

WALT DISNEY CO/
Form 8-K
August 09, 2005

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

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

August 9, 2005

The Walt Disney Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11605

(Commission File Number)

95-4545390

(IRS Employer Identification No.)

500 South Buena Vista Street

Burbank, California

(Address of principal executive offices)

91521

(Zip Code)

(818) 560-1000

(Registrant's telephone number, including area code)

Not applicable

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02 Results of Operations and Financial Condition.

On August 9, 2005, the Registrant issued a press release relating to its results for the quarter and nine months ended July 2, 2005. A copy of the press release is furnished herewith as Exhibit 99(a).

The Registrant believes that certain statements in the earnings release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are made on the basis of management's views and assumptions regarding future events and business performance as of the time the statements are made. Actual results may differ materially from those expressed or implied. Information concerning factors that could cause actual results to differ materially from those in forward-looking statements is contained from time to time in the Registrant's filings with the U.S. Securities and Exchange Commission, including the Registrant's annual report on Form 10-K for the year ended September 30, 2004.

This information furnished under Item 2.02. Results of Operations and Financial Condition, including the exhibit related thereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any disclosure document of the Company, except as shall be expressly set forth by specific reference in such document.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99(a) Press release of August 9, 2005.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Walt Disney Company

By: /s/ Roger J. Patterson
Roger J. Patterson
Vice President, Counsel

Dated: August 9, 2005

d.3 style="FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman, Times, serif; WIDTH: 1%; VERTICAL-ALIGN: bottom; BORDER-BOTTOM: #000000 3px double; BACKGROUND-COLOR: #cceedd"> \$4,204

Deferred income taxes

\$343 \$308

Accrued expenses and other liabilities

74 282

Liabilities related to discontinued operations—current

\$417 \$590

Other liabilities

\$190 \$278

Liabilities related to discontinued operations—non-current

\$190 \$278

As of August 26, 2015, under both closure plans, the Company had six properties classified as discontinued operations assets and the asset carrying value of the owned properties was \$1.9 million and is included in assets related to discontinued operations. The asset carrying values of the ground leases were previously impaired to zero.

The Company is actively marketing all but one of these properties for sale and the Company's results of discontinued operations will be affected by the disposal of properties related to discontinued operations to the extent proceeds from the sales exceed or are less than net book value.

The following table sets forth the sales and pretax losses reported for all discontinued locations:

	Fiscal Year Ended		
	August 26, 2015	August 27, 2014	August 28, 2013
	<i>(In thousands, except locations)</i>		
Sales	\$—	\$4,691	\$6,153
Pretax loss	\$(1,108)	\$(2,813)	\$(1,926)
Income tax benefit on discontinued operations	\$406	\$979	\$540
Loss on discontinued operations	\$(702)	\$(1,834)	\$(1,386)
Discontinued locations closed during the period	0	5	0

The following table summarizes discontinued operations for fiscal 2015, 2014 and 2013:

	Fiscal Year Ended		
	August 26, 2015	August 27, 2014	August 28, 2013
	<i>(In thousands, except per share data)</i>		
Discontinued operating losses	\$(1,135)	\$(1,607)	\$(1,268)
Impairments	(90)	(1,199)	(663)
Gains (losses)	117	(7)	5
Net loss	\$(1,108)	\$(2,813)	\$(1,926)
Income tax benefit from discontinued operations	406	979	540
Loss from discontinued operations	\$(702)	\$(1,834)	\$(1,386)
Effect on EPS from discontinued operations—decrease—basic	\$(0.02)	\$(0.06)	\$(0.05)

Within discontinued operations, the Company offsets gains from applicable property disposals against total impairments. The amounts in the table described as “Other” include employment termination and shut-down costs, as well as operating losses through each restaurant’s closing date and carrying costs until the locations are finally disposed.

The impairment charges included above relate to properties closed and designated for immediate disposal. The assets of these individual operating units have been written down to their net realizable values. In turn, the related properties have either been sold or are being actively marketed for sale. All dispositions are expected to be completed within one to two years. Within discontinued operations, the Company also recorded the related fiscal year-to-date net operating results, employee terminations and basic carrying costs of the closed units.

Property Held for Sale

The Company periodically reviews long-lived assets against its plans to retain or ultimately dispose of properties. If the Company decides to dispose of a property, it will be reclassified to property held for sale and actively marketed. The Company analyzes market conditions each reporting period and records additional impairments due to declines in market values of like assets. The fair value of the property is determined by observable inputs such as appraisals and prices of comparable properties in active markets for assets like the Company's. Gains are not recognized until the properties are sold.

Property held for sale includes unimproved land, closed restaurant properties and related equipment for locations not classified as discontinued operations. The specific assets are valued at the lower of net depreciable value or net realizable value. The Company actively markets all locations classified as property held for sale.

At August 26, 2015, the Company had four owned properties recorded at approximately \$4.5 million in property held for sale.

At August 27, 2014, the Company had one owned properties recorded at approximately \$1.0 million in property held for sale.

At August 28, 2013, the Company had one owned property recorded at approximately \$0.4 million in property held for sale.

The Company's results of continuing operations will be affected to the extent proceeds from sales exceed or are less than net book value.

A roll forward of property held for sale for fiscal 2015, 2014 and 2013 is provided below (*in thousands*):

Balance as of August 29, 2012	\$602
Disposals	0
Net impairment charges	(153)
Balance as of August 28, 2013	\$449
Disposals	(449)
Net transfers to property held for sale	991
Balance as of August 27, 2014	\$991
Disposals	(3,203)
Net transfers to property held for sale	6,748
Balance as of August 26, 2015	\$4,536

Note 12. Commitments and Contingencies

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements, except for operating leases for the Company's corporate office, facility service warehouse and certain restaurant properties.

Claims

From time to time, the Company is subject to various other private lawsuits, administrative proceedings and claims that arise in the ordinary course of its business. A number of these lawsuits, proceedings and claims may exist at any given time. These matters typically involve claims from guests, employees and others related to issues common to the restaurant industry. The Company currently believes that the final disposition of these types of lawsuits, proceedings and claims will not have a material adverse effect on the Company's financial position, results of operations or liquidity. It is possible, however, that the Company's future results of operations for a particular quarter or fiscal year could be impacted by changes in circumstances relating to lawsuits, proceedings or claims.

Construction Activity

From time to time, the Company enters into non-cancelable contracts for the construction of its new restaurants. This construction activity exposes the Company to the risks inherent in new construction including but not limited to rising material prices, labor shortages, delays in getting required permits and inspections, adverse weather conditions, and injuries sustained by workers. The Company has no non-cancelable contracts as of August 26, 2015.

Note 13. Operating Leases

The Company conducts part of its operations from facilities that are leased under non-cancelable lease agreements. Lease agreements generally contain a primary term of five to 30 years with options to renew or extend the lease from one to 25 years. As of August 26, 2015, the Company has lease agreements for 95 properties which include the Company's corporate office, facility service warehouses and restaurant properties. The leasing terms of the 95 properties consist of 10 properties expiring in less than one year, 60 properties expiring between one and five years and the remaining 25 properties having current terms that are greater than five years. Of the 95 leased properties, 73 properties have options remaining to renew or extend the lease.

A majority of the leases include periodic escalation clauses. Accordingly, the Company follows the straight-line rent method of recognizing lease rental expense.

As of August 26, 2015, the Company has entered into noncancelable operating lease agreements for certain office equipment with terms ranging from 36 to 72 months.

Annual future minimum lease payments under noncancelable operating leases with terms in excess of one year as of August 26, 2015 are as follows:

Year Ending:	(In thousands)
August 31, 2016	11,996
August 30, 2017	9,232
August 29, 2018	7,739
August 28, 2019	6,808
August 26, 2020	5,036
Thereafter	21,846

Total minimum lease payments \$ 62,657

Most of the leases are for periods of fifteen to thirty years and some leases provide for contingent rentals based on sales in excess of a base amount.

Total rent expense for operating leases for the last three fiscal years was as follows:

	Year Ended		
	August	August	August
	26,	27,	28,
	2015	2014	2013
	<i>(In thousands, except percentages)</i>		
Minimum rent-facilities	\$12,521	\$13,160	\$13,718
Contingent rentals	129	251	182
Minimum rent-equipment	805	829	818
Total rent expense (including amounts in discontinued operations)	\$13,455	\$14,240	\$14,718
Percent of sales	3.4 %	3.6 %	3.8 %

See Note 15, "Related Parties," for lease payments associated with related parties.

Note 14. Share-Based Compensation

We have two active share-based stock plans, the Employee Stock Plan and the Nonemployee Director Stock Plan. Both plans authorize the granting of stock options, restricted stock and other types of awards consistent with the purpose of the plans.

Of the 1.1 million shares approved for issuance under the Nonemployee Director Stock Plan, 0.8 million options, restricted stock units and restricted stock awards were granted, 0.1 million options were cancelled or expired and added back into the plan. Approximately 0.4 million shares remain available for future issuance as of August 26, 2015. In 2015, the Company approved a Total Shareholder Return, "TSR", Performance Based Incentive Plan which provides for a right to receive an unspecified number of shares of common stock under the Employee Stock Plan based on the total shareholder return ranking compared to a selection of peer companies over a three-year cycle. The award value varies from 0% to 200% of a base amount, as a result of the Company's TSR performance in comparison to its peers over the measurement period. The fair value of the performance shares liability at the end of Fiscal 2017, of \$0.5 million, has been determined based on a Monte Carlo simulation model. Based on this estimate, management will accrue expense ratably over the three-year service period. As of August 26, 2015, the Company has recorded \$0.1 million in non-cash compensation expense in selling, general and administrative expenses related to its TSR Performance Based Incentive Plan. The number of shares at the end of the three-year period will be determined as the award value divided by the closing stock price on the last day of fiscal 2017. A valuation estimate of the future liability associated with each fiscal year's performance award plan will be performed periodically with adjustments made to the outstanding liability at each reporting period, as appropriate. Compensation cost for share-based payment arrangements under the Nonemployee Director Stock Plan, recognized in selling, general and administrative expenses for fiscal years 2015, 2014 and 2013 was approximately \$0.7 million, \$0.6 million and \$0.3 million, respectively.

Of the 2.6 million shares approved for issuance under the Employee Stock Plan, 5.2 million options and restricted stock units were granted, 3.0 million options and restricted stock units were cancelled or expired and added back into the plan. Approximately 0.4 million shares remain available for future issuance as of August 26, 2015. Compensation cost for share-based payment arrangements under the Employee Stock Plan, recognized in selling, general and administrative expenses for fiscal years 2015, 2014 and 2013 was approximately \$0.9 million, \$0.7 million and \$0.8 million, respectively.

Stock Options

Stock options granted under either the Employee Stock Plan or the Nonemployee Director Stock Plan have exercise prices equal to the market price of the Company's common stock at the date of the grant. The market price under the Employee Stock Plan is the closing price at the date of the grant. The market price under the Nonemployee Director Plan is the average of the high and the low price on the date of the grant.

Option awards under the Nonemployee Director Stock Plan generally vest 100% on the first anniversary of the grant date and expire ten years from the grant date. No options were granted under the Nonemployee Director Stock Plan in fiscal years 2015, 2014 or 2013. No options to purchase shares remain outstanding, under this plan, as of August 26, 2015.

Options granted under the Employee Stock Plan generally vest 25% on the anniversary date of each grant and expire six years from the date of the grant. However, options granted to executive officers under the Employee Stock Plan vest 50% on the first anniversary date of the grant date, 25% on the second anniversary of the grant date and the remaining 25% vest on the third anniversary of the grant date and expire ten years from the grant date. All options granted in fiscal years 2015, 2014 and 2013 were granted under the Employee Stock Plan. Options to purchase 1,288,099 shares at options prices from \$3.44 to \$11.10 per share remain outstanding as of August 26, 2015.

The Company has segregated option awards into two homogenous groups for the purpose of determining fair values for its options because of differences in option terms and historical exercise patterns among the plans. Valuation assumptions are determined separately for the two groups which represent, respectively, the Employee Stock Plans and the Nonemployee Director Stock Option Plan. The assumptions are as follows:

The Company estimated volatility using its historical share price performance over the expected life of the option. Management believes the historical estimated volatility is materially indicative of expectations about expected future volatility.

The Company uses an estimate of expected lives for options granted during the period based on historical data. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for the expected term of the option.

The expected dividend yield is based on the Company's current dividend yield and the best estimate of projected dividend yield for future periods within the expected life of the option.

The fair value of each option award is estimated on the date of the grant using the Black-Scholes option pricing model which determine inputs as shown in the following table for options granted under the Employee Stock Plan:

	Fiscal Year Ended			
	August	August	August	
	26,	27,	28,	
	2015	2014	2013	
	<i>(In thousands, except percentages)</i>			
Dividend yield	0 %	—	0 %	
Volatility	42.30 %	—	44.49 %	
Risk-free interest rate	1.41 %	—	0.72 %	
Expected life (in years)	5.61	—	4.25	

No options were granted during fiscal year ended August 27, 2014.

A summary of the Company's stock option activity for the three fiscal years ended August 26, 2015, August 27, 2014 and August 28, 2013 is presented in the following table:

	Shares	Weighted-	Weighted-	Aggregate
	Under	Average	Average	Intrinsic
	Fixed	Exercise	Remaining	Value
	Options	Price	Contractual	
			Term	<i>(In</i>
			<i>(Years)</i>	<i>thousands)</i>
Outstanding at August 29, 2012	1,177,769	\$ 6.30	3.1	\$ 1,500
Granted	109,335	5.95	0	0
Exercised	(93,973)	4.29	0	0
Forfeited/Expired	(310,363)	9.85	0	0
Outstanding at August 28, 2013	882,768	\$ 5.23	4.7	\$ 2,042
Exercised	(29,253)	4.27	0	0
Forfeited/Expired	(52,761)	10.30	0	0
Outstanding at August 27, 2014	800,754	\$ 4.95	4.1	\$ 583
Granted	628,060	4.49	0	0
Exercised	(57,007)	3.45	0	0
Forfeited/Expired	(83,708)	5.47	0	0
Outstanding at August 26, 2015	1,288,099	\$ 4.76	6.5	\$ 350
Exercisable at August 26, 2015	594,549	\$ 4.94	3.7	\$ 240

The intrinsic value for stock options is defined as the difference between the current market value and the grant price.

At August 26, 2015, there was approximately \$0.7 million of total unrecognized compensation cost related to unvested options that are expected to be recognized over a weighted-average period of 2.2 years.

The weighted-average grant-date fair value of options granted during fiscal years 2015 and 2013 was \$1.83 and \$2.44 per share, respectively. There was no grant of options during fiscal year 2014.

During fiscal years 2015, 2014 and 2013, cash received from options exercised was approximately \$190,000, \$125,000 and \$404,000, respectively.

Restricted Stock Units

Grants of restricted stock units consist of the Company's common stock and generally vest after three years. All restricted stock units are cliff-vested. Restricted stock units are valued at market price of the Company's common stock at the date of grant. The market price under the Employee Stock Plan is the closing price at the date of the grant. The market price under the Nonemployee Director Plan is the average of the high and the low price on the date of the grant.

A summary of the Company's restricted stock unit activity during fiscal years is presented in the following table:

	Restricted Stock Units	Weighted Average Fair Value (Per share)	Weighted- Average Remaining Contractual Term (In years)
Unvested at August 29, 2012	163,946	\$ 4.83	1.8
Granted	274,290	6.17	–
Vested	(14,000)	3.46	–
Unvested at August 28, 2013	424,236	\$ 5.74	2.1
Granted	63,238	7.09	–
Vested	(80,233)	5.39	–
Forfeited	(9,404)	5.79	–
Unvested at August 27, 2014	397,837	\$ 6.03	1.6
Granted	84,495	4.54	–
Vested	(72,915)	4.55	–
Forfeited	0	–	–
Unvested at August 26, 2015	409,417	\$ 5.98	1.6

At August 26, 2015, there was approximately \$1.8 million of total unrecognized compensation cost related to unvested restricted stock units that is expected to be recognized over a weighted-average period of 1.6 years.

Restricted Stock Awards

Under the Nonemployee Director Stock Plan, directors are granted restricted stock in lieu of cash payments, for all or a portion of their compensation as directors. Directors may opt to receive 20% more shares of restricted stock awards by accepting more than the minimum required stock instead of cash. The number of shares granted is valued at the average of the high and low price of the Company's stock at the date of the grant. Restricted stock awards vest when granted because they are granted in lieu of a cash payment. However, directors are restricted from selling their shares until after the third anniversary of the date of the grant.

Supplemental Executive Retirement Plan

The Company has a Supplemental Executive Retirement Plan (“SERP”) designed to provide benefits for selected officers at normal retirement age with 25 years of service equal to 50% of their final average compensation offset by Social Security, profit sharing benefits, and deferred compensation. None of the Company’s executive officers participates in the Supplemental Executive Retirement Plan. Some of the officers designated to participate in the plan have retired and are receiving benefits under the plan. Accrued benefits of all actively employed participants become fully vested upon termination of the plan or a change in control (as defined in the plan). The plan is unfunded and the Company is obligated to make benefit payments solely on a current disbursement basis. On December 6, 2005, the Board of Directors voted to amend the SERP and suspend the further accrual of benefits and participation. As a result, a curtailment gain of approximately \$88,000 was recognized. The net benefit recognized for the SERP for the years ended August 26, 2015, August 27, 2014 and August 28, 2013, was zero, and the unfunded accrued liability included in “Other Liabilities” on the Company’s consolidated Balance Sheets as of August 26, 2015 and August 27, 2014 was approximately \$71,000 and \$83,000, respectively.

Nonemployee Director Phantom Stock Plan

Under the Company’s Nonemployee Director Phantom Stock Plan (“Phantom Stock Plan”), nonemployee directors deferred portions of their retainer and meeting fees which, along with certain matching incentives, were credited to phantom stock accounts in the form of phantom shares priced at the market value of the Company’s common stock on the date of grant. Additionally, the phantom stock accounts were credited with dividends, if any, paid on the common stock represented by phantom shares. Authorized shares (100,000 shares) under the Phantom Stock Plan were fully depleted in early fiscal year 2003; since that time, no deferrals, incentives or dividends have been credited to phantom stock accounts. As participants cease to be directors, their phantom shares are converted into an equal number of shares of common stock and issued from the Company’s treasury stock. As of August 26, 2015, 29,627 phantom shares remained unissued under the Phantom Stock Plan.

401(k) Plan

The Company has a voluntary 401(k) employee savings plan to provide substantially all employees of the Company an opportunity to accumulate personal funds for their retirement. The Company matches 25% of participants' contributions made to the plan up to 6% of their salary. The net expense recognized in connection with the employer match feature of the voluntary 401(k) employee savings plan for the years ended August 26, 2015, August 27, 2014 and August 28, 2013, was \$261,000, \$501,000 and \$421,000, respectively.

Note 15. Related Parties

Affiliate Services

The Company's Chief Executive Officer, Christopher J. Pappas, and Harris J. Pappas, a Director of the Company, own two restaurant entities (the "Pappas entities") that may provide services to the Company and its subsidiaries, as detailed in the Master Sales Agreement dated December 9, 2005 among the Company and the Pappas entities.

Under the terms of the Master Sales Agreement, the Pappas entities continue to provide specialized (customized) equipment fabrication primarily for new construction and basic equipment maintenance, including stainless steel stoves, shelving, rolling carts, and chef tables. The total costs under the Master Sales Agreement of custom-fabricated and refurbished equipment in fiscal 2015, 2014 and 2013 were approximately zero, \$4,000 and zero, respectively. The decrease in fiscal 2013 was primarily due to fewer restaurant openings in fiscal year 2013 than fiscal 2012. Services provided under this agreement are subject to review and approval by the Finance and Audit Committee of the Company's Board of Directors.

Operating Leases

In the third quarter of fiscal 2004, Messrs. Pappas became partners in a limited partnership which purchased a retail strip center in Houston, Texas. Messrs. Pappas collectively own a 50% limited partnership interest and a 50% general partnership interest in the limited partnership. A third party company manages the center. One of the Company's restaurants has rented approximately 7% of the space in that center since July 1969. No changes were made to the Company's lease terms as a result of the transfer of ownership of the center to the new partnership. The Company made payments of approximately \$416,000 \$388,000 and \$426,000 in fiscal years 2015, 2014 and 2013, respectively, under the lease agreement which currently includes an annual base rate of \$22.00 per square foot.

On November 22, 2006, the Company executed a new lease agreement with respect to this shopping center. Effective upon the Company's relocation and occupancy into the new space in July 2008, the new lease agreement provides for a primary term of approximately 12 years with two subsequent five-year options and gives the landlord an option to buy out the tenant on or after the calendar year 2015 by paying the then unamortized cost of improvements to the tenant. The Company is currently obligated to pay rent of \$22.00 per square foot plus maintenance, taxes, and insurance during the remaining primary term of the lease. Thereafter, the lease provides for reasonable increases in rent at set intervals. The new lease agreement was approved by the Finance and Audit Committee.

In the third quarter of fiscal year 2014, on March 12, 2014, the Company executed a new lease agreement which one of the Company's Houston Fuddrucker's location was purchased from a prior landlord by Pappas Restaurants, Inc., a 100% undivided interest. No changes were made to our lease terms as a result of the transfer of ownership. The lease provides for a primary term of approximately six years with two subsequent five-year options. Pursuant to the new ground lease agreement, the Company is currently obligated to pay \$27.56 per square foot plus maintenance, taxes, and insurance from March 12, 2014 until November 30, 2016. Thereafter, the new ground lease agreement provides for reasonable increases in rent at set intervals. The Company made payments of \$159,900 and \$79,950 during fiscal years 2015 and 2014, respectively.

Affiliated rents paid for the Houston property lease represented 2.7%, 2.1% and 2.0% of total rents for continuing operations for fiscal years 2015, 2014 and 2013, respectively.

Board of Directors

Pursuant to the terms of a separate Purchase Agreement dated March 9, 2001, entered into by and among the Company, Christopher J. Pappas and Harris J. Pappas, the Company agreed to submit three persons designated by Christopher J. Pappas and Harris J. Pappas as nominees for election at the 2002 Annual Meeting of Shareholders. Messrs. Pappas designated themselves and Frank Markantonis as their nominees for directors, all of whom were subsequently elected. Christopher J. Pappas and Harris J. Pappas are brothers and Frank Markantonis is an attorney whose principal client is Pappas Restaurants, Inc., an entity owned by Harris J. Pappas and Christopher J. Pappas.

Christopher J. Pappas is a member of the Board of Directors of Amegy Bank, National Association, which is a lender and syndication agent under the Company's 2013 Revolving Credit Facility.

Key Management Personnel

In December 2014, Christopher Pappas and the Company entered into an amendment to Mr. Pappas' existing employment agreement to extend the termination date thereof to August 2016. Mr. Pappas continues to devote his primary time and business efforts to the Company while maintaining his role at Pappas Restaurants, Inc.

On December 20, 2011, the Board of Directors of the Company approved the renewal of a consultant agreement with Ernest Pekmezaris, the Company's former Chief Financial Officer. The agreement expired on July 31, 2013. Under the agreement, Mr. Pekmezaris furnished to the Company advisory and consulting services related to finance and accounting matters and other related consulting services. Mr. Pekmezaris is also the Treasurer of Pappas Restaurants, Inc. Compensation for the services provided by Mr. Pekmezaris to Pappas Restaurants, Inc. is paid entirely by that entity.

Peter Tropoli, a director of the Company and the Company's Chief Operating Officer, and formerly the Company's Senior Vice President, Administration, General Counsel and Secretary, is an attorney and stepson of Frank Markantonis, who is a director of the Company.

Paulette Gerukos, Vice President of Human Resources of the Company, is the sister-in-law of Harris J. Pappas, who is a director of the Company.

Note 16. Common Stock

At August 26, 2015, the Company had 500,000 shares of common stock reserved for issuance upon the exercise of outstanding stock options.

Treasury Shares

In February 2008, the Company acquired 500,000 treasury shares for \$4.8 million.

Note 17. Earnings Per Share

A reconciliation of the numerators and denominators of basic earnings per share and earnings per share assuming dilution is shown in the table below:

	Fiscal Year Ended		
	August	August	August
	26,	27,	28,
	2015	2014	2013
	<i>(In thousands, except per share data)</i>		
Numerator:			
Income (loss) from continuing operations	\$(1,372)	\$(1,613)	\$4,547
Net income (loss)	\$(2,074)	\$(3,447)	\$3,161
Denominator:			
Denominator for basic earnings per share—weighted-average shares	28,974	28,812	28,618
Effect of potentially dilutive securities:			
Employee and non-employee stock options	—	—	248
Denominator for earnings per share assuming dilution	28,974	28,812	28,866
Income (loss) from continuing operations:			
Basic	\$(0.05)	\$(0.06)	\$0.16
Assuming dilution ^(a)	\$(0.05)	\$(0.06)	\$0.16
Net income (loss) per share:			
Basic	\$(0.07)	\$(0.12)	\$0.11
Assuming dilution ^(a)	\$(0.07)	\$(0.12)	\$0.11

Potentially dilutive shares not included in the computation of net income per share because to do so would have been antidilutive amounted to 77,000 in fiscal year 2015, 180,000 in fiscal year 2014 and zero shares in fiscal year (a)2013. Additionally, stock options with exercise prices exceeding market close prices that were excluded from the computation of net income per share amounted to 415,000 shares in fiscal year 2015, 143,000 shares in fiscal year 2014 and 67,000 shares in fiscal year 2013.

Note 18. Quarterly Financial Information

The following tables summarize quarterly unaudited financial information for fiscal years 2015 and 2014.

	Quarter Ended ^(a)			
	August 26, 2015 (112 days)	May 6, 2015 (84 days)	February 11, 2015 (84 days)	November 19, 2014 (84 days)
	<i>(In thousands, except per share data)</i>			
Restaurant sales	\$115,361	\$88,788	\$85,486	\$80,557
Franchise revenue	2,197	1,578	1,605	1,581
Culinary contract services	4,408	3,624	3,771	4,598
Vending revenue	175	112	119	125
Total sales	122,141	94,102	90,981	86,861
Income (loss) from continuing operations	141	2,532	(1,229)	(2,816)
Loss from discontinued operations	(190)	(179)	(130)	(203)
Net income (loss)	(49)	2,353	(1,359)	(3,019)
Net income (loss) per share:				
Basic	—	0.08	(0.05)	(0.11)
Assuming dilution	—	0.08	(0.05)	(0.11)
Costs and Expenses				
(As a percentage of restaurant sales)				
Cost of food	28.5 %	28.4 %	29.8 %	29.2 %
Payroll and related costs	34.3 %	33.8 %	34.5 %	35.6 %
Other operating expenses	17.7 %	16.1 %	16.6 %	17.6 %
Occupancy costs	5.4 %	5.4 %	5.8 %	6.1 %

	Quarter Ended ^(a)			
	August 27, 2014 (112 days)	May 7, 2014 (84 days)	February 12, 2014 (84 days)	November 20, 2013 (84 days)
	<i>(In thousands, except per share data)</i>			
Restaurant sales	\$115,375	\$90,010	\$82,930	\$79,952
Franchise revenue	2,284	1,684	1,545	1,514
Culinary contract services	5,772	4,534	3,979	4,270

Edgar Filing: WALT DISNEY CO/ - Form 8-K

Vending revenue	174	131	115	112
Total sales	123,605	96,359	88,569	85,848
Income (loss) from continuing operations	(1,081)	1,742	(1,581)	(693)
Loss from discontinued operations	(366)	(12)	(603)	(853)
Net income (loss)	(1,447)	1,730	(2,184)	(1,546)
Net income (loss) per share:				
Basic	(0.05)	0.06	(0.08)	(0.05)
Assuming dilution	(0.05)	0.06	(0.08)	(0.05)
Costs and Expenses				
(As a percentage of restaurant sales)				
Cost of food	29.1 %	28.6 %	29.0 %	28.6 %
Payroll and related costs	34.5 %	32.9 %	34.9 %	34.7 %
Other operating expenses	17.5 %	15.8 %	16.3 %	17.2 %
Occupancy costs	6.1 %	5.5 %	6.2 %	6.0 %

The quarters ended August 26, 2015 and August 27, 2014 consists of (a) four four-week periods. All other quarters presented represent three four-week periods.

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

We have had no disagreements with our accountants on any accounting or financial disclosures.

Item 9A. Controls and Procedures

Evaluation of Disclosure Control and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of August 26, 2015. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of August 26, 2015, our disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

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). Because of its inherent limitations, internal control over financial reporting may not prevent or detect material misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework-2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, we concluded that our internal control over financial reporting was effective as of August 26, 2015.

Grant Thornton LLP, the independent registered public accounting firm that audited the Consolidated Financial Statements included in this report, has also audited the effectiveness our internal control over financial reporting as of August 26, 2015, as stated in their attestation report which is included under Item 8 of this report.

Attestation Report of the Registered Public Accounting Firm

Included in Item 8 of this report.

Changes in Internal Control over Financial Reporting

Except as noted above, there were no changes in our internal control over financial reporting during the quarter ended August 26, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

There is incorporated in this Item 10 by reference that portion of our definitive proxy statement for the 2016 annual meeting of shareholders appearing therein under the captions “Election of Directors,” “Corporate Governance,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Executive Officers,” and “Certain Relationships and Related Transactions.”

We have in place a Policy Guide on Standards of Conduct and Ethics applicable to all employees, as well as the board of directors, and Supplemental Standards of Conduct and Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, and all senior financial officers. This Policy Guide and the Supplemental Standards were filed as exhibits to the Annual Report on Form 10-K for the fiscal year ended August 26, 2003 and can be found on our website at www.lubys.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to or waivers from the code of ethics or supplementary code of ethics by posting such information on our website at www.lubys.com.

Item 11. Executive Compensation

There is incorporated in this Item 11 by reference that portion of our definitive proxy statement for the 2016 annual meeting of shareholders appearing therein under the captions “Compensation Discussion and Analysis—Executive Compensation,” “—Executive Compensation Committee Report,” “—Compensation Tables and Information,” “—Director Compensation,” and “Corporate Governance—Executive Compensation Committee—Compensation Committee Interlocks.”

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

There is incorporated in this Item 12 by reference that portion of our definitive proxy statement for the 2016 annual meeting of shareholders appearing therein under the captions “Ownership of Equity Securities in the Company” and “Principal Shareholders.”

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

There is incorporated in this Item 13 by reference that portion of our definitive proxy statement for the 2016 annual meeting of shareholders appearing therein under the captions, “Corporate Governance Guidelines—Director Independence” and “Certain Relationships and Related Transactions.”

Item 14. Principal Accountant Fees and Services

There is incorporated in this Item 14 by reference that portion of our definitive proxy statement for the 2016 annual meeting of shareholders appearing therein under the caption “Fees Paid To The Independent Registered Public Accounