported or expected financial performance.

The market price of our common stock may be volatile and our shareholders may lose all or part of their investment.

The market price of our common stock may fluctuate significantly, and our shareholders may not be able to resell their shares at or above the price they paid for them. Those fluctuations may be based on various factors in addition to those otherwise described in this Form 10-K and the following:

- actual or anticipated fluctuations in comparable restaurant sales or operating results, whether in our operations or in those of our competitors;
- changes in financial estimates or opinions by research analysts, either with respect to us or other casual dining companies;
- any failure to meet investor or analyst expectations, particularly with respect to total restaurant operating weeks, number of restaurant openings, comparable restaurant sales, average weekly sales per restaurant, total revenues, operating margins and net income per share;
- the public's reaction to our press releases, other public announcements and our filings with the SEC;
- actual or anticipated changes in domestic or worldwide economic, political or market conditions, such as recessions or international currency fluctuations;
- changes in the consumer spending environment;
- terrorist acts;
- changes in laws or regulations, or new interpretations or applications of laws and regulations, that are applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles;
- short sales, hedging and other derivative transactions in the shares of our common stock;
- future sales or issuances of our common stock, including sales or issuances by us, our directors or executive officers and our significant shareholders;
- our dividend policy;
- changes in the market valuations of other restaurant companies;
- actions by shareholders;

- various market factors or perceived market factors, including rumors, involving us, our suppliers and distributors, whether accurate or not;
- announcements by us or our competitors of new locations, menu items, technological advances, significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives;
- the addition or loss of a key member of management; and
- changes in the costs or availability of key inputs to our operations.

In addition, we cannot assure that an active trading market for our common stock will continue which may affect our stock price and the liquidity of any investment in our common stock.

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us, our business and our industry. If one or more analysts adversely change their recommendation regarding our shares or our competitors' stock, our share price would likely decline. If one or more analysts cease coverage of us or fail to regularly publish reports on us, we may lose visibility in the financial markets which, in turn, may cause our share price or trading volume to decline.

In addition, our stock price can be influenced by trading activity in our common stock or trading activity in derivative instruments with respect to our common stock as a result of market commentary (including commentary that may be unreliable or incomplete in some cases); changes in expectations about our business, our creditworthiness or investor confidence generally; actions by shareholders and others seeking to influence our business strategies; portfolio transactions in our stock by significant shareholders; or trading activity that results from the ordinary course rebalancing of stock indices in which our stock may be included.

In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against those companies. Such litigation, if instituted, may result in substantial costs and a diversion of management attention and resources, which would significantly harm our profitability and reputation.

Any inability to continue to pay cash dividends may negatively impact investor confidence in us and negatively impact our stock price.

Our dividend program requires the use of a substantial amount of our free cash flow. Our ability to pay our dividends over time will depend on our ability to generate sufficient cash flows from operations and capacity to borrow funds, which may be subject to economic, financial, competitive and other factors that are beyond our control. Our credit facility limits cash distributions with respect to our equity interests, such as cash dividends and share repurchases, based on a defined ratio. Any failure to pay or increase our dividends over time may negatively impact investor confidence in us, and may negatively impact our stock price.

Any failure to establish, maintain and apply adequate internal control over our financial reporting may adversely affect our reported results of operations.

We are subject to the ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules adopted by the SEC and the Public Company Accounting Oversight Board. These provisions provide for the identification of material weaknesses in internal control over financial reporting, which is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with U.S. GAAP. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Should we identify a material weakness in internal controls, there can be no assurance that we will be able to remediate the material weaknesses identified in a timely manner or maintain all of the controls necessary to remain in compliance. Any failure to maintain an effective system of internal controls over financial reporting may limit our ability to report our financial results accurately and timely or to detect and prevent fraud. Any such failure may subject us to adverse regulatory consequences, including sanctions by the SEC or violations of applicable stock exchange listing rules, or cause a breach of certain covenants under our financing arrangements. There also may be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements also may suffer if we or our independent registered public accounting firm were to report a material weakness in our internal controls over financial reporting. This may materially adversely affect us and lead to a decline in the price of our common stock.

Heavy dependence of our operations, including credit card processing and our loyalty and employee engagement programs, on information technology may adversely affect our revenues and impair our ability to efficiently operate our business if there is a material failure of such technology.

We rely heavily on electronic information systems in all aspects of our operations, including (but not limited to) point-of-sale transaction processing in our restaurants; credit card processing; efficient operation of our restaurant kitchens; management of our inventories and overall supply chain; collection of cash; payment of payroll and other obligations; and, various other processes and procedures including our customer loyalty and employee engagement programs. Our ability to efficiently manage our business depends significantly on the reliability and capacity of our in-house information systems and those technology services and systems that we contract for from third parties. Our electronic information systems, including our back-up systems, are subject to damage or interruption from power outages, cyber-attacks, computer and telecommunications failures, computer viruses, internal or external security breaches, catastrophic events such as fires, earthquakes, tornadoes and hurricanes, and/or errors by our employees. The failure of any of these systems to operate effectively, any problems with their maintenance, any issues with upgrades or transitions to replacement systems, or any breaches in data security may cause material interruptions to our operations or harm to individuals in the form of identity theft or improper use of personal information. While we have invested and continue to invest in technology security initiatives and disaster recovery plans, these measures cannot fully insulate us from technology disruption that may result in adverse effects on operations and profits. Although we, with the help of third party service providers and consultants, intend to maintain and upgrade our security technology and establish operational procedures to prevent such damage, breaches, or attacks, there can be no assurance that these security measures will be successful. In addition, advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in a compromise or breach of the algorithms we and our third party service providers use to encrypt and protect customer transaction data. A failure of such security measures may harm our reputation and financial results, as well as subject us to litigation or actions by regulatory authorities. Significant capital investments might be required to remediate any problems, infringements, misappropriations or other third party claims.

Any failure or inability of our third party technology-based vendors to comply with applicable privacy laws and regulations or maintain secure systems may adversely affect our financial performance.

Some of our essential business processes that are dependent on technology are outsourced to third parties. Such processes include, but are not limited to, gift card tracking and authorization, on-line ordering, credit card authorization and processing, certain components of our "BJ's Premier Rewards" customer loyalty program, certain insurance claims processing, payroll processing, web site hosting and maintenance, data warehousing and business intelligence services, point-of-sale system maintenance, certain tax filings, telecommunications services, web-based labor scheduling and other key processes. We make a diligent effort to ensure that all providers of outsourced services are observing proper internal control practices, such as redundant processing facilities; however, there are no guarantees that failures will not occur. If the security and information systems that our outsourced third party providers use to store or process such information are compromised or if such third parties otherwise fail to comply with applicable privacy laws and regulations, we may face litigation and the imposition of penalties that may adversely affect our financial performance. Our reputation as a brand or as an employer may also be adversely affected from these types of security breaches or regulatory violations, which may impair our sales or ability to attract and keep qualified employees.

We may incur costs resulting from security risks we face in connection with our electronic processing and transmission of confidential customer information.

We accept electronic payment cards from our customers for payment in our restaurants. A number of restaurant operators and retailers have experienced actual or potential security breaches in which credit and debit card information may have been stolen in addition to other personal information such as our customer's names, email addresses, home addresses and phone numbers. While we have taken reasonable steps to prevent the occurrence of security breaches in this respect, we may, in the future, become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information, and we may also be subject to lawsuits or other proceedings in the future relating to these types of incidents. Proceedings related to theft of credit or debit card information may be brought by payment card providers, banks and credit unions that issue cards, cardholders (either individually or as part of a class action lawsuit) and federal and state regulators. Any such proceedings may distract our management from running our business and cause us to incur significant unplanned losses and expenses. Additionally, any adverse publicity related to any security breaches or any stolen personal identification from credit and debit card information or other personal information such as our customer's or employee names, email addresses, home addresses and phone numbers may negatively affect our sales, profitability and reputation. We also receive and maintain certain personal information about our customers and employees. The use of this information by us is regulated at the federal and state levels. If our security and information systems are compromised or our employees fail to comply with these laws and regulations and this information is obtained by unauthorized persons or used inappropriately, it may adversely affect our reputation, as well as results of operations, and may result in litigation against us or the imposition of penalties. In addition, our ability to accept credit cards as payment in our restaurants and on-line store depends on us remaining in compliance with standards set by the PCI Security Standards Council. These standards, set by a consortium of the major credit card companies, require certain levels of system security and procedures to protect our customers' credit card and other personal information. Privacy and information security laws and regulations change over time, and compliance with those changes may result in cost increases due to necessary systems and process changes.

Periodic audits of our federal, state and local tax returns by the taxing authorities may result in tax assessments or penalties that may have a material adverse impact on our results of operations and financial position.

We are subject to federal, state and local taxes. Significant judgment is required in determining the provision for income taxes. Although we believe our tax estimates are reasonable, if the IRS or other taxing authority disagrees with the positions we have taken on our tax returns, we may have additional tax liability, including interest and penalties. If material, payment of such additional amounts, upon final adjudication of any disputes, may have a material impact on our results of operations and financial position. The cost of complying with new tax rules, laws or regulations may be significant. Increases in federal or state statutory tax rates and other changes in tax laws, rules or regulations may increase our effective tax rate. Any increase in our effective tax rate may have a material impact on our financial results.

Unsolicited takeover proposals, governance change proposals, proxy contests and certain proposals/actions by activist investors may create additional risks and uncertainties with respect to the Company's financial position, operations, strategies and management, and may adversely affect our ability to attract and retain key employees. Any perceived uncertainties may affect the market price and volatility of our securities.

Public companies in the restaurant industry have been the target of unsolicited takeover proposals in the past. In the event that a third party, such as a competitor, private equity firm or activist investor makes an unsolicited takeover proposal, or proposes to change our governance policies or board of directors, or makes other proposals concerning the Company's ownership structure or operations, our review and consideration of such proposals may be a significant distraction for our management and employees, and may require us to expend significant time and resources. Such proposals may create uncertainty for our employees' additional risks and uncertainties with respect to the Company's financial position, operations, strategies and management, and may adversely affect our ability to attract and retain key employees. Any perceived uncertainties as to our future direction also may affect the market price and volatility of our securities.

Any suspension of or failure to pay regular dividends or repurchase the Company's stock up to the maximum amounts permitted under our previously announced repurchase program, either of which may negatively impact investor perception of us and may affect the market price and volatility of our stock.

Our ability to pay regular dividends or repurchase stock will depend on our ability to generate sufficient cash flows from operations, as supplemented by proceeds from the exercise of employee stock options and our capacity to borrow funds, which may be subject to economic, financial, competitive and other factors that are beyond our control. The inability to pay regular dividends or complete stock repurchases under our previously announced repurchase program may negatively impact investor perception of us, and may therefore affect the market price and volatility of our stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

RESTAURANT LOCATIONS

As of February 24, 2020, we operated a total of 209 restaurants located in the following 29 states:

	Number of Restaurants
Alabama	2
Arizona	6
Arkansas	2
California	62
Colorado	6
Connecticut	1
Florida	22
Indiana	6
Kansas	1
Kentucky	3
Louisiana	3
Maryland	6
Massachusetts	1
Michigan	3
Nevada	5
New Jersey	2
New Mexico	2
New York	3
North Carolina	2
Ohio	13
Oklahoma	4
Oregon	3
Pennsylvania	4
Rhode Island	1
South Carolina	1
Tennessee	1
Texas	34
Virginia	6
Washington	4
	209

The average interior square footage of our restaurants is approximately 8,100 square feet. Many of our restaurants also have outdoor patios that are utilized when weather conditions permit.

As of February 24, 2020, 208 of our 209 existing restaurants are located on leased properties. We own the underlying land for one of our existing restaurants, one of our restaurants that will be opened in fiscal 2020 and our Texas brewpub locations. We also own two parcels of land adjacent to two of our operating restaurants. There can be no assurance that we will be able to renew expiring leases after the expiration of all remaining renewal options. Most of our restaurant leases provide for contingent rent based on a percentage of restaurant sales (to the extent this amount exceeds a minimum base rent) and payment of certain occupancy-related expenses. We own substantially all of the equipment, furnishings and trade fixtures in our restaurants. Our restaurant support center ("RSC") is located in an approximate 56,000 square foot leased space in Huntington Beach, California. Our RSC lease expires August 31, 2024.

ITEM 3. LEGAL PROCEEDINGS

See Note 7 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this Annual Report on Form 10-K for a summary of legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

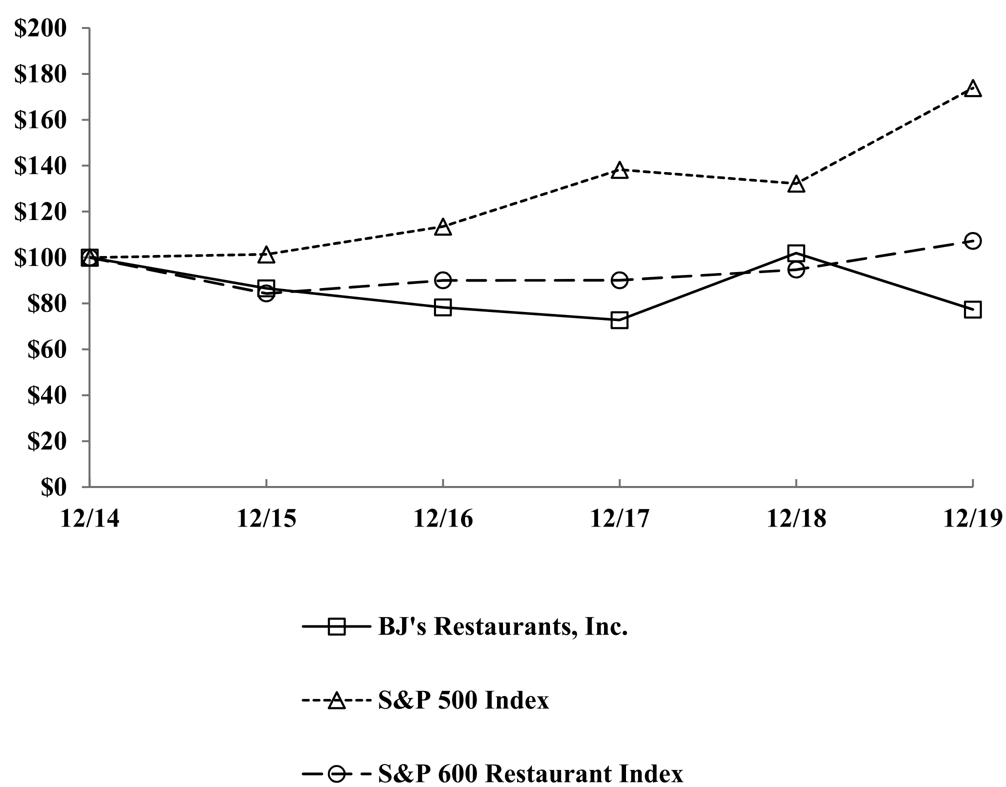
MARKET INFORMATION

Our common stock is traded on The NASDAQ Global Select Market under the symbol "BJRI." As of February 21, 2020, we had approximately 91 shareholders of record and we estimate that there were approximately 14,000 beneficial shareholders.

STOCK-PERFORMANCE GRAPH

The Company has elected to use the S&P 600 Restaurant Index as its peer group for fiscal year 2019. The following chart compares the five-year cumulative total stock performance of our common stock, the S&P 600 Restaurant Index and the S&P 500 Index. The graph assumes that $100 was invested on December 31, 2014, in our common stock and in each of the indices and that all dividends were reinvested. The measurement points utilized in the graph consist of the last trading day in each calendar year, which closely approximates the last day of our respective fiscal year. The historical stock performance presented below is not intended to and may not be indicative of future stock performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
Among BJ's Restaurants, Inc., the S&P 500 Index,
and S&P 600 Restaurant Index



CALCULATION OF AGGREGATE MARKET VALUE OF NON-AFFILIATE SHARES

For purposes of calculating the aggregate market value of shares of our common stock held by non-affiliates as set forth on the cover page of this Annual Report on Form 10-K, we have assumed that all outstanding shares are held by non-affiliates, except for shares held by each of our executive officers, directors and 5% or greater shareholders. In the case of 5% or greater shareholders, we have not deemed such shareholders to be affiliates unless there are facts and circumstances which would indicate that such shareholders exercise any control over our Company, or unless they hold 10% or more of our outstanding common stock. These assumptions should not be deemed to constitute an admission that all executive officers, directors and 5% or greater shareholders are, in fact, affiliates of our Company, or that there are no other persons who may be deemed to be affiliates of our Company. Further information concerning shareholdings of our officers, directors and principal shareholders is included or incorporated by reference in Part III, Item 12 of this Annual Report on Form 10-K.

STOCK-BASED COMPENSATION PLAN INFORMATION

We have a shareholder approved stock-based compensation plan, the Equity Incentive Plan (as amended from time to time, "the Plan"), under which we may issue shares of our common stock to employees, officers, directors and consultants. Under the Plan, we have granted incentive stock options, non-qualified stock options and restricted stock units. The following table provides information about the shares of our common stock that may be issued upon exercise of awards as of December 31, 2019 (share numbers in thousands):

	Number of Securities to be Issued Upon Exercise of Outstanding Stock Options	Weighted Average Exercise Price of Outstanding Stock Options	Number of Securities Remaining Available for Future Issuance Under Stock-Based Compensation Plans
Stock-based compensation plans approved by shareholders	1,259	$ 41.09	1,400
Stock-based compensation plans not approved by shareholders	—	—	—
Total	1,259		1,400

DIVIDEND POLICY AND STOCK REPURCHASES

Since the fourth quarter of fiscal 2017, we have paid quarterly cash dividends. While we intend to continue to pay quarterly cash dividends in future periods, any decisions to pay or to increase or decrease cash dividends will be reviewed and declared by the Board of Directors at its discretion. Debt instruments that we enter into in the future may contain, covenants that place limitations on the amount of dividends we may pay.

As of December 31, 2019, we have cumulatively repurchased shares valued at approximately $460.5 million in accordance with our approved share repurchase plan. Approximately $82.8 million of these shares were repurchased during fiscal 2019. The share repurchases were executed through open market purchases, and future share repurchases may be completed through the combination of individually negotiated transactions, accelerated share buyback, and/or open market purchases. In March 2019, our Board of Directors approved an expansion of our share repurchase program by $100 million. As of December 31, 2019, we have approximately $39.5 million remaining under the current $500 million share repurchase plan approved by our Board of Directors. Our Credit Facility does not contain any restrictions on the amount of borrowings that can be used to make share repurchases as long as we are in compliance with our financial and non-financial covenants.

The following table sets forth information with respect to the repurchase of common shares during fiscal 2019:

Period (1)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plans	Increase in Dollars for Share Repurchase Authorization	Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
01/02/19 – 01/29/19	41,667	$ 52.39	41,667	$ —	$ 20,028,995
01/30/19 – 02/26/19	—	$ —	—	$ —	$ 20,028,995
02/27/19 – 04/02/19	207,274	$ 46.85	207,274	$ 100,000,000	$110,318,234
04/03/19 – 04/30/19	184,254	$ 46.13	184,254	$ —	$101,819,048
05/01/19 – 05/28/19	97,713	$ 48.59	97,713	$ —	$ 97,070,846
05/29/19 – 07/02/19	139,912	$ 42.88	139,912	$ —	$ 91,071,382
07/03/19 – 07/30/19	28,581	$ 39.55	28,581	$ —	$ 89,940,971
07/31/19 – 08/27/19	434,684	$ 36.58	434,684	$ —	$ 74,041,633
08/28/19 – 10/01/19	654,142	$ 37.09	654,142	$ —	$ 49,782,641
10/02/19 – 10/29/19	266,084	$ 36.28	266,084	$ —	$ 40,130,140
10/30/19 – 11/26/19	—	$ —	—	$ —	$ 40,130,140
11/27/19 – 12/31/19	18,469	$ 36.70	18,469	$ —	$ 39,452,344
Total	2,072,780		2,072,780		

(1) Period information is presented in accordance with our fiscal months during fiscal 2019.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data for the five fiscal years ended December 31, 2019, are derived from our audited consolidated financial statements. All fiscal years presented consist of 52 weeks with the exception of fiscal year 2016 which consists of 53 weeks. This selected consolidated financial data should be read in conjunction with our consolidated financial statements and accompanying notes, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and other financial information included elsewhere in this report.

	Fiscal Year				
	2019	2018	2017	2016	2015
	(in thousands, except per share data)				
Revenues	$ 1,161,450	$ 1,116,948	$ 1,031,782	$ 993,052	$ 919,597
Restaurant operating costs (excluding depreciation and amortization):					
Cost of sales	295,009	281,953	268,707	251,460	226,942
Labor and benefits	424,370	400,745	371,220	345,370	317,050
Occupancy and operating	256,383	239,446	219,863	204,583	192,739
General and administrative	62,540	60,449	55,447	55,406	53,827
Depreciation and amortization	72,006	70,439	68,665	64,275	59,417
Restaurant opening	2,892	2,298	3,873	6,977	6,562
Loss on disposal and impairment of assets	3,862	4,048	4,775	2,971	2,908
Gain on lease transactions, net	(4,731)	—	—	—	(2,910)
Natural disaster and related	—	—	905	—	—
Severance and legal settlements	—	—	423	369	—
Total costs and expenses	1,112,331	1,059,378	993,878	931,411	856,535
Income from operations	49,119	57,570	37,904	61,641	63,062
Other (expense) income:					
Interest expense, net	(4,613)	(4,838)	(4,501)	(1,730)	(1,015)
Other income (expense), net	1,788	(735)	1,987	1,180	60
Total other expense	(2,825)	(5,573)	(2,514)	(550)	(955)
Income before income taxes	46,294	51,997	35,390	61,091	62,107
Income tax expense (benefit)	1,056	1,187	(9,390)	15,534	16,782
Net income	$ 45,238	$ 50,810	$ 44,780	$ 45,557	$ 45,325
Net income per share:					
Basic	$ 2.23	$ 2.42	$ 2.10	$ 1.91	$ 1.76
Diluted	$ 2.20	$ 2.35	$ 2.06	$ 1.88	$ 1.73
Weighted average number of shares outstanding:					
Basic	20,285	20,958	21,374	23,824	25,718
Diluted	20,592	21,584	21,772	24,233	26,231
Consolidated Balance Sheets Data (end of period):					
Cash and cash equivalents	$ 22,394	$ 29,224	$ 24,335	$ 22,761	$ 34,604
Total assets	$ 1,072,084	$ 695,107	$ 683,550	$ 691,312	$ 681,665
Total long-term debt	$ 143,000	$ 95,000	$ 163,500	$ 148,000	$ 100,500
Shareholders' equity	$ 290,287	$ 309,221	$ 258,729	$ 274,897	$ 316,483

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

As of February 24, 2020, we owned and operated 209 restaurants located in 29 states as described in Item 2 - Properties - "Restaurant Locations" in this Form 10-K. Our proprietary craft beer is produced at several of our locations, our Temple, Texas brewpub locations and by independent third party brewers using our proprietary recipes. Our menu features BJ's award-winning, signature deep-dish pizza, our proprietary craft and other beers, as well as a wide selection of appetizers, entrées, pastas, sandwiches, specialty salads and desserts, including our Pizookie® dessert.

We intend to continue opening new BJ's restaurants in high profile locations within densely populated areas in both existing and new markets. Since most of our established restaurants currently operate close to full capacity during the peak demand periods, and given our relatively high average sales per productive square foot, over the long-term we do not expect to achieve sustained increases in comparable restaurant sales in excess of our increase in average check for our mature restaurants, assuming we are able to retain our customer traffic levels in those restaurants. Therefore, we currently expect that the majority of our year-over-year revenue growth for fiscal 2020 will be derived from new restaurant openings, the carryover impact of partial-year openings during fiscal 2019, and increases in our average check.

Newly opened restaurants typically experience inefficiencies in the form of higher cost of sales, labor and direct operating and occupancy costs for several months after their opening relative to our more mature, established restaurants. Accordingly, the number and timing of new restaurant openings have had, and are expected to continue to have, an impact on restaurant opening expenses, cost of sales, labor and occupancy and operating expenses. Additionally, restaurant openings in new markets may experience even greater inefficiencies for several months, if not longer, due to lower initial sales volumes, which results from initially low consumer awareness levels, and a lack of supply chain and other operating cost leverage until additional restaurants can be opened in those markets.

Our revenues are comprised of food and beverage sales at our restaurants. Revenues from restaurant sales are recognized when payment is tendered at the point of sale. Amounts paid with a credit card are recorded in accounts and other receivables until payment is collected. Gift card sales are recorded as a liability and recognized as revenues upon redemption in our restaurants. Estimated gift card breakage is recorded as revenue and recognized in proportion to our historical redemption pattern. The estimated gift card breakage is based on when the likelihood of redemption becomes remote, which has typically been 24 months after the original gift card issuance date. Our customer loyalty program enables participants to earn points for qualifying purchases that can be redeemed for food and beverages in the future. We allocate the transaction price between the goods delivered and the future goods that will be delivered, on a relative standalone selling price basis, and defer the revenues allocated to the points until such points are redeemed.

All of our restaurants are Company-owned. In calculating comparable restaurant sales, we include a restaurant in the comparable base once it has been open for 18 months. Customer traffic for our restaurants is estimated based on customer checks.

Cost of sales is comprised of food and beverage costs, including the cost to produce and distribute our proprietary craft beer, soda and ciders. The components of cost of sales are variable and typically fluctuate directly with sales volumes, but may be impacted by changes in commodity prices, a shift in sales mix to higher cost proteins or other higher cost items, or varying levels of promotional activities.

Labor and benefit costs include direct hourly and management wages, bonuses, payroll taxes, fringe benefits and stock-based compensation and workers' compensation expense that is directly related to restaurant level employees.

Occupancy and operating expenses include restaurant supplies, credit card fees, third party delivery company commissions, marketing costs, fixed rent, percentage rent, common area maintenance charges, utilities, real estate taxes, repairs and maintenance and other related restaurant costs.

General and administrative costs include all corporate, field supervision and administrative functions that support existing operations and provide infrastructure to facilitate our future growth. Components of this category include corporate management, field supervision and corporate hourly staff salaries and related employee benefits (including stock-based compensation expense and cash-based incentive compensation), travel and relocation costs, information systems, the cost to recruit and train new restaurant management employees, corporate rent, certain brand marketing-related expenses and legal, professional and consulting fees.

Depreciation and amortization are composed primarily of depreciation of capital expenditures for restaurant and brewing equipment and leasehold improvements.

Restaurant opening expenses, which are expensed as incurred, consist of the costs of hiring and training the initial hourly work force for each new restaurant, travel, the cost of food and supplies used in training, grand opening promotional costs, the cost of the initial stock of operating supplies and other direct costs related to the opening of a restaurant, including rent during the construction and in-restaurant training period.

While we currently expect to pursue the renewal of substantially all of our expiring restaurant leases, there is no guarantee that we can obtain a new lease that is satisfactory to our landlord and us or that, if renewed, rents will not increase substantially.

RESULTS OF OPERATIONS

The following table sets forth, for the years indicated, our Consolidated Statements of Income expressed as percentages of total revenues. All fiscal years presented consist of 52 weeks with the exception of fiscal year 2016 which consists of 53 weeks. Percentages below may not reconcile due to rounding.

	Fiscal Year				
	2019	2018	2017	2016	2015
Revenues	100.0%	100.0%	100.0%	100.0%	100.0%
Restaurant operating costs (excluding depreciation and amortization):					
Cost of sales	25.4	25.2	26.0	25.3	24.7
Labor and benefits	36.5	35.9	36.0	34.8	34.5
Occupancy and operating	22.1	21.4	21.3	20.6	21.0
General and administrative	5.4	5.4	5.4	5.6	5.9
Depreciation and amortization	6.2	6.3	6.7	6.5	6.5
Restaurant opening	0.2	0.2	0.4	0.7	0.7
Loss on disposal and impairment of assets	0.3	0.4	0.5	0.3	0.3
Gain on lease transactions, net	(0.4)	—	—	—	(0.3)
Natural disaster and related	—	—	0.1	—	—
Severance and legal settlements	—	—	—	—	—
Total costs and expenses	95.8	94.8	96.3	93.8	93.1
Income from operations	4.2	5.2	3.7	6.2	6.9
Other (expense) income:					
Interest expense, net	(0.4)	(0.4)	(0.4)	(0.2)	(0.1)
Other income (expense), net	0.2	(0.1)	0.2	0.1	—
Total other expense	(0.2)	(0.5)	(0.2)	(0.1)	(0.1)
Income before income taxes	4.0	4.7	3.4	6.2	6.8
Income tax expense (benefit)	0.1	0.1	(0.9)	1.6	1.8
Net income	3.9%	4.5%	4.3%	4.6%	4.9%

52 WEEKS ENDED DECEMBER 31, 2019 (FISCAL 2019) COMPARED TO THE 52 WEEKS ENDED JANUARY 1, 2019 (FISCAL 2018)

Revenues. Total revenues increased by $44.5 million, or 4.0%, to $1.2 billion during fiscal 2019, from $1.1 billion during fiscal 2018. The increase in revenues primarily consisted of a $30.9 million increase in sales from new restaurants not yet in our comparable restaurant sales base, coupled with a 1.1%, or $11.9 million increase in comparable restaurant sales. This increase in comparable restaurant sales resulted from an increase in average check of approximately 3.0%, partially offset by a decrease in customer traffic of approximately 1.9%.

Cost of Sales. Cost of sales increased by $13.1 million, or 4.6%, to $295.0 million during fiscal 2019, from $282.0 million during fiscal 2018. This increase was primarily due to the opening of seven new restaurants during fiscal 2019. As a percentage of revenues, cost of sales increased to 25.4% for fiscal 2019 from 25.2% for the prior fiscal year. This percentage increase is primarily due to higher produce costs related to avocados and higher cost of sales related to our new slow roasted tri-tip sirloin, which has had a positive impact on our average check and sales, offset by increases in our menu prices.

Labor and Benefits. Labor and benefit costs for our restaurants increased by $23.6 million, or 5.9%, to $424.4 million during fiscal 2019, from $400.7 million during fiscal 2018. This increase was primarily due to the opening of seven new restaurants during fiscal 2019. As a percentage of revenues, labor and benefit costs increased to 36.5% for fiscal 2019 from 35.9% for the prior fiscal year. This percentage increase is primarily due to higher hourly labor rates coupled with temporary increases in labor hours for the training of our new slow roasted tri-tip sirloin and Gold Standard Kitchen Systems, partially offset by lower incentive compensation. Included in labor and benefits for fiscal 2019 and 2018 was approximately $2.4 million and $2.3 million, respectively, or 0.2% of revenues, of stock-based compensation expense related to equity awards granted in accordance with our Gold Standard Stock Ownership Program for certain restaurant management employees.

Occupancy and Operating. Occupancy and operating expenses increased by $16.9 million, or 7.1%, to $256.4 million during fiscal 2019, from $239.4 million during fiscal 2018. This increase was primarily due to the opening of seven new restaurants during fiscal 2019. As a percentage of revenues, occupancy and operating expenses increased to 22.1% for fiscal 2019 from 21.4% for the prior fiscal year. This percentage increase was primarily due to increased marketing and commissions to third party delivery companies, higher maintenance costs related to our handheld server tablets, and the impact from the adoption of Accounting Standards Update

("ASU") 2016-02, Leases ("Topic 842") in which deferred sale-leaseback gains are no longer offset against rent expense over the term of the lease.

General and Administrative. General and administrative expenses increased by $2.1 million, or 3.5%, to $62.5 million during fiscal 2019, from $60.4 million during fiscal 2018. The slight increase was primarily due to higher field supervision and support costs to manage our increasing number of restaurants, offset by lower cash based incentive compensation. As a percentage of revenues, general and administrative expenses were 5.4% for fiscal 2019 and the prior fiscal year. This percentage remained consistent primarily due to the leveraging of our costs over a higher revenue base from new restaurants and comparable restaurant sales increases, coupled with lower cash based incentive compensation. Also included in general and administrative costs for fiscal 2019 and 2018 was approximately $6.5 million and $6.0 million, respectively, or 0.6% and 0.5% of revenues, respectively, of stock-based compensation expense.

Depreciation and Amortization. Depreciation and amortization increased by $1.6 million, or 2.2%, to $72.0 million during fiscal 2019, compared to $70.4 million during fiscal 2018. This increase was primarily due to depreciation expense related to the seven new restaurants opened during fiscal 2019. As a percentage of revenues, depreciation and amortization decreased to 6.2% for fiscal 2019 from 6.3% for the prior fiscal period. This percentage decrease was primarily due to our ability to leverage the fixed component of these expenses from our comparable restaurant sales increase.

Restaurant Opening. Restaurant opening expense increased by $0.6 million, or 25.8%, to $2.9 million during fiscal 2019, compared to $2.3 million during fiscal 2018. This increase was due to the opening of seven new restaurants during fiscal 2019, compared to five new restaurants during fiscal 2018.

Loss on Disposal and Impairment of Assets. The loss on disposal and impairment of assets decreased by $0.2 million, or 4.6%, to $3.9 million during fiscal 2019, compared to $4.0 million during fiscal 2018. These costs primarily relate to disposals of obsolete assets in conjunction with initiatives to keep our restaurants up to date.

Gain on Lease Transactions, Net. Gain on lease transactions, net of $4.7 million during fiscal 2019 relate to the sale of the land underlying two of our restaurants. Prior to the adoption Topic 842 on January 2, 2019, gain on lease transactions were amortized over the term of the lease.

Interest Expense, Net. Interest expense, net decreased by $0.2 million to $4.6 million during fiscal 2019, compared to $4.8 million during fiscal 2018. This slight decrease was primarily due to greater capitalized interest related to two additional restaurant openings in fiscal 2019 as compared to 2018.

Other Income (Expense), Net. Other income (expense), net increased by $2.5 million to $1.8 million of income during fiscal 2019, compared to net expense of $0.7 million during fiscal 2018. This increase was primarily due to an increase in the cash surrender value of certain life insurance policies under our deferred compensation plan. This increase offsets the related deferred compensation expense included in "General and administrative" expenses on our Consolidated Statements of Income.

Income Tax Expense (Benefit). Our effective income tax rate for fiscal 2019, was 2.3% for fiscal 2019 and 2018. The effective income tax rate for fiscal 2019 differed from the statutory income tax rate primarily due to recurring federal tax credits.

52 WEEKS ENDED JANUARY 1, 2019 (FISCAL 2018) COMPARED TO THE 52 WEEKS ENDED JANUARY 2, 2018 (FISCAL 2017)

For discussion related to the results of operations and changes in financial condition for fiscal 2018 compared to fiscal 2017 refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our fiscal 2018 Form 10-K, which was filed with the United States Securities and Exchange Commission on February 26, 2019.

LIQUIDITY AND CAPITAL RESOURCES

The following table provides, for the periods indicated, a summary of our key liquidity measurements (dollar amounts in thousands):

	December 31, 2019	January 1, 2019
Cash and cash equivalents	$ 22,394	$ 29,224
Net working capital	$ (93,826)	$ (71,938)
Current ratio	0.4:1.0	0.5:1.0

Our capital requirements are driven by our fundamental financial objective to improve total shareholder return through a balanced approach of new restaurant expansion plans, enhancements and initiatives on existing restaurants, and return of capital to our shareholders through our share repurchase program and dividends. In addition, we want to maintain a flexible balance sheet to provide the financial resources necessary to manage the risks and uncertainties of conducting our business operations in a mature segment of the restaurant industry. In order to achieve these objectives, we use a combination of operating cash flows, funded debt, landlord allowances and proceeds from stock option exercises.

We currently estimate the total domestic capacity for BJ's restaurants to be at least 425, given the size of our current restaurant prototype and the current structure of the BJ's concept and menu. We expect to fund our growth plans using cash from our ongoing operations, our cash balance on hand, proceeds from employee stock option exercises, tenant improvement allowances from our landlords and our $250 million Credit Facility. Depending on the expected level of new restaurant development, tenant improvement allowances that we receive from our landlords, other planned capital investments including ongoing maintenance capital expenditures, and results from our ongoing operations, we may not generate enough cash flow from operations to completely fund our plans. In addition, share repurchases and our quarterly cash dividend or any significant increases in such repurchases or dividends may impact our available capital resources. Accordingly, we continue to actively monitor overall conditions in the capital and credit markets with respect to the potential sources and the timing of additional financing in order to enhance total shareholder return. However, there can be no assurance that such financing will be available if required or available on terms acceptable to us. If we are unable to secure additional capital resources, when needed, we may be required to reduce our planned rate of expansion, share repurchases, quarterly cash dividends or other shareholder return initiatives.

Similar to many restaurant chains, we typically utilize operating lease arrangements (principally ground leases) for the majority of our restaurant locations. We believe our operating lease arrangements provide appropriate leverage for our capital structure in a financially efficient manner. However, we are not limited to the use of lease arrangements as our only method of opening new restaurants and from time to time have purchased the underlying land for new restaurants. We typically lease our restaurant locations for periods of 10 to 20 years under operating lease arrangements. Our rent structures vary from lease to lease, but generally provide for the payment of both minimum and contingent (percentage) rent based on sales, as well as other expenses related to the leases (for example, our pro-rata share of common area maintenance, property tax and insurance expenses). Many of our lease arrangements include the opportunity to secure tenant improvement allowances to partially offset the cost of developing and opening the related restaurants. Generally, landlords recover the cost of such allowances from increased minimum rents. However, there can be no assurance that such allowances will be available to us on each project. From time to time, we may also decide to purchase the underlying land for a new restaurant if that is the only way to secure a highly desirable site. Currently, we own the underlying land for one of our existing restaurants, one of our restaurants that will be opened in fiscal 2020 and our Texas brewpub locations. We also own two parcels of land adjacent to two of our restaurants. It is not our current strategy to own a large number of land parcels that underlie our restaurants. Therefore, in many cases we have subsequently entered into sale-leaseback arrangements for land parcels that we previously purchased. We disburse cash for certain site-related work, buildings, leasehold improvements, furnishings, fixtures and equipment to build our leased and owned premises. We own substantially all of the equipment, furniture and trade fixtures in our restaurants and currently plan to do so in the future.

We also require capital resources to evolve, maintain and increase the productive capacity of our existing base of restaurants and brewing operations and to further expand and strengthen the capabilities of our corporate and information technology infrastructures. Our requirement for working capital is not significant since our restaurant customers pay for their food and beverage purchases in cash or credit cards at the time of the sale. Thus, we are able to sell many of our inventory items before we are required to pay our suppliers for such items.

CASH FLOWS

The following tables set forth, for the years indicated, our cash flows from operating, investing, and financing activities (dollar amounts in thousands):

	Fiscal Year		
	2019	**2018**	**2017**
Cash provided by operating activities	$ 115,999	$ 132,917	$ 107,036
Net cash used in investing activities	(78,118)	(55,463)	(52,831)
Net cash used in financing activities	(44,711)	(72,565)	(52,631)
Net increase (decrease) in cash and cash equivalents	$ (6,830)	$ 4,889	$ 1,574

Operating Cash Flows

Net cash provided by operating activities was $116.0 million during fiscal 2019, representing a $16.9 million decrease from the $132.9 million provided during fiscal 2018. The decrease in cash from operating activities for fiscal 2019, in comparison to fiscal 2018, is primarily due to lower net income and the timing of payables and accrued expenses, partially offset by the timing of accounts and other receivables.

Investing Cash Flows

Net cash used in investing activities was $78.1 million during fiscal 2019, representing a $22.7 million increase from the $55.5 million used in fiscal 2018. The increase over prior year is primarily due to increases in the cost of building new restaurants, two additional new restaurant openings compared to the prior year and the timing of new restaurant openings.

The following table provides, for the years indicated, the components of capital expenditures (dollar amounts in thousands):

	Fiscal Year		
	2019	2018	2017
New restaurants	$ 51,534	$ 27,159	$ 39,049
Restaurant maintenance and key productivity initiatives	26,995	32,642	30,938
Restaurant and corporate systems	3,628	1,163	749
Total capital expenditures	$ 82,157	$ 60,964	$ 70,736

We expect to open eight to ten restaurants in fiscal 2020, and we have entered into signed leases, land purchase agreements or letters of intent for all of our 2020 potential restaurant locations. Our new restaurant unit economics continue to warrant an appropriate allocation of our available capital, and we will continue to balance new restaurant growth with our commitment to drive shareholder returns through our share repurchase program and quarterly cash dividends.

We currently anticipate our total capital expenditures for fiscal 2020 to be approximately $90 million. This estimate includes costs to open eight to ten new restaurants, a new human capital management system, the purchase of land for up to two new restaurants, and increased construction and development costs as a result of higher tariffs and labor costs. Total capital expenditures exclude anticipated proceeds from tenant improvement allowances and sale-leasebacks. We expect to fund our net capital expenditures with our current cash balance on hand, cash flows from operations and our line of credit. Our future cash requirements will depend on many factors, including the pace of our expansion, conditions in the retail property development market, construction costs, the nature of the specific sites selected for new restaurants, and the nature of the specific leases and associated tenant improvement allowances available, if any, as negotiated with landlords.

Financing Cash Flows

Net cash used in financing activities was $44.7 million during fiscal 2019, representing a $27.9 million decrease from the $72.6 million used in fiscal 2018. The decrease in cash used over prior year is primarily due to a decrease in payments on our line of credit, net of borrowings, partially offset by an increase in shares repurchased and a reduction in proceeds from exercises of stock options.

We have a $250 million unsecured revolving line of credit that expires on November 18, 2021, and may be used for working capital and other general corporate purposes. We utilize the Credit Facility principally for letters of credit that are required to support certain of our self-insurance programs, to fund a portion of our share repurchase program and quarterly cash dividend and working capital and construction requirements. While we intend to pay regular quarterly cash dividends in the future, any decisions to pay, increase or decrease cash dividends will be reviewed quarterly and declared by the Board of Directors at its discretion. Debt instruments that we enter into in the future may contain covenants that place limitations on the amount of dividends we may pay.

As of fiscal 2019, we have cumulatively repurchased shares valued at approximately $460.5 million in accordance with our approved share repurchase plan. We repurchased shares valued at approximately $82.8 million during fiscal 2019. The share repurchases were executed through open market purchases, and future share repurchases may be completed through the combination of individually negotiated transactions, accelerated share buyback, and/or open market purchases. As of December 31, 2019, we have approximately $39.5 million available under our share repurchase plan. Our Credit Facility does not contain any restrictions on the amount of borrowings that can be used to make share repurchases, or on the amount of dividends we pay, as long as we are in compliance with our financial and non-financial covenants.

OFF-BALANCE SHEET ARRANGEMENTS

We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or variable interest entities (“VIEs”), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow limited purposes. As of December 31, 2019, we are not involved in any off-balance sheet arrangements.

IMPACT OF INFLATION

Inflation on food, labor, energy and occupancy costs can significantly affect the profitability of our restaurant operations. Our profitability is dependent, among other things, on our ability to anticipate and react to changes in the cost of key operating resources, including food and other raw materials, labor, energy and other supplies and services. Substantial increases in costs and expenses could impact our operating results to the extent that such increases cannot be passed along to our restaurant customers. While we have taken steps to enter into agreements for some of the commodities used in our restaurant operations, there can be no assurance that future supplies and costs for such commodities will not fluctuate due to weather or other market conditions outside of our control. We are currently unable to contract for certain commodities, such as fluid dairy, fresh meat or seafood, and most fresh produce items for long periods of time. Consequently, such commodities can be subject to unforeseen supply and cost fluctuations.

A general shortage in the availability of qualified restaurant managers and hourly workers in certain geographic areas in which we operate has caused increases in the costs of recruiting and compensating such employees. Many of our restaurant employees are paid hourly rates subject to the federal, state or local minimum wage requirements. Numerous state and local governments have their own minimum wage and other regulatory requirements for employees that are generally greater than the federal minimum wage and are subject to annual increases based on changes in their local consumer price indices. Additionally, certain operating and other costs, including health benefits in compliance with the Patient Protection and Affordable Care Act, taxes, insurance and other outside services continue to increase with the general level of inflation and may also be subject to other cost and supply fluctuations outside of our control.

While we have been able to partially offset inflation and other changes in the costs of key operating resources by gradually increasing prices of our menu items, coupled with more efficient purchasing practices, productivity improvements and greater economies of scale, there can be no assurance that we will be able to continue to do so in the future. From time to time, competitive conditions will limit our menu pricing flexibility. In addition, macroeconomic conditions that impact consumer discretionary spending for food away from home could make additional menu price increases imprudent. There can be no assurance that all of our future cost increases can be offset by higher menu prices or that higher menu prices will be accepted by our restaurant customers without any resulting changes in their visit frequencies or purchasing patterns. Many of the leases for our restaurants provide for contingent rent obligations based on a percentage of sales. As a result, rent expense will absorb a proportionate share of any menu price increases in our restaurants. There can be no assurance that we will continue to generate increases in comparable restaurant sales in amounts sufficient to offset inflationary or other cost pressures.

SEASONALITY AND ADVERSE WEATHER

Our business is impacted by weather and other seasonal factors that typically impact other restaurant operations. Holidays (and shifts in the holiday calendar) and severe weather including hurricanes, tornados, thunderstorms and similar conditions may impact restaurant sales volumes in some of the markets where we operate. Many of our restaurants are located in or near shopping centers and malls that typically experience seasonal fluctuations in sales. Quarterly results have been and will continue to be significantly impacted by the timing of new restaurant openings and their associated restaurant opening expenses. As a result of these and other factors, our financial results for any given quarter may not be indicative of the results that may be achieved for a full fiscal year.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies require the greatest amount of subjective or complex judgments by management and are important to portraying our financial condition and results of operations. Judgments or uncertainties regarding the application of these policies may result in materially different amounts being reported under different conditions or using different assumptions. We consider the following policies to be the most critical in understanding the judgments that are involved in preparing our consolidated financial statements.

Leases

We determine if a contract contains a lease at inception. Our material operating leases consist of restaurant locations and office space. U.S. GAAP requires that our leases be evaluated and classified as operating or finance leases for financial reporting purposes. The classification evaluation begins at the commencement date, and the lease term used in the evaluation includes the non-cancellable period for which we have the right to use the underlying asset, together with renewal option periods when the exercise of the renewal option is reasonably certain and failure to exercise such option would result in an economic penalty. All of our restaurant leases and office space are classified as operating leases. We do not have any finance leases.

We disburse cash for leasehold improvements, furniture and fixtures and equipment to build out and equip our leased premises. Tenant improvement allowance incentives may be available to partially offset the cost of developing and opening the related restaurants, pursuant to agreed-upon terms in our leases. Tenant improvement allowances can take the form of cash payments upon the opening of the related restaurants, full or partial credits against minimum or percentage rents otherwise payable by us, or a combination thereof. All tenant improvement allowances received by us are recorded as a contra operating lease asset and amortized over the term of the lease.

The lease term used for straight-line rent expense is calculated from the commencement date (the date we take possession of the premises) through the lease termination date (including any options where exercise is reasonably certain and failure to exercise such option would result in an economic penalty). We expense rent from commencement date through restaurant open date as preopening expense. Once a restaurant opens for business, we record straight-line rent expense plus any additional variable contingent rent expense to the extent it is due under the lease agreement.

There is potential for variability in the rent holiday period, which begins on the commencement date and ends on the restaurant open date, during which no cash rent payments are typically due under the terms of the lease. Factors that may affect the length of the rent holiday period generally pertain to construction related delays. Extension of the rent holiday period due to delays in restaurant opening will result in greater preopening rent expense recognized during the rent holiday period and lesser occupancy expense during the rest of the lease term (post-opening).

We record a lease liability equal to the present value of future payments discounted at the estimated fully collateralized incremental borrowing rate (discount rate) corresponding with the lease term. Our lease liability calculation is the total rent payable during the lease term, including rent escalations in which the amount of future rent is certain or fixed on the straight-line basis over the term of the lease (including the rent holiday period beginning upon our possession of the premises, and any fixed payments stated in the lease). A corresponding operating lease asset is also recorded equaling the initial amount of the lease liability, plus any lease payments made to the lessor before or at the lease commencement date and any initial direct costs incurred, less any lease incentives received. The difference between the minimum rents paid and the straight-line rent is reflected within the associated operating lease asset. Certain leases contain provisions that require additional rent payments based upon restaurant sales volume ("variable lease cost"). Contingent rent is accrued each period as the liabilities are incurred, in addition to the straight-line rent expense noted above. This results in some variability in occupancy expense as a percentage of revenues over the term of the lease in restaurants where we pay contingent rent.

Management makes judgments regarding the reasonably certain lease term for each restaurant property lease, which can impact the classification and accounting for a lease as finance or operating, the rent holiday and/or escalations in payments that are taken into consideration when calculating straight-line rent, and the term over which leasehold improvements for each restaurant are amortized. These judgments may produce materially different amounts of depreciation, amortization and rent expense than would be reported if different assumed lease terms were used.

To determine the incremental borrowing rates used to discount the lease payments, the Company estimated its synthetic credit rating and utilized market data for similarly situated companies. Rates are updated quarterly and applied based on the lease term of each respective lease.

Self-Insurance Liability

We retain large deductibles or self-insured retentions for a portion of our general liability insurance and our employee workers' compensation programs. We maintain coverage with a third party insurer to limit our total exposure for these programs. The accrued liability associated with these programs is based on our estimate of the ultimate costs within our retention amount to settle known claims as well as claims incurred but not yet reported to us ("IBNR claims") as of the balance sheet date. Our estimated liability is based on information provided by a third party actuary, combined with our judgments regarding a number of assumptions and factors, including the frequency and severity of claims, our claims development history, case jurisdiction, related legislation, and our claims settlement practice. Significant judgment is required to estimate IBNR claims as parties have yet to assert such claims. If actual claims trends, including the severity or frequency of claims, differ from our estimates, our financial results could be significantly impacted.

Property and Equipment

We record all property and equipment at cost. Property and equipment accounting requires us to estimate the useful lives of the assets for depreciation purposes and to select depreciation methods. We believe the useful lives reflect the actual economic life of the underlying assets. We have elected to use the straight-line method of depreciation over the estimated useful life of an asset or the lease term of the respective lease, whichever is shorter, for leasehold improvements. Renewals and betterments that materially extend the useful life of an asset are capitalized while maintenance and repair costs are charged to operating expense as incurred. Judgment is often required in the decision to distinguish between an asset which qualifies for capitalization versus an expenditure which is for maintenance and repairs. Internal costs associated with the acquisition, development and construction of our restaurants are capitalized and allocated to the projects which they relate. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation and amortization accounts are relieved, and any gain or loss is included in earnings. Additionally, any interest capitalized for new restaurant construction would be included in "Property and equipment, net" on our Consolidated Balance Sheets.

Impairment of Long-Lived Assets

We assess the potential impairment of our long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. The assets are generally reviewed for impairment in total as well as on a restaurant by restaurant basis. Factors considered include, but are not limited to, significant underperformance by the restaurant relative to expected historical or projected future operating results; significant changes in the manner of use of the acquired assets or the strategy for the overall business; and significant negative industry or economic trends. The recoverability is assessed in most cases by comparing the carrying value of the asset to the undiscounted cash flows expected to be generated by the asset. This assessment process requires the use of estimates and assumptions regarding future restaurant cash flows and estimated useful lives, which are subject to a significant degree of judgment. If these assumptions change in the future, we may be required to record impairment charges for these assets or for the entire restaurant.

Income Taxes

We utilize the liability method of accounting for income taxes. Deferred income taxes are recognized based on the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax payable for the period and the change during the period in deferred tax assets and liabilities.

We provide for income taxes based on our expected federal and state tax liabilities. Our estimates include, but are not limited to, effective state and local income tax rates, allowable tax credits for items such as FICA taxes paid on reported tip income and estimates related to depreciation expense allowable for tax purposes. We usually file our income tax returns several months after our fiscal year-end. All tax returns are subject to audit by federal and state governments for years after the returns are filed, and could be subject to differing interpretations of the tax laws.

We recognize the impact of a tax position in our financial statements if that position is more likely than not of being sustained through an audit, based on the technical merits of the position. Interest and penalties related to uncertain tax positions are included in income tax expense.

Stock-Based Compensation

Under our shareholder approved stock-based compensation plan, we have granted incentive stock options, non-qualified stock options, and restricted stock units that generally vest over three to five years. Incentive and non-qualified stock options expire ten years from the date of grant. We have also granted performance-based restricted stock units under our shareholder approved stock-based compensation plan that vests after three years based on achievement of certain performance targets. Stock-based compensation is measured in accordance with U.S. GAAP based on the estimated fair value of the awards granted. To value stock options on the grant date, we utilize the Black-Scholes option-pricing model which requires us to make certain assumptions and judgments regarding the inputs. These judgments include expected volatility, risk free interest rate, expected option life, dividend yield and vesting percentage. These estimations and judgments are determined by us using many different variables that, in many cases, are outside of our control. The changes in these variables or trends, including stock price volatility and risk free interest rate, may significantly impact the grant date fair value resulting in a significant impact to our financial results.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table summarizes our future estimated cash payments under existing contractual obligations as of December 31, 2019, including estimated cash payments due by period (in thousands).

	Payments Due by Period				
	Total	Less Than 1 Year	2-3 Years	4-5 Years	After 5 Years
Contractual Obligations:					
Operating leases (1)	$ 644,910	$ 58,209	$ 115,916	$ 108,637	$ 362,148
Purchase obligations (2)	26,340	17,166	8,148	1,026	—
Total	$ 671,250	$ 75,375	$ 124,064	$ 109,663	$ 362,148
Other Obligations:					
Long-term debt	$ 143,000	$ —	$ 143,000	$ —	$ —
Interest (3)	9,063	4,796	4,267	—	—
Standby letters of credit	18,134	18,134	—	—	—
Total	$ 170,197	$ 22,930	$ 147,267	$ —	$ —

(1) For more detailed description of our operating leases, refer to Note 6 in the accompanying Consolidated Financial Statements.

(2) Amounts represent non-cancelable commitments for the purchase of goods and other services.

(3) We have assumed $143.0 million remains outstanding under our Credit Facility until the maturity date of November 18, 2021, using the interest rate in effect on December 31, 2019, which was approximately 3.4%.

Additionally, we have entered into lease agreements related to future restaurants with commencement dates subsequent to December 31, 2019. Our aggregate future commitment relating to these leases is $10.2 million and is not included in operating leases above.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion of market risks contains "forward-looking" statements. Actual results may differ materially from the following discussion based on general conditions in the financial and commodity markets.

Interest Rate Risk

We have a $250 million unsecured Credit Facility of which $143.0 million is currently outstanding that carries interest at a floating rate. We utilize the Credit Facility principally for letters of credit that are required to support our self-insurance programs, to fund a portion of our announced stock repurchase and dividend programs and for working capital and construction requirements, as needed. We are exposed to interest rate risk through fluctuations in interest rates on our obligations under the Credit Facility. Based on our current outstanding balance, a hypothetical 1% change in the interest rates under our Credit Facility would have an approximate $1.1 million annual impact on our net income.

Food and Commodity Price Risks

We purchase food and other commodities for use in our operations based upon market prices established with our suppliers. Many of the commodities purchased by us can be subject to volatility due to market supply and demand factors outside of our control, whether contracted for or not. Costs can also fluctuate due to government regulation. To manage this risk in part, we attempt to enter into fixed-price purchase commitments, with terms typically up to one year, for some of our commodity requirements. However, it may not be possible for us to enter into fixed-price contracts for certain commodities or we may choose not to enter into fixed-price contracts for certain commodities. We believe that substantially all of our food and supplies are available from several sources, which helps to diversify our overall commodity cost risk. We also believe that we have some flexibility and ability to increase certain menu prices, or vary certain menu items offered or promoted, in response to food commodity price increases. Some of our commodity purchase arrangements may contain contractual features that limit the price paid by establishing certain price floors or caps. We do not use financial instruments to hedge commodity prices, since our purchase arrangements with suppliers, to the extent that we can enter into such arrangements, help control the ultimate cost that we pay.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See the Consolidated Financial Statements and other data attached hereto beginning on page F-1 of this Annual Report on Form 10-K.

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 the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 promulgated under the Securities Exchange Act of 1934 as amended, as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2019, our disclosure controls and procedures are designed and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There has not been any change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

To facilitate the adoption of the new lease accounting standard (Topic 842), effective as of January 2, 2019, and to properly account for its impact on our leases, we established implementation controls to ensure our contracts have been properly evaluated and that the impact of the new lease accounting standard has been properly assessed and disclosed on our consolidated financial statements for the fiscal year ended December 31, 2019.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2019, based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) ("COSO"). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

Ernst & Young LLP, the independent registered public accounting firm has independently assessed the effectiveness of our internal control over financial reporting and its report is included herein.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of BJ's Restaurants, Inc.

Opinion on Internal Control over Financial Reporting

We have audited BJ's Restaurants, Inc.'s internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, BJ's Restaurants, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of BJ's Restaurants, Inc. as of December 31, 2019 and January 1, 2019, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2019 and the related notes (collectively referred to as the "financial statements") of the Company and our report dated February 24, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP
Irvine, California
February 24, 2020

Inherent Limitations on Effectiveness of Controls

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all 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. 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. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of control effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

We have adopted a Code of Business Ethics and a Code of Business Conduct to promote honest and ethical conduct of our business, professional and personal relationships. The Code of Business Ethics covers all executives, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Business Conduct is applicable to all directors, executives and other employees. A copy of our Code of Integrity, Ethics and Conduct is available on our website http://investors.bjsrestaurants.com under Corporate Governance. We intend to post any amendments to or waivers from our Code of Business Ethics and Code of Business Conduct at this website location.

Information with respect to our executive officers is included in Part I, Item 1 of this Annual Report on Form 10-K. Other information required by this Item is hereby incorporated by reference to the information contained in the Proxy Statement relating to the Annual Meeting of Shareholders, which we expect to be filed with the SEC no later than 120 days after the close of the year ended December 31, 2019.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the information contained in the Proxy Statement relating to the Annual Meeting of Shareholders, which we expect to file with the SEC no later than 120 days after the close of the year ended December 31, 2019.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the information contained in the Proxy Statement relating to the Annual Meeting of Shareholders, which we expect to file with the SEC no later than 120 days after the close of the year ended December 31, 2019.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the information contained in the Proxy Statement relating to the Annual Meeting of Shareholders, which we expect to file with the SEC no later than 120 days after the close of the year ended December 31, 2019.

See Part II, Item 5 – "Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities – *Stock-Based Compensation Plan Information*" for certain information regarding our equity compensation plans.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the information contained in the Proxy Statement relating to the Annual Meeting of Shareholders, which we expect to file with the SEC no later than 120 days after the close of the year ended December 31, 2019.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) CONSOLIDATED FINANCIAL STATEMENTS

The following documents are contained in Part II, Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 31, 2019 and January 1, 2019

Consolidated Statements of Income for Each of the Three Fiscal Years in the Period Ended December 31, 2019

Consolidated Statements of Shareholders' Equity for Each of the Three Fiscal Years in the Period Ended December 31, 2019

Consolidated Statements of Cash Flows for Each of the Three Fiscal Years in the Period Ended December 31, 2019

Notes to the Consolidated Financial Statements

(2) FINANCIAL STATEMENT SCHEDULES

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

(3) EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit 3.1 to the Form 10-K for the year ended January 2, 2018.
3.2	Amended and Restated Bylaws of the Company, incorporated by reference to Exhibits 3.1 to the Form 8-K filed on June 4, 2007.
3.3	Certificate of Amendment of Articles of Incorporation incorporated by reference to Exhibit 3.3 of the Form 10-K for the year ended January 2, 2005.
3.4	Certificate of Amendment of Articles of Incorporation, dated June 8, 2010, incorporated by reference to Exhibit 3.4 of the Form 10-K for the year ended December 28, 2010.
4.1	Specimen Common Stock Certificate of the Company, incorporated by reference to Exhibit 4.1 of the Company’s Registration Statement on Form SB-2A filed with the Securities and Exchange Commission on August 22, 1996 (File No. 3335182-LA) (as amended, the “Registration Statement”).
4.2	Description of the Securities.
10.1*	Form of Indemnification Agreement with Officers and Directors, incorporated by reference to Exhibit 10.1 to the Form 10-K for the year ended January 2, 2018.
10.2*	BJ’s Restaurants, Inc. Equity Incentive Plan, as amended (incorporated by reference to Appendix A to the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 24, 2019).
10.3*	Form of Employee Stock Option Agreement under the Equity Incentive Plan.
10.4*	Form of Notice of Grant of Stock Option under the Equity Incentive Plan, incorporated by reference to Exhibit 10.4 of the Form 8-K filed July 1, 2005.
10.5*	Form of Non-Employee Director Stock Option Agreement under the Equity Incentive Plan, incorporated by reference to Exhibit 10.8 of the Form 10-K for the year ended January 3, 2006.
10.6*	Form of Non-Employee Director Notice of Grant of Stock Option under the Equity Incentive Plan, incorporated by reference to Exhibit 10.9 of the Form 10-K for the year ended January 3, 2006.
10.7*	Form of Restricted Stock Unit Agreement (non-GSSOP) for employees under the Equity Incentive Plan.
10.8*	Form of Restricted Stock Unit Notice (non-GSSOP) for employees under the Equity Incentive Plan, incorporated by reference to Exhibit 10.2 to the Form 10-Q filed on November 6, 2007.
10.9*	Form of Restricted Stock Unit Agreement (2012 BJ’s GSSOP) for employees under the Equity Incentive Plan, incorporated by reference to Exhibit 10.11 to the Form 10-K for the year ended January 1, 2013.
10.10*	Form of Equity Award Certificate (2012 BJ’s GSSOP) for employees under the Equity Incentive Plan, incorporated by reference to Exhibit 10.12 to the Form 10-K for the year ended January 1, 2013.
10.11*	Form of Stock Option Agreement (2012 BJ’s GSSOP) for employees under the Equity Incentive Plan, incorporated by reference to Exhibit 10.13 to the Form 10-K for the year ended January 1, 2013.
10.12*	Form of Option Grant Notice (2012 BJ’s GSSOP) for employees under the Equity Incentive Plan, incorporated by reference to Exhibit 10.14 to the Form 10-K for the year ended January 1, 2013.
10.13*	Form of Restricted Stock Unit Agreement for non-employee directors under the Equity Incentive Plan.
10.14*	Form of Restricted Stock Unit Award Certificate for non-employee directors under the Equity Incentive Plan, incorporated by reference to Exhibit 10.16 to the Form 10-K for the year ended January 1, 2013.
10.15*	Employment Agreement, dated June 12, 2003, between the Company and Gregory S. Lynds, incorporated by reference to Exhibit 10.26 of the Form 10-K filed on or about March 14, 2008.
10.16*	[Reserved]
10.17*	Employment Agreement, dated September 6, 2005, between the Company and Gregory S. Levin, incorporated by reference to Exhibit 10.1 of the Form 10-Q filed on November 3, 2005.

Exhibit Number	Description
10.18*	Employment Agreement, effective March 1, 2011, between the Company and Kendra D. Miller, incorporated by reference to Exhibit 10.17 of the Form 10-K filed on March 9, 2011.
10.19*	Employment Agreement dated October 28, 2012, between the Company and Gregory A. Trojan, incorporated by reference to Exhibit 10.1 to Form 8-K filed on October 29, 2012.
10.20*	Employment Agreement dated January 28, 2013, between the Company and Brian S. Krakower, incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 6, 2013.
10.21*	Consulting Agreement, dated February 1, 2013, between the Company and Gerald W. Deitchle, incorporated by reference to Exhibit 10.2 to Form 10-Q filed on May 6, 2013.
10.22*	Employment Agreement effective July 9, 2014, between the Company and Kevin E. Mayer, incorporated by reference to Exhibit 10.1 to Form 10-Q filed on November 3, 2014.
10.23*	Amended and Restated Employment Agreement dated August 8, 2017, between the Company and Gregory A. Trojan, incorporated by reference to Exhibit 10.1 to Form 8K filed on August 8, 2017.
10.24	[Reserved]
10.25	[Reserved]
10.26	Second Amended and Restated Credit Agreement, dated November 18, 2016, between the Company and Bank of America, N.A. and JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on November 18, 2016).
10.27*	BJ’s Restaurants, Inc. 2011 Performance Incentive Plan (incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 22, 2016.
10.28*	Form of Performance Stock Unit Agreement under the Equity Incentive Plan.
21	List of Significant Subsidiaries.
23.1	Consent of Independent Registered Public Accounting Firm.
31	Section 302 Certifications of Chief Executive Officer and Chief Financial Officer.
32	Section 906 Certification of Chief Executive Officer and Chief Financial Officer.
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2019 has been formatted in Inline XBRL.

* *Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.*

ITEM 16. FORM 10-K SUMMARY

Not applicable.

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 our behalf by the undersigned, thereunto duly authorized.

BJ'S RESTAURANTS, INC.

By: /s/ Gregory A. Trojan

Gregory A. Trojan

February 24, 2020

Chief Executive Officer and Director
(Principal Executive Officer)

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

Signature	Capacity	Date
By: /s/ GREGORY A. TROJAN **Gregory A. Trojan**	Chief Executive Officer and Director (Principal Executive Officer)	February 24, 2020
By: /s/ GREGORY S. LEVIN **Gregory S. Levin**	President, Chief Financial Officer and Secretary (Principal Financial Officer)	February 24, 2020
By: /s/ JACOB J. GUILD **Jacob J. Guild**	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 24, 2020
By: /s/ PETER A. BASSI **Peter A. Bassi**	Lead Independent Director	February 24, 2020
By: /s/ LARRY D. BOUTS **Larry D. Bouts**	Director	February 24, 2020
By: /s/ JAMES A. DAL POZZO **James A. Dal Pozzo**	Director	February 24, 2020
By: /s/ GERALD W. DEITCHLE **Gerald W. Deitchle**	Chairman of the Board and Director	February 24, 2020
By: /s/ NOAH A. ELBOGEN **Noah A. Elbogen**	Director	February 24, 2020
By: /s/ LEA ANNE S. OTTINGER **Lea Anne S. Ottinger**	Director	February 24, 2020
By: /s/ JANET M. SHERLOCK **Janet M. Sherlock**	Director	February 24, 2020
By: /s/ PATRICK D. WALSH **Patrick D. Walsh**	Director	February 24, 2020

BJ'S RESTAURANTS, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of BJ's Restaurants, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of BJ's Restaurants, Inc. (the Company) as of December 31, 2019 and January 1, 2019, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2019 and January 1, 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

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 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 24, 2020, expressed an unqualified opinion thereon.

Adoption of New Accounting Standard

As discussed in Note 1 to the consolidated financial statements, the Company changed its method for accounting for leases in 2019. As explained below, auditing the Company's assessment of its incremental borrowing rate was a critical audit matter.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence 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.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Determination of the Incremental Borrowing Rate in accordance with ASC 842, Leases

Description of the Matter

As discussed above and in Note 1 to the consolidated financial statements, the Company adopted Accounting Standards Update, Leases (ASC 842) on January 2, 2019 and has disclosed the impact of this adoption in Note 1. On the adoption date, the Company recorded $377.0 million in operating lease assets and $473.8 million in current and long-term operating lease liabilities on its consolidated balance sheet for existing operating leases. The calculation of the Company's operating lease assets and operating lease liabilities included an estimate of the present value of the future lease payments to be made over the remaining lease term. Management determined the discount rate used to calculate the present value by estimating the Company's incremental borrowing rate. The incremental borrowing rate is the rate of interest that the lessee would have to pay to borrow on a collateralized basis over a similar term and amount equal to the lease obligation in a similar economic environment. The Company's operating lease asset and operating lease liability were sensitive to changes in the incremental borrowing rate at the date of adoption.

Auditing management's assessment of its incremental borrowing rate in connection with the adoption of ASC 842 was subjective and involved complex judgments as the Company is not a party to debt financing or other instruments that would have comparable collateral or similar terms as its underlying restaurant, office and equipment leases. The key estimates included evaluating the credit rating of the Company and applying a collateralization adjustment to senior debt rates to arrive at the incremental borrowing rate.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls over the review of the methodology, inputs, and assumptions used to determine the incremental borrowing rate.

To test the Company's incremental borrowing rate, we obtained and reviewed the work performed by management. Our substantive audit procedures included, among others, involving our specialists to assist in evaluating management's methodology and assumptions used to determine the Company's incremental borrowing rate at the date of adoption of ASC 842. Together with our specialists, we evaluated the Company's significant assumptions used to develop the incremental borrowing rate, which included: (1) estimating the synthetic credit rating by comparing the credit quality of the Company to that of other similarly rated companies, (2) estimating the unsecured yield curves to develop a benchmark, (3) estimating adjustments to the benchmark yield curves to reflect comparable collateral positions, and (4) the selection of the risk-free rates. In addition, we evaluated the Company's lease disclosures included in Note 1 in relation to these matters.

Workers' Compensation and General Liability Reserve

Description of the Matter

At December 31, 2019, the workers' compensation and general liability reserve was $21.7M. As discussed in Note 1 to the consolidated financial statements, the Company retains large deductibles or self-insured retentions for a portion of its' workers' compensation and general liability insurance. The Company estimates the liability based upon information provided by a third-party actuary.

Auditing the workers' compensation and general liability reserve is complex and required the involvement of a third-party actuary due to the judgmental nature of the actuarial assumptions (e.g., severity of claims, claim development history, case jurisdiction, related legislation, the Company's settlement practice, claims incurred but not yet reported, ultimate costs to settle known claims) used in the measurement process. These assumptions have a significant effect on the final workers' compensation and general liability reserve estimated by the Company.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of management's controls that address the measurement and valuation of the workers' compensation and general liability reserve. For example, we tested controls over the claims process, the significant actuarial assumptions, management's estimate of claims incurred but not yet reported and management's review and approval of the third-party actuarial report obtained on a quarterly basis.

To test the workers' compensation and general liability reserve, our audit procedures included, among others, evaluating the methodology used, assessing the significant actuarial assumptions discussed above, and testing the completeness and accuracy of the underlying data provided to the third-party actuary. Additionally, we engaged our specialists to review the assumptions and methodology used by the third-party actuary and to calculate an independent estimate of the workers compensation and general liability reserve as of December 31, 2019. We compared this independent estimate to the range provided by the third-party actuary in order to conclude whether the recorded workers compensation and general liability reserve was appropriate. In addition, we evaluated the Company's workers compensation and general liability reserve disclosures included in Note 1 in relation to these matters.

/s/ Ernst & Young LLP
We have served as the Company's auditor since 2001.
Irvine, California
February 24, 2020

BJ'S RESTAURANTS, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

	December 31, 2019	January 1, 2019
Assets		
Current assets:		
Cash and cash equivalents	$ 22,394	$ 29,224
Accounts and other receivables, net	22,197	31,190
Inventories, net	11,102	10,133
Prepaid expenses and other current assets	8,912	7,940
Total current assets	64,605	78,487
Property and equipment, net	583,639	582,754
Operating lease assets	383,355	—
Goodwill	4,673	4,673
Other assets, net	35,812	29,193
Total assets	$ 1,072,084	$ 695,107
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable (1)	$ 23,422	$ 36,505
Accrued expenses	102,815	113,920
Current operating lease obligations	32,194	—
Total current liabilities	158,431	150,425
Long-term operating lease obligations	448,333	—
Deferred income taxes, net	20,164	15,977
Deferred rent	—	35,088
Deferred lease incentives	—	54,264
Long-term debt	143,000	95,000
Other liabilities	11,869	35,132
Total liabilities	781,797	385,886
Commitments and contingencies (Note 7)		
Shareholders' equity:		
Preferred stock, 5,000 shares authorized, none issued or outstanding	—	—
Common stock, no par value, 125,000 shares authorized and 19,149 and 21,058 shares issued and outstanding as of December 31, 2019 and January 1, 2019, respectively	—	—
Capital surplus	67,062	64,342
Retained earnings	223,225	244,879
Total shareholders' equity	290,287	309,221
Total liabilities and shareholders' equity	$ 1,072,084	$ 695,107

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

(1) Included in accounts payable for fiscal years 2019 and 2018 is $2,543 and $6,110, respectively, of related party trade payables. See Note 13 for further information.

BJ'S RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Revenues	$ 1,161,450	$ 1,116,948	$ 1,031,782
Restaurant operating costs (excluding depreciation and amortization):			
Cost of sales (1)	295,009	281,953	268,707
Labor and benefits	424,370	400,745	371,220
Occupancy and operating (1)	256,383	239,446	219,863
General and administrative	62,540	60,449	55,447
Depreciation and amortization	72,006	70,439	68,665
Restaurant opening	2,892	2,298	3,873
Loss on disposal and impairment of assets	3,862	4,048	4,775
Gain on lease transactions	(4,731)	—	—
Natural disaster and related	—	—	905
Severance and legal settlements	—	—	423
Total costs and expenses	1,112,331	1,059,378	993,878
Income from operations	49,119	57,570	37,904
Other expense, net:			
Interest expense, net	(4,613)	(4,838)	(4,501)
Other income (expense), net	1,788	(735)	1,987
Total other expense, net	(2,825)	(5,573)	(2,514)
Income before income taxes	46,294	51,997	35,390
Income tax expense (benefit)	1,056	1,187	(9,390)
Net income	$ 45,238	$ 50,810	$ 44,780
Net income per share:			
Basic	$ 2.23	$ 2.42	$ 2.10
Diluted	$ 2.20	$ 2.35	$ 2.06
Weighted average number of shares outstanding:			
Basic	20,285	20,958	21,374
Diluted	20,592	21,584	21,772

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

(1) Related party costs included in cost of sales are $85,794, $85,788 and $83,554 for fiscal years 2019, 2018, and 2017, respectively. Related party costs included in occupancy and operating are $9,307, $9,697 and $9,247 for fiscal years 2019, 2018, and 2017, respectively. See Note 13 for further information.

BJ’S RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Common Stock		Capital	Retained	
	Shares	Amount	Surplus	Earnings	Total
Balance, January 3, 2017	22,332	$ —	$ 66,200	$ 208,697	$ 274,897
Exercise of stock options	57	1,886	(504)	—	1,382
Issuance of restricted stock units	79	3,714	(4,036)	—	(322)
Repurchase and retirement of common stock	(1,983)	(5,600)	—	(61,322)	(66,922)
Stock-based compensation	—	—	7,244	—	7,244
Dividends paid or payable, $0.11 per share	—	—	—	(2,330)	(2,330)
Net income	—	—	—	44,780	44,780
Balance, January 2, 2018	20,485	—	68,904	189,825	258,729
Exercise of stock options	876	36,520	(10,380)	—	26,140
Issuance of restricted stock units	102	2,383	(2,766)	—	(383)
Repurchase and retirement of common stock	(405)	(38,903)	—	18,572	(20,331)
Stock-based compensation	—	—	8,584	—	8,584
Cumulative effect of adopting revenue recognition standard	—	—	—	(4,598)	(4,598)
Dividends paid or payable, $0.45 per share	—	—	—	(9,730)	(9,730)
Net income	—	—	—	50,810	50,810
Balance, January 1, 2019	21,058	—	64,342	244,879	309,221
Exercise of stock options	37	1,422	(356)	—	1,066
Issuance of restricted stock units	127	5,122	(6,136)	—	(1,014)
Repurchase and retirement of common stock	(2,073)	(6,544)	—	(76,216)	(82,760)
Stock-based compensation	—	—	9,212	—	9,212
Cumulative effect of adopting lease standard	—	—	—	19,502	19,502
Dividends paid or payable, $0.49 per share	—	—	—	(10,178)	(10,178)
Net income	—	—	—	45,238	45,238
Balance, December 31, 2019	19,149	$ —	$ 67,062	$ 223,225	$ 290,287

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

BJ'S RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year		
	2019	**2018**	**2017**
Cash flows from operating activities:			
Net income	$ 45,238	$ 50,810	$ 44,780
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	72,006	70,439	68,665
Non-cash lease expense	27,726	—	—
Deferred income taxes	(2,773)	(2,812)	(16,486)
Stock-based compensation expense	8,918	8,256	6,946
Loss on disposal and impairment of assets	3,862	4,048	4,775
Natural disaster and related	—	—	194
Changes in assets and liabilities:			
Accounts and other receivables, net	12,146	(15,815)	(210)
Landlord contribution for tenant improvements	—	(752)	1,565
Inventories, net	(969)	381	(607)
Prepaid expenses and other current assets	(1,393)	3,060	(718)
Other assets, net	(7,823)	(1,688)	(4,022)
Accounts payable	(9,799)	4,746	(1,261)
Accrued expenses	(4,410)	10,320	2,652
Operating lease obligations	(30,518)	—	—
Deferred rent	—	2,601	2,063
Deferred lease incentives	—	1,421	(1,276)
Other liabilities	3,788	(2,098)	(24)
Net cash provided by operating activities	115,999	132,917	107,036
Cash flows from investing activities:			
Purchases of property and equipment	(82,157)	(60,964)	(70,736)
Proceeds from sale of assets	4,039	5,501	17,905
Net cash used in investing activities	(78,118)	(55,463)	(52,831)
Cash flows from financing activities:			
Borrowings on line of credit	1,043,500	1,175,000	2,145,100
Payments on line of credit	(995,500)	(1,243,500)	(2,129,600)
Taxes paid on vested stock units under employee plans	(1,014)	(383)	(322)
Proceeds from exercise of stock options	1,066	26,140	1,382
Cash dividends paid	(10,003)	(9,491)	(2,269)
Repurchases of common stock	(82,760)	(20,331)	(66,922)
Net cash used in financing activities	(44,711)	(72,565)	(52,631)
Net (decrease) increase in cash and cash equivalents	(6,830)	4,889	1,574
Cash and cash equivalents, beginning of year	29,224	24,335	22,761
Cash and cash equivalents, end of year	$ 22,394	$ 29,224	$ 24,335

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

BJ'S RESTAURANTS, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year		
	2019	**2018**	**2017**
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	$ 5,152	$ 9,597	$ 5,163
Cash paid for interest, net of capitalized interest	$ 3,992	$ 4,158	$ 4,245
Cash paid for operating lease obligations	$ 51,175	$ —	$ —
Supplemental disclosure of non-cash investing and financing activities:			
Operating lease assets obtained in exchange for operating lease (1)	$ 34,046	$ —	$ —
Property and equipment acquired and included in accounts payable	$ 7,076	$ 10,360	$ 3,876
Stock-based compensation capitalized	$ 294	$ 328	$ 298

(1) Amount represents leases entered into during fiscal 2019 and does not include the adoption of Topic 842.

BJ'S RESTAURANTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The Company and Summary of Significant Accounting Policies

Description of Business

BJ's Restaurants, Inc. (referred to herein as the "Company," "BJ's," "we," "us" and "our") was incorporated in California on October 1, 1991, to assume the management of five "BJ's Chicago Pizzeria" restaurants and to develop additional BJ's restaurants. As of December 31, 2019, we owned and operated 208 restaurants located in 28 states. During fiscal 2019, we opened seven new restaurants and closed one smaller format restaurant in Balboa, California when its lease expired. Several of our locations, in addition to our two brewpub locations in Texas, brew our signature, proprietary craft BJ's beer. All of our other restaurants receive their BJ's beer either from one of our restaurant brewing operations, our Texas brewpubs and/or independent third party brewers using our proprietary recipes.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of BJ's Restaurants, Inc. and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The financial statements presented herein include all material adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of the financial condition, results of operations and cash flows for the period.

The consolidated financial statements and accompanying notes have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The Company had no components of other comprehensive income (loss) during any of the years presented, as such; a consolidated statement of comprehensive income (loss) is not presented.

The preparation of financial statements in conformity U.S. GAAP requires management to make estimates and assumptions for the reporting period and as of the financial statement date. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

Our fiscal year consists of 52 or 53 weeks and ends on the Tuesday closest to December 31 for financial reporting purposes. Fiscal year 2019, 2018 and 2017 ended on December 31, 2019, January 1, 2019, and January 2, 2018, respectively, and consisted of 52 weeks of operations.

Segment Disclosure

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 280, Segment Reporting, establishes standards for disclosures about products and services, geographic areas and major customers. We currently operate in one operating segment: casual dining company-owned restaurants. Additionally, we operate in one geographic area: the United States of America.

Recently Issued Accounting Standards

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This update requires companies to measure credit losses utilizing a methodology that reflects expected credit losses and requires a consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. We will adopt this standard during the first quarter of fiscal 2020. The adoption of ASU 2016-13 will not have a material impact on our consolidated financial statements.

In August 2018, the FASB, issued ASU 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40). This update clarifies the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 will be effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. We will adopt this standard during the first quarter of fiscal 2020. The adoption of ASU 2018-15 will not have a material impact on our consolidated financial statements.

Recently Adopted Accounting Standards

On January 2, 2019, the first day of fiscal 2019, we adopted ASU 2016-02, Leases (Topic 842), along with related clarifications and improvements. This pronouncement requires lessees to recognize a liability for lease obligations, which represents the discounted obligation to make future lease payments, and a corresponding operating lease asset on the balance sheet. The guidance requires disclosure of key information about leasing arrangements that is intended to give financial statement users the ability to assess the amount, timing, and potential uncertainty of cash flows related to leases. We elected the optional transition method to apply the standard as of the effective date and therefore, we have not applied the standard to the comparative periods presented on our consolidated financial statements.

The practical expedient utilized as of January 2, 2019 were as follows:

Practical expedient package	We have not reassessed whether any expired or existing contracts are, or contain, leases. We have not reassessed the lease classification for any expired or existing leases. We have not reassessed initial direct costs for any expired or existing leases.
Hindsight practical expedient	We have not elected the hindsight practical expedient, which permits the use of hindsight when determining lease term, including option periods, and impairment of operating lease assets.

Related to the adoption of Topic 842, our policy elections were as follows:

Separation of lease and non-lease components	We elected to account for lease and non-lease components as a single component for office and beverage gas equipment.
Short-term policy	We have elected the short-term lease recognition exemption for all classes of underlying assets. Leases with an initial term of 12 months or less and that do not include an option to purchase the underlying asset that we are reasonably certain to exercise are not recorded on the balance sheet. Expense for short-term leases is recognized on a straight-line basis over the lease term.

The impact on our consolidated opening balance sheet was as follows:

	January 1, 2019	Topic 842 Adjustments	January 2, 2019
		(1)	(unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 29,224	$ —	$ 29,224
Accounts and other receivables, net	31,190	—	31,190
Inventories, net	10,133	—	10,133
Prepaid expenses and other current assets	7,940	—	7,940
Total current assets	78,487	—	78,487
Property and equipment, net	582,754	—	582,754
Operating lease assets	—	377,035	377,035
Goodwill	4,673	—	4,673
Other assets, net	29,193	—	29,193
Total assets	$ 695,107	$ 377,035	$ 1,072,142
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	$ 36,505	$ —	$ 36,505
Accrued expenses	113,920	(6,869)	107,051
Current operating lease obligation	—	30,529	30,529
Total current liabilities	150,425	23,660	174,085
Long-term operating lease obligation	—	443,316	443,316
Deferred income taxes, net	15,977	6,960	22,937
Deferred rent	35,088	(35,088)	—
Deferred lease incentives	54,264	(54,264)	—
Long-term debt	95,000	—	95,000
Other liabilities	35,132	(27,051)	8,081
Total liabilities	385,886	357,533	743,419
Commitments and contingencies			
Shareholders' equity:			
Preferred stock, 5,000 shares authorized, none issued or outstanding	—	—	—
Common stock, no par value, 125,000 shares authorized and 21,058 shares issued and outstanding as of January 1, 2019 and January 2, 2019	—	—	—
Capital surplus	64,342	—	64,342
Retained earnings	244,879	19,502 (2)	264,381
Total shareholders' equity	309,221	19,502	328,723
Total liabilities and shareholders' equity	$ 695,107	$ 377,035	$ 1,072,142

(1) Adjustments represent non-cash activities for Consolidated Statements of Cash Flow purposes.

(2) Primarily composed of an increase of $28.8 million for deferred sale-leaseback gains no longer amortizable, a decrease of $2.3 million to impair the operating lease asset related to previously impaired properties and a $7.0 million decrease for the deferred tax impact of the cumulative effect adjustments.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments and money market funds with an original maturity of three months or less when purchased. Cash and cash equivalents are stated at cost, which approximates fair market value.

Concentration of Credit Risk

Financial instruments which subject us to a concentration of credit risk principally consist of cash and cash equivalents and receivables. We currently maintain our day-to-day operating cash balances with a major financial institution. At times, our operating cash balances may be in excess of the FDIC insurance limit.

Inventories

Inventories are comprised primarily of food and beverage products and are stated at the lower of cost (first-in, first-out) or net realizable value.

Property and Equipment

Property and equipment are recorded at cost and depreciated over their estimated useful lives. Leasehold improvements are amortized over the estimated useful life of the asset or the lease term, including reasonably assured renewal periods or exercised options, of the respective lease, whichever is shorter. Renewals and betterments that materially extend the life of an asset are capitalized while maintenance and repair costs are expensed as incurred. When property and equipment are sold or otherwise disposed of, the asset accounts and related accumulated depreciation or amortization accounts are relieved, and any gain or loss is included in earnings.

Depreciation and amortization are recorded using the straight-line method over the following estimated useful lives:

Furniture and fixtures	10 years
Equipment	5-10 years
Brewing equipment	10-20 years
Building improvements	the shorter of 20 years or the remaining lease term
Leasehold improvements	the shorter of the useful life or the lease term, including reasonably assured renewal periods

Goodwill

We perform impairment testing annually, during the fourth quarter, and more frequently if factors and circumstances indicate impairment may have occurred. When evaluating goodwill for impairment, we first perform a qualitative assessment to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying value. We currently have one reporting unit, which is casual dining company-owned restaurants in the United States of America. If it is concluded that the fair value of our reporting unit is less than the goodwill carrying value, we estimate the fair value of the reporting unit and compare it to the carrying value of the reporting unit, including goodwill. If the carrying value of the reporting unit is greater than the estimated fair value, an impairment charge is recorded for the difference between the implied fair value of goodwill and its carrying amount. To calculate the implied fair value of the reporting unit's goodwill, the fair value of the reporting unit is first allocated to all of the other assets and liabilities of that unit based on their relative fair values. The excess of the reporting unit's fair value over the amount assigned to its other assets and liabilities is the implied fair value of goodwill. An impairment loss would be recognized when the carrying amount of goodwill exceeds its implied fair value. This adjusted carrying value becomes the new goodwill accounting basis value. We did not record any impairment to goodwill during fiscal 2019, 2018 or 2017.

Long-Lived Assets

We assess the potential impairment of our long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. These assets are generally reviewed for impairment at the lowest cash generating level, which is on a restaurant by restaurant basis. Factors considered include, but are not limited to, significant underperformance by the restaurant relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for the overall business, and significant negative industry or economic trends. The recoverability is assessed by comparing the carrying value of the asset to the undiscounted cash flows expected to be generated by the asset. If the carrying amount is greater than the anticipated undiscounted cash flows, an impairment charge is recorded for any difference between the carrying amount and the assets estimated fair value. We did not incur an impairment expense in fiscal 2019, 2018 or 2017.

Self-Insurance Liability

We retain large deductibles or self-insured retentions for a portion of our general liability insurance and our employee workers' compensation programs. We maintain coverage with a third party insurer to limit our total exposure for these programs. The accrued liability associated with these programs is based on our estimate of the ultimate costs within our retention amount to settle known claims as well as claims incurred but not yet reported to us ("IBNR claims") as of the balance sheet date. Our estimated liability is based on information provided by a third party actuary, combined with our judgments regarding a number of assumptions and factors, including the frequency and severity of claims, our claims development history, case jurisdiction, related legislation, and our claims settlement practice.

Revenue Recognition

Revenues from food and beverage sales at restaurants are recognized when payment is tendered at the point of sale. Amounts paid with a credit card are recorded in accounts and other receivables until payment is collected from the credit card processor. We sell gift cards which do not have an expiration date and we do not deduct non-usage fees from outstanding gift card balances. Gift card sales are recorded as a liability and recognized as revenues upon redemption in our restaurants. Deferred gift card revenue, included in "Accrued expenses" on the accompanying Consolidated Balance Sheets, was $19.1 million and $17.2 million as of December 31, 2019 and January 1, 2019, respectively.

Estimated gift card breakage is recorded as "Revenues" on our Consolidated Statements of Income and recognized in proportion to our historical redemption pattern. The estimated gift card breakage is based on when the likelihood of redemption becomes remote, which has typically been 24 months after the original gift card issuance date.

Our "BJ's Premier Rewards" customer loyalty program enables participants to earn points for qualifying purchases that can be redeemed for food and beverages in the future. We allocate the transaction price between the goods delivered and the future goods that will be delivered, on a relative standalone selling price basis, and defer the revenues allocated to the points, less expected expirations, until such points are redeemed.

Cost of Sales

Cost of sales is comprised of food and beverage costs, including the cost to produce and distribute our proprietary craft beer, soda and ciders. The components of cost of sales are variable and typically fluctuate directly with sales volumes, but may be impacted by changes in commodity prices or promotional activities.

Sales Taxes

Revenues are presented net of sales tax collected. The obligations to the appropriate tax authorities are included in other accrued expenses until the taxes are remitted to the appropriate taxing authorities.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense for fiscal 2019, 2018, and 2017 was approximately $25.2 million, $24.5 million and $21.0 million, respectively. Advertising costs are primarily included in "Occupancy and operating" expenses on our Consolidated Statements of Income.

Income Taxes

We utilize the liability method of accounting for income taxes. Deferred income taxes are recognized based on the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax payable for the period and the change during the period in deferred tax assets and liabilities.

We provide for income taxes based on our expected federal and state tax liabilities. Our estimates include, but are not limited to, effective federal, state and local income tax rates, allowable tax credits for items such as FICA taxes paid on reported tip income and estimates related to depreciation expense allowable for tax purposes. We usually file our income tax returns several months after our fiscal year-end. All tax returns are subject to audit by federal and state governments for years after the returns are filed, and could be subject to differing interpretations of the tax laws.

We recognize the impact of a tax position in our financial statements if that position is more likely than not of being sustained through an audit, based on the technical merits of the position. Interest and penalties related to uncertain tax positions are included in "Income tax expense (benefit)" on our Consolidated Statements of Income.

Restaurant Opening Expense

Restaurant payroll, supplies, training, other start-up costs and rent expense incurred prior to the opening of a new restaurant are expensed as incurred.

Leases

We determine if a contract contains a lease at inception. Our material operating leases consist of restaurant locations and office space. U.S. GAAP requires that our leases be evaluated and classified as operating or finance leases for financial reporting purposes. The classification evaluation begins at the commencement date, and the lease term used in the evaluation includes the non-cancellable period for which we have the right to use the underlying asset, together with renewal option periods when the exercise of the renewal option is reasonably certain and failure to exercise such option would result in an economic penalty. All of our restaurant leases and office space are classified as operating leases. We do not have any finance leases.

We disburse cash for leasehold improvements, furniture and fixtures and equipment to build out and equip our leased premises. Tenant improvement allowance incentives may be available to partially offset the cost of developing and opening the related restaurants, pursuant to agreed-upon terms in our leases. Tenant improvement allowances can take the form of cash payments upon the opening of the related restaurants, full or partial credits against minimum or percentage rents otherwise payable by us, or a combination thereof. All tenant improvement allowances received by us are recorded as a contra operating lease asset and amortized over the term of the lease.

The lease term used for straight-line rent expense is calculated from the commencement date (the date we take possession of the premises) through the lease termination date (including any options where exercise is reasonably certain and failure to exercise such option would result in an economic penalty). We expense rent from commencement date through restaurant open date as preopening expense. Once a restaurant opens for business, we record straight-line rent expense plus any additional variable contingent rent expense to the extent it is due under the lease agreement.

There is potential for variability in the rent holiday period, which begins on the commencement date and ends on the restaurant open date, during which no cash rent payments are typically due under the terms of the lease. Factors that may affect the length of the rent holiday period generally pertain to construction related delays. Extension of the rent holiday period due to delays in restaurant opening will result in greater preopening rent expense recognized during the rent holiday period and lesser occupancy expense during the rest of the lease term (post-opening).

We record a lease liability equal to the present value of future payments discounted at the estimated fully collateralized incremental borrowing rate (discount rate) corresponding with the lease term. Our lease liability calculation is the total rent payable during the lease term, including rent escalations in which the amount of future rent is certain or fixed on the straight-line basis over the term of the lease (including the rent holiday period beginning upon our possession of the premises, and any fixed payments stated in the lease). A corresponding operating lease asset is also recorded equaling the initial amount of the lease liability, plus any lease payments made to the lessor before or at the lease commencement date and any initial direct costs incurred, less any lease incentives received. The difference between the minimum rents paid and the straight-line rent is reflected within the associated operating lease asset. Certain leases contain provisions that require additional rent payments based upon restaurant sales volume (“variable lease cost”). Contingent rent is accrued each period as the liabilities are incurred, in addition to the straight-line rent expense noted above. This results in some variability in occupancy expense as a percentage of revenues over the term of the lease in restaurants where we pay contingent rent.

Management makes judgments regarding the reasonably certain lease term for each restaurant property lease, which can impact the classification and accounting for a lease as finance or operating, the rent holiday and/or escalations in payments that are taken into consideration when calculating straight-line rent, and the term over which leasehold improvements for each restaurant are amortized. These judgments may produce materially different amounts of depreciation, amortization and rent expense than would be reported if different assumed lease terms were used.

Net Income Per Share

Basic net income per share is computed by dividing the net income by the weighted average number of common shares outstanding during the period. Diluted net income per share reflects the potential dilution that could occur if in-the-money stock options issued by us to sell common stock at set prices were exercised and if restrictions on restricted stock units issued by us were to lapse (collectively, equity awards) using the treasury stock method.

The following table presents a reconciliation of basic and diluted net income per share, including the number of dilutive equity awards that were included in the dilutive net income per share computation (in thousands):

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Numerator:			
Net income for basic and diluted net income per share	$ 45,238	$ 50,810	$ 44,780
Denominator:			
Weighted-average shares outstanding - basic	20,285	20,958	21,374
Dilutive effect of equity awards	307	626	398
Weighted-average shares outstanding - diluted	20,592	21,584	21,772

At December 31, 2019, January 1, 2019, and January 2, 2018, there were approximately 0.5 million, 0.03 million, and 0.6 million shares of common stock equivalents, respectively, that have been excluded from the calculation of diluted net income per share because they are anti-dilutive.

Stock-Based Compensation

Under our shareholder approved stock-based compensation plans, we have granted incentive stock options, non-qualified stock options, and restricted stock units ("RSUs"), including performance and time-based restricted stock units, that generally vest over three to five years. Incentive and non-qualified stock options expire ten years from the date of grant. Stock-based compensation is recorded in accordance with U.S. GAAP based on the underlying estimated fair value of the awards granted. In valuing stock options, we are required to make certain assumptions and judgments regarding the inputs to the Black-Scholes option-pricing model. These inputs include expected volatility, risk free interest rate, expected option life, dividend yield and expected vesting percentage. These estimations and judgments involve many different variables that, in many cases, are outside of our control. Changes in these variables may significantly impact the compensation cost recognized for these grants resulting in a significant impact to our financial results. The tax benefits resulting from tax deductions in excess of the compensation cost recognized (excess tax benefits) are classified as "Cash flows from financing activities" within our Consolidated Statements of Cash Flows and "Income tax expense (benefit)" within the Consolidated Statements of Income for the period realized.

2. Revenue Recognition

The liability related to our gift card and loyalty program, included in "Accrued expenses," on our Consolidated Balance Sheets is as follows (in thousands):

	December 31, 2019	January 1, 2019
Gift card liability	$ 19,106	$ 17,201
Deferred loyalty revenue (post-adoption of ASU 2016-10)	$ 8,320	$ 10,066

Revenue recognized on our Consolidated Statements of Income for the redemption of gift cards and loyalty rewards deferred at the beginning of each respective fiscal year is as follows (in thousands):

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017	
Revenue recognized from gift card liability	$ 12,064	$ 9,868	$ 7,346	(1)
Revenue recognized from customer loyalty program	$ 9,363	$ 7,326	$ —	(2)

(1) Prior to the adoption of ASU 2016-10, gift card breakage was recorded as other income and included within "Other (expense) income, net" on our Consolidated Statements of Income and therefore not recognized as revenue.

(2) Prior to the adoption of ASU 2016-10, loyalty rewards were recorded as marketing expense and included in "Occupancy and operating" on our Consolidated Statements of Income.

3. Accounts and Other Receivables

Accounts and other receivables consisted of the following (in thousands):

	December 31, 2019	January 1, 2019
Credit cards	$ 7,922	$ 18,171
Third party gift card sales	4,335	3,969
Tenant improvement allowances	3,238	3,704
Income taxes	5,659	4,487
Other	1,043	859
	$ 22,197	$ 31,190

4. Property and Equipment

Property and equipment consisted of the following (in thousands):

	December 31, 2019	January 1, 2019
Land	$ 6,833	$ 8,412
Building improvements	381,721	367,020
Leasehold improvements	289,272	271,021
Furniture and fixtures	149,300	141,887
Equipment	318,495	298,025
	1,145,621	1,086,365
Less accumulated depreciation and amortization	(584,572)	(523,635)
	561,049	562,730
Construction in progress	22,590	20,024
Property and equipment, net	$ 583,639	$ 582,754

5. Accrued Expenses

Accrued expenses consisted of the following (in thousands):

	December 31, 2019	January 1, 2019
Payroll related	$ 27,879	$ 32,249
Workers' compensation and general liability	21,667	20,929
Deferred revenue from gift cards	19,106	17,201
Deferred loyalty revenue (post-adoption of ASU 2016-10)	8,320	10,066
Sales taxes	6,892	6,858
Other taxes	3,960	4,872
Deferred lease incentives - current (1)	—	5,181
Other current rent related	2,469	2,470
Utilities	2,115	2,089
Merchant cards	1,777	1,724
Other	8,630	10,281
	$ 102,815	$ 113,920

(1) Subsequent to the adoption of Topic 842, deferred lease incentives are netted and recorded against the operating lease asset. See Note 1 for further information.

6. Leases

Related to the adoption of Topic 842, our policy elections were as follows:

Separation of lease and non-lease components	We elected to account for lease and non-lease components as a single component for office and beverage gas equipment.

Short-term policy	We have elected the short-term lease recognition exemption for all classes of underlying assets. Leases with an initial term of 12 months or less and that do not include an option to purchase the underlying asset that we are reasonably certain to exercise are not recorded on the balance sheet. Expense for short-term leases is recognized on a straight-line basis over the lease term.

To determine the incremental borrowing rates used to discount the lease payments, the Company estimated its synthetic credit rating and utilized market data for similarly situated companies. Upon the implementation date of January 2, 2019, the Company's estimated rates were applied based on the remaining lease term of each respective lease. Rates are updated quarterly and applied to new leases entered into during the quarter.

Weighted-average lease terms and discount rates as of December 31, 2019 were as follows:

Weighted-average remaining lease term	12.8 Years
Weighted-average discount rate	5.6%

Lease cost included in "Occupancy & Operating" costs on the Consolidated Statements of Income consisted of the following (in thousands):

	Fiscal Year 2019
Lease cost	$ 54,329
Variable lease cost	3,017
Total lease costs	$ 57,346

Operating lease obligation maturities as of December 31, 2019 were as follows (in thousands):

2020	$ 58,209
2021	58,028
2022	57,888
2023	55,933
2024	52,704
Thereafter	362,148
Total lease payments	644,910
Less: imputed interest	(164,383)
Present value of operating lease obligations	$ 480,527

7. Commitments and Contingencies

Legal Proceedings

We are subject to lawsuits, administrative proceedings and demands that arise in the ordinary course of our business and which typically involve claims from customers, employees and others related to operational, employment, real estate and intellectual property issues common to the foodservice industry. A number of these claims may exist at any given time. We retain a substantial portion of our workers' compensation and general liability costs through self-insured retentions and large deductibles. We estimate the liability for these programs through the use of third party actuarial analysis and we maintain coverage with a third party insurer to limit our total exposure. We believe that most of our customer claims will be covered by our general liability insurance, subject to coverage limits and the portion of such claims that are self-insured. Punitive damages awards and employee unfair practice claims, however, are not covered by our general liability insurance. To date, we have not been ordered to pay punitive damages with respect to any claims, but there can be no assurance that punitive damages will not be awarded with respect to any future claims. We could be affected by adverse publicity resulting from allegations in lawsuits, claims and proceedings, regardless of whether these allegations are valid or whether we are ultimately determined to be liable. We currently believe that the final disposition of these types of lawsuits, proceedings and claims will not have a material adverse effect on our financial position, results of operations or liquidity. It is possible, however, that our future results of operations for a particular quarter or fiscal year could be impacted by changes in circumstances relating to lawsuits, proceedings or claims.

Letters of Credit

We have irrevocable standby letters of credit outstanding, as required under our workers' compensation insurance arrangements, of $18.1 million as of December 31, 2019. Our standby letters of credit automatically renew each October 31 for one year unless 30 days’ notice, prior to such renewal date, is given by the financial institution that provides the letters. The standby letters of credit issued under our Credit Facility reduce the amount available for borrowing.

8. Long-Term Debt

Line of Credit

Our Credit Facility, which matures on November 18, 2021, provides us with revolving loan commitments totaling $250 million, of which $50 million may be used for the issuance of letters of credit. Availability under the Credit Facility is reduced by outstanding letters of credit, which are used to support our self-insurance programs. Our obligations under the Credit Facility are unsecured. As of December 31, 2019, there were borrowings of $143.0 million and letters of credit totaling approximately $18.1 million outstanding under the Credit Facility. Available borrowings under the Credit Facility were $88.9 million as of December 31, 2019. The Credit Facility bears interest at our choice of LIBOR plus a percentage not to exceed 1.75%, or at a rate ranging from Bank of America’s prime rate to 0.75% above Bank of America’s prime rate, based on our level of lease and debt obligations as compared to EBITDA plus lease expenses. The weighted average interest rate during fiscal 2019 was approximately 3.5%.

The Credit Facility contains provisions requiring us to maintain compliance with certain covenants, including a Fixed Charge Coverage Ratio and a Lease Adjusted Leverage Ratio. At December 31, 2019, we were in compliance with these covenants.

Interest expense and commitment fees under the Credit Facility were approximately $4.6 million, $4.8 million and $4.5 million, for fiscal 2019, 2018 and 2017, respectively. We also capitalized approximately $0.3 and $0.1 million of interest expense related to new restaurant construction during fiscal 2019 and 2018, respectively.

9. Shareholders’ Equity

Preferred Stock

We are authorized to issue 5.0 million shares of one or more series of preferred stock and we are authorized to determine the rights, preferences, privileges and restrictions to be granted to, or imposed upon, any such series, including the voting rights, redemption provisions (including sinking fund provisions), dividend rights, dividend rates, liquidation rates, liquidation preferences, conversion rights and the description and number of shares constituting any wholly unissued series of preferred stock. No shares of preferred stock were issued or outstanding at December 31, 2019 or January 1, 2019. We currently have no plans to issue shares of preferred stock.

Common Stock

Shareholders are entitled to one vote for each share of common stock held of record. Pursuant to the requirements of California law, shareholders are entitled to accumulate votes in connection with the election of directors. Shareholders of our outstanding common stock are entitled to receive dividends if and when declared by the Board of Directors.

Cash Dividends

During each of the first three quarters of fiscal 2019, our Board of Directors authorized and declared a quarterly cash dividend of $0.12 per share of common stock. In the fourth quarter of fiscal 2019, our Board of Directors authorized and declared a quarterly cash dividend of $0.13 per share of common stock. While we intend to pay quarterly cash dividends, any future decisions to pay, increase or decrease cash dividends will be reviewed quarterly and declared by the Board of Directors at its discretion. Debt instruments that we enter into in the future may contain, covenants that place limitations on the amount of dividends we may pay.

Stock Repurchases

During fiscal 2019, we repurchased and retired approximately 2.1 million shares of our common stock at an average price of $39.93 per share for a total of $82.8 million, which is recorded as a reduction in common stock, with any excess charged to retained earnings. In March 2019, our Board of Directors approved an expansion of our share repurchase program by $100 million. As of December 31, 2019, we have approximately $39.5 million remaining under the current $500 million share repurchase plan approved by our Board of Directors.

10. Income Taxes

Income tax expense (benefit) for the last three fiscal years consists of the following (in thousands):

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Current:			
Federal	$ 1,907	$ 2,031	$ 4,631
State	1,922	1,968	2,465
	3,829	3,999	7,096
Deferred:			
Federal	(2,652)	(3,142)	(15,727)
State	(121)	330	(759)
	(2,773)	(2,812)	(16,486)
Income tax expense (benefit)	$ 1,056	$ 1,187	$ (9,390)

Income tax expense (benefit) for the last three fiscal years differs from the amount that would result from applying the federal statutory rate as follows:

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Income tax at statutory rates	21.0%	21.0%	35.0%
State income taxes, net of federal benefit	3.0	3.3	3.5
Permanent differences	(0.6)	(5.1)	(0.4)
Income tax credits	(20.1)	(16.0)	(18.7)
Prior year tax credit true-up	(0.7)	(0.8)	(1.1)
Change in statutory rate	—	—	(44.4)
Other, net	(0.3)	(0.1)	(0.4)
	2.3%	2.3%	(26.5)%

The components of the deferred income tax asset (liability) consist of the following (in thousands):

	December 31, 2019	January 1, 2019
Deferred income tax asset:		
Gift cards	$ 1,730	$ 1,542
Accrued expenses	9,912	11,434
Other	4,516	3,414
Deferred revenues	20	7,736
Stock-based compensation	3,976	3,740
Deferred rent	126,882	8,616
Income tax credits	12,949	7,990
Net operating losses	1,744	1,334
State tax	473	434
Subtotal current deferred income tax asset	162,202	46,240
Valuation allowance	(282)	(248)
Total current deferred income tax asset	161,920	45,992
Deferred income tax liability:		
Property and equipment	(59,872)	(56,551)
Intangible assets	(1,529)	(1,458)
Operating lease assets	(116,298)	—
Smallwares	(4,385)	(3,960)
Total non-current deferred income tax liability	(182,084)	(61,969)
Net deferred income tax liability	$ (20,164)	$ (15,977)

At December 31, 2019, we had federal and California income tax credit carryforwards of approximately $13.2 million and $0.7 million, respectively, consisting primarily of the credit for FICA taxes paid on reported employee tip income and California enterprise zone credits. The FICA tax credits will begin to expire in 2038 and the California enterprise zone credits will begin to expire in 2023.

As of December 31, 2019, and January 1, 2019, we have recorded a valuation allowance against certain state net operating loss and tax credit carryforwards of $0.3 million and $0.2 million, respectively, net of the federal benefit which are not more likely than not to be realized prior to expiration. We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2019 and January 1, 2019, we had accrued $0.04 million and $0.05 million, respectively, for interest and penalties with respect to uncertain tax positions.

As of December 31 2019, our accrual for unrecognized tax benefits was approximately $1.3 million, of which approximately $0.9 million, if reversed would impact our effective tax rate. We anticipate no change in our liability for unrecognized tax benefits within the next twelve-month period.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Fiscal Year		
	2019	**2018**	**2017**
Gross unrecognized tax benefits at beginning of year	$ 1,532	$ 1,516	$ 1,245
Increases for tax positions taken in prior years	10	69	110
Decreases for tax positions taken in prior years	(5)	(49)	(4)
Increases for tax positions taken in the current year	130	87	200
Lapse in statute of limitations	(322)	(91)	(35)
Gross unrecognized tax benefits at end of year	$ 1,345	$ 1,532	$ 1,516

Our uncertain tax positions are related to tax years that remain subject to examination by tax agencies. As of December 31, 2019, the earliest tax year still subject to examination by the Internal Revenue Service is 2016. The earliest year still subject to examination by a significant state or local taxing jurisdiction is 2015.

On December 22, 2017, the Tax Cuts and Jobs Act (“TCJA”) was signed into law substantially amending the Internal Revenue Code of 1986. The TCJA made significant changes to the taxation of corporations such as the reduction of the highest corporate marginal tax rate from 35% to 21%, additional limitations on certain deductions for executive compensation, introducing an additional capital investment deduction, modifying rules for the deduction of interest expense, and modifying the rules regarding the utilization of net operating loss carryforwards. As a result of the change in tax law, we recognized a $15.7 million tax benefit in fiscal 2017 related to the re-measurement of our net deferred tax obligations to the new federal tax rate.

11. Stock-Based Compensation Plans

Our current shareholder approved stock-based compensation plan is the Equity Incentive Plan (as amended from time to time, “the Plan”). Under the Plan, we may issue shares of our common stock to employees, officers, directors and consultants. We have granted incentive stock options, non-qualified stock options, and performance and time-based restricted stock units. Stock options and stock appreciation rights, if any, are charged against the Plan share reserve on the basis of one share for each share granted. Other types of grants, including RSUs, are currently charged against the Plan share reserve on the basis of 1.5 shares for each share granted. The Plan also contains other limits on the terms of incentive grants such as limits on the number that can be granted to an employee during any fiscal year. All options granted under the Plan expire within 10 years of their date of grant.

Under the Plan, we issue non-qualified stock options as well as time-based and performance-based RSUs to vice presidents and above. We issue time-based RSUs and/or non-qualified stock options to other support employees. We also issue RSUs, and previously issued non-qualified stock options, in connection with the BJ’s Gold Standard Stock Ownership Program (the “GSSOP”). The GSSOP is a long-term equity incentive program for our restaurant general managers, executive kitchen managers, directors of operations and directors of kitchen operations. GSSOP grants are dependent on the length of each participant’s service with us and position. All GSSOP participants are required to remain in good standing during their vesting period.

The Plan permits our Board of Directors to set the vesting terms and exercise period for awards at their discretion. Stock options and time-based RSUs vest ratably over three or five years for non-GSSOP participants and either cliff vest at five years or cliff vest at 33% on the third anniversary and 67% on the fifth anniversary for GSSOP participants. Performance-based RSUs generally cliff vest on the third anniversary of the grant date in an amount from 0% to 150% of the grant quantity, dependent on the level of performance target achievement.

The following table presents the stock-based compensation recognized within our consolidated financial statements (in thousands):

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Labor and benefits	$ 2,372	$ 2,253	$ 1,877
General and administrative	$ 6,546	$ 6,003	$ 5,069
Capitalized (1)	$ 294	$ 328	$ 298

(1) Capitalized stock-based compensation relates to our restaurant development personnel and is included in "Property and equipment, net" on our Consolidated Balance Sheets.

Stock Options

The fair value of each stock option grant was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Expected volatility	34.5%	33.6%	34.7%
Risk free interest rate	2.53%	2.32%	1.87%
Expected option life	5 years	5 years	5 years
Dividend yield	1.50%	1.50%	1.60%
Fair value of options granted	$ 15.67	$ 10.77	$ 12.02

The exercise price of our stock options under our stock-based compensation plan is required to equal or exceed the fair value of our common stock at market close on the option grant date or the most recent trading day when grants take place on market holidays. The following table presents stock option activity:

	Options Outstanding		Options Exercisable		
	Shares (in thousands)	Weighted Average Exercise Price	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding at January 3, 2017	1,227	$ 31.95	802	$ 27.73	4.5
Granted	173	$ 36.08			
Exercised	(57)	$ 24.07			
Forfeited	(32)	$ 38.83			
Outstanding at January 2, 2018	1,311	$ 32.68	926	$ 30.02	4.0
Granted	177	$ 37.77			
Exercised	(876)	$ 29.85			
Forfeited	(24)	$ 39.43			
Outstanding at January 1, 2019	588	$ 38.14	189	$ 37.41	5.0
Granted	107	$ 53.09			
Exercised	(37)	$ 28.89			
Forfeited	(13)	$ 40.88			
Outstanding at December 31, 2019	645	$ 41.09	340	$ 38.96	5.5

Information relating to significant option groups outstanding as of December 31, 2019, is as follows (shares in thousands):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Exercisable	Weighted Average Exercise Price
\$29.88 – \$34.14	72	3.95	\$ 31.27	68	\$ 31.33
\$34.24 – \$35.78	20	3.45	\$ 35.18	17	\$ 35.15
\$35.95 – \$35.95	110	7.04	\$ 35.95	62	\$ 35.95
\$37.03 – \$37.58	8	4.58	\$ 37.33	6	\$ 37.33
\$37.70 – \$37.70	160	8.04	\$ 37.70	50	\$ 37.70
\$38.24 – \$42.41	66	6.15	\$ 42.13	56	\$ 42.25
\$42.94 – \$45.92	22	4.40	\$ 44.74	16	\$ 44.80
\$47.04 – \$47.04	70	5.04	\$ 47.04	52	\$ 47.04
\$48.64 – \$52.98	16	4.70	\$ 51.28	13	\$ 51.12
\$53.22 – \$53.22	101	9.04	\$ 53.22	—	\$ —
\$29.88 – \$53.22	645	6.66	\$ 41.09	340	\$ 38.96

As of December 31, 2019, total unrecognized stock-based compensation expense related to non-vested stock options was \$1.8 million, which is generally expected to be recognized over the next five years.

Time-Based Restricted Stock Units

The following table presents time-based restricted stock unit activity:

	Shares (in thousands)	Weighted Average Fair Value
Outstanding at January 3, 2017	460	\$ 39.75
Granted	200	\$ 35.72
Vested or released	(89)	\$ 42.34
Forfeited	(71)	\$ 39.51
Outstanding at January 2, 2018	500	\$ 37.72
Granted	154	\$ 47.85
Vested or released	(102)	\$ 35.66
Forfeited	(58)	\$ 40.70
Outstanding at January 1, 2019	494	\$ 40.99
Granted	179	\$ 45.88
Vested or released	(118)	\$ 35.57
Forfeited	(46)	\$ 44.49
Outstanding at December 31, 2019	509	\$ 43.65

The fair value of our time-based RSUs is equal to the fair value of our common stock at market close on the date of grant or the most recent trading day when grants take place on market holidays. The fair value of each time-based RSU is expensed over the vesting period (e.g., three or five years). As of December 31, 2019, total unrecognized stock-based compensation expense related to non-vested RSUs was approximately \$9.8 million, which is generally expected to be recognized over the next five years.

Performance-Based Restricted Stock Units

The following table presents performance-based restricted stock unit activity:

	Shares (in thousands)	Weighted Average Fair Value
Outstanding at January 3, 2017	54	$ 37.87
Granted	40	$ 35.95
Vested or released	—	$ —
Forfeited	(26)	$ 39.12
Outstanding at January 2, 2018	68	$ 38.68
Granted	38	$ 37.70
Vested or released	—	$ —
Forfeited	(1)	$ 38.66
Outstanding at January 1, 2019	105	$ 38.32
Granted	31	$ 53.22
Vested or released	(28)	$ 42.41
Forfeited	(3)	$ 43.13
Outstanding at December 31, 2019	105	$ 41.42

The fair value of our performance-based RSUs is equal to the fair value of our common stock at market close on the date of grant or the most recent trading day when grants take place on market holidays. The fair value of each performance-based RSU is expensed based on management's current estimate of the level that the performance goal will be achieved. As of December 31, 2019, based on the target level of performance, the total unrecognized stock-based compensation expense related to non-vested performance-based RSUs was approximately $1.5 million, which is generally expected to be recognized over the next three years.

12. Employee Benefit Plans

We maintain a voluntary, contributory 401(k) plan for eligible employees. Employees may elect to contribute up to the IRS maximum for the plan year. Additionally, eligible participants may also elect catch-up contributions as provided for by the IRS. Our executive officers and other highly compensated employees are not eligible to participate in the 401(k) plan. Employee contributions are matched by us at a rate of 33% for the first 6% of deferred earnings. We contributed approximately $0.6 million in fiscal 2019, 2018, and 2017.

We also maintain a non-qualified deferred compensation plan (the "DCP") for our executive officers and other highly compensated employees, as defined in the DCP, who are otherwise ineligible for participation in our 401(k) plan. The DCP allows participating employees to defer the receipt of a portion of their base compensation and up to 100% of their eligible bonuses. Additionally, the DCP allows for a voluntary company match as determined by our compensation committee. During fiscal 2019, there were no Company contributions made or accrued. We pay for related administrative costs, which were not material during fiscal 2019. Employee deferrals are deposited into a rabbi trust and the funds are generally invested in individual variable life insurance contracts owned by us that are specifically designed to informally fund savings plans of this nature. Our investment in variable life insurance contracts, reflected in "Other assets, net" on our Consolidated Balance Sheets, was $11.4 million and $7.2 million as of December 31, 2019 and January 1, 2019, respectively. Our obligation to participating employees, included in "Other liabilities" on the accompanying Consolidated Balance Sheets, was $11.2 million and $7.3 million as of December 31, 2019 and January 1, 2019, respectively. All income and expenses related to the rabbi trust are reflected in our Consolidated Statements of Income.

13. Related Party Transactions

James Dal Pozzo, the Chairman of the Board of the Jacmar Companies ("Jacmar"), is a member of our Board of Directors. Jacmar, through its affiliation with Distribution Market Advantage ("DMA"), a consortium of large, regional food distributors located throughout the United States, is currently our largest distributor of food, beverage, paper products and supplies. In 2006, we began using DMA to deliver the majority of our food products to our restaurants. In July 2017, after conducting a market evaluation, we entered into a new five-year agreement with DMA. The agreement expires in June 2020 and automatically renews for two successive one-year periods (effectively expiring June 2022), unless either party provides a non-renewal notice 90 days prior to the end of each contract year. In October of 2019, DMA provided notice of non-renewal resulting in the current program expiring on June 30, 2020. We are currently soliciting proposals from DMA and other national distribution companies that are highly capable of servicing our needs.

Jacmar services our restaurants in California and Nevada, while other DMA distributors service our restaurants in all other states. Under the terms of our agreement with DMA, Jacmar is required to sell products to us at the same prices as the other DMA distributors. Jacmar does not provide us with any produce, liquor, wine or beer products, all of which are provided by other third party vendors and are included in "Cost of sales" on the Consolidated Statements of Income.

The cost of food, beverage, paper products and supplies provided by Jacmar included within "Cost of sales" and "Occupancy and operating" expenses consisted of the following (in thousands):

	Fiscal Year					
	2019		2018		2017	
Cost of sales:						
Third party suppliers	$ 209,215	70.9%	$ 196,165	69.6%	$ 185,153	68.9%
Jacmar	85,794	29.1	85,788	30.4	83,554	31.1
Cost of sales	$ 295,009	100.0%	$ 281,953	100.0%	$ 268,707	100.0%
Occupancy and operating:						
Third party suppliers	$ 247,076	96.4%	$ 229,749	96.0%	$ 210,616	95.8%
Jacmar	9,307	3.6	9,697	4.0	9,247	4.2
Occupancy and operating	$ 256,383	100.0%	$ 239,446	100.0%	$ 219,863	100.0%

The amounts included in accounts payables related to Jacmar consisted of the following (in thousands):

	December 31, 2019	January 1, 2019
Third party suppliers	$ 20,879	$ 30,395
Jacmar	2,543	6,110
Total accounts payable	$ 23,422	$ 36,505

14. Selected Consolidated Quarterly Financial Data (Unaudited)

Our summarized unaudited consolidated quarterly financial data is the following (in thousands, except per share data):

	April 2, 2019	July 2, 2019	October 1, 2019	December 31, 2019
Total revenues	$ 290,554	$ 301,090	$ 278,739	$ 291,067
Income from operations	$ 13,785	$ 15,755	$ 3,270	$ 16,309
Net income	$ 12,864	$ 14,192	$ 3,671	$ 14,511
Basic net income per share (1)	$ 0.61	$ 0.69	$ 0.18	$ 0.76
Diluted net income per share (1)	$ 0.60	$ 0.68	$ 0.18	$ 0.75
Cash dividends declared per common share	$ 0.12	$ 0.12	$ 0.12	$ 0.13

	April 3, 2018	July 3, 2018	October 2, 2018	January 1, 2019
Total revenues	$ 278,523	$ 287,634	$ 270,268	$ 280,523
Income from operations	$ 16,373	$ 19,120	$ 7,890	$ 14,187
Net income	$ 14,664	$ 16,945	$ 8,516	$ 10,685
Basic net income per share (1)	$ 0.71	$ 0.81	$ 0.40	$ 0.50
Diluted net income per share (1)	$ 0.70	$ 0.79	$ 0.39	$ 0.49
Cash dividends declared per common share	$ 0.11	$ 0.11	$ 0.11	$ 0.12

(1) Basic and diluted net income per share calculations for each quarter are based on the weighted average diluted shares outstanding for that quarter and may not sum to the full year total amount as presented on our Consolidated Statements of Income.

15. Subsequent Event

On February 18, 2020, our Board of Directors authorized and declared a cash dividend of $0.13 per share of common stock payable on March 24, 2020, to shareholders of record at the close of business on March 10, 2020. While we intend to pay regular quarterly cash dividends in future periods, any decisions to pay or to increase or decrease cash dividends will be reviewed quarterly and declared by the Board of Directors at its discretion.

CORPORATE INFORMATION

BOARD OF DIRECTORS

GERALD W. DEITCHLE
Chairman of the Board,
BJ's Restaurants, Inc.

GREGORY A. TROJAN
Chief Executive Officer,
BJ's Restaurants, Inc.

PETER A. BASSI
Retired Chairman,
Yum! Restaurants International

LARRY D. BOUTS
Investor/Business Advisor;
Former Chairman and
Chief Executive Officer,
Six Flags Theme Parks

JAMES A. DAL POZZO
Chairman of the Board,
The Jacmar Companies

NOAH A. ELBOGEN
Partner at Act III Holdings, LLC

LEA ANNE S. OTTINGER
Strategic Business Consultant;
Managing Partner, LMR Advisors

KEITH E. PASCAL
Partner at Act III Holdings, LLC

JANET M. SHERLOCK
Chief Information Officer,
Ralph Lauren Corporation

PATRICK D. WALSH
Chief Executive Officer of Town Sports International Holdings, Inc.; Managing Member and Chief Executive Officer of PW Partners, LLC and PW Partners Atlas Funds, LLC

SENIOR LEADERSHIP TEAM

GREGORY A. TROJAN
Chief Executive Officer

GREGORY S. LEVIN
President, Chief Financial Officer
and Secretary

GREGORY S. LYNDS
Executive Vice President and
Chief Development Officer

KEVIN E. MAYER
Executive Vice President and
Chief Marketing Officer

LON F. LEDWITH
Executive Vice President,
Operations

KENDRA D. MILLER
Executive Vice President, General
Counsel and Assistant Secretary

JACOB J. GUILD
Senior Vice President and
Chief Accounting Officer

BRIAN S. KRAKOWER
Senior Vice President and
Chief Information Officer

CHRISTOPHER P. PINSAK
Senior Vice President, Operations

ALEXANDER M. PUCHNER
Senior Vice President,
Brewing Operations

SCOTT A. RODRIGUEZ
Senior Vice President,
Culinary and Kitchen Innovation

SHAREHOLDER INFORMATION

CORPORATE OFFICES
Restaurant Support Center
BJ's Restaurants, Inc.
7755 Center Avenue, Suite 300
Huntington Beach, California 92647
(714) 500-2400
www.bjsrestaurants.com

COMMON STOCK
The Company's common stock is traded on the NASDAQ stock market under the symbol "BJRI."

LEGAL COUNSEL
Elkins Kalt Weintraub Reuben Gartside, LLP
Los Angeles, California

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Ernst & Young LLP
Irvine, California

INVESTOR RELATIONS
Inquiries from shareholders, analysts or prospective investors should be directed to:

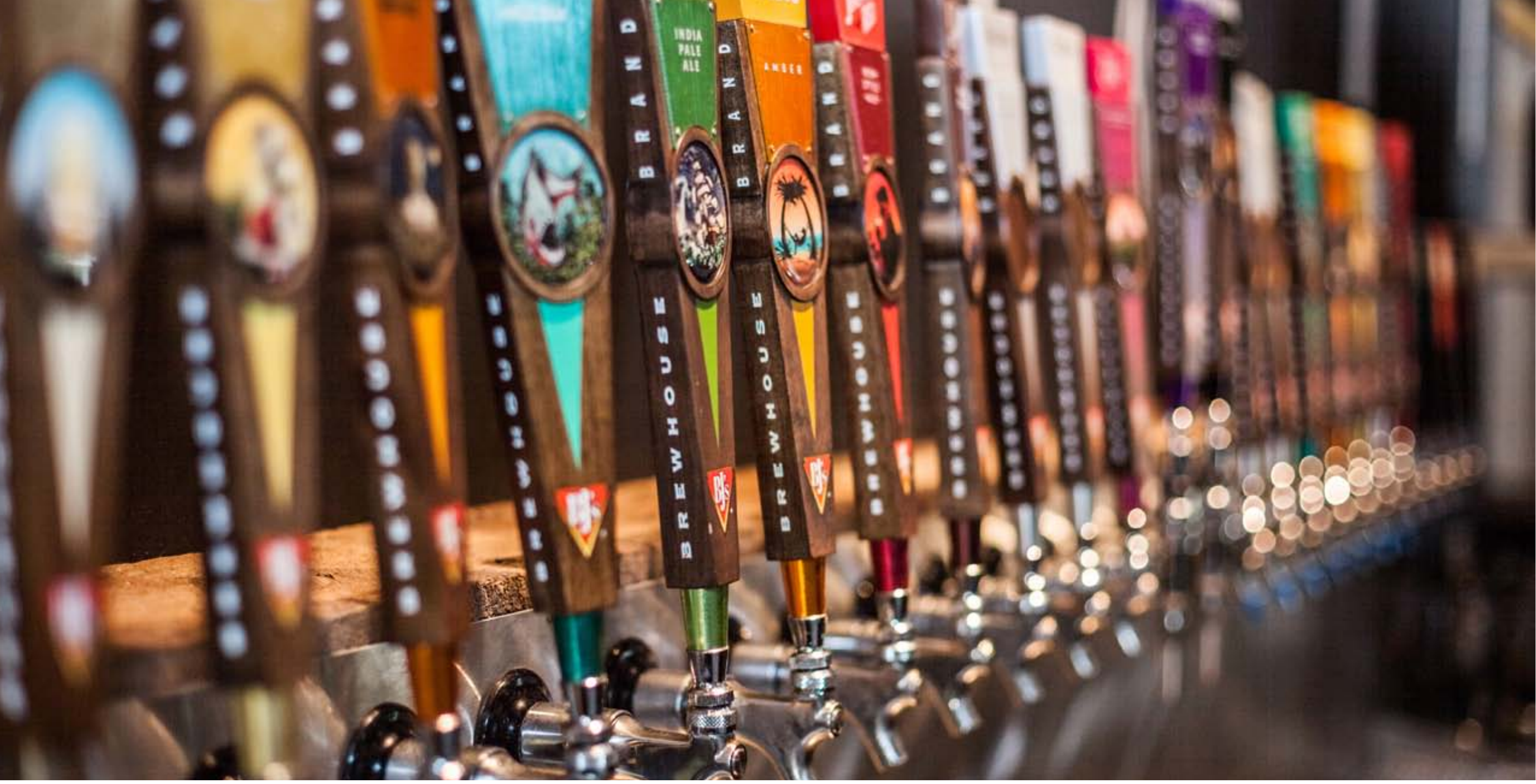
Gregory S. Levin
President, Chief Financial Officer
and Secretary
(714) 500-2400
investorrelations@bjsrestaurants.com

TRANSFER AGENT
Inquiries for stock transfer requirements, lost certificates and changes to addresses should be directed to:

Computershare Trust Company, N.A.
250 Royall Street
Canton, Massachusetts 02021
(800) 962-4284
www.computershare.com

ANNUAL MEETING DATE
September 2, 2020
At the Restaurant Support Center of
BJ's Restaurants, Inc.
7755 Center Avenue, 4th Floor
Huntington Beach, California 92647

Certain statements in this Annual Report and all other statements that are not purely historical constitute "forward-looking" statements for purposes of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbors created thereby. Such statements include, but are not limited to, those regarding our expected weekly operating costs and capital expenditures, our available liquidity, our cost cutting and capital preservation measures, and effects of the COVID-19 pandemic on our business, comparable restaurant sales and margin growth in future periods, total potential domestic capacity, the success of various sales-building and productivity initiatives, future guest traffic trends and the number and timing of new restaurants expected to be opened in future periods. The "forward-looking" statements contained in this Annual Report are based on current assumptions and expectations and BJ's Restaurants, Inc. undertakes no obligation to update or alter its "forward-looking" statements whether as a result of new information, future events or otherwise. Investors are referred to the full discussion of risks and uncertainties associated with forward-looking statements contained in the Company's filings with the Securities and Exchange Commission, including its recent reports on Forms 10-K, as amended, 10-Q and 8-K.



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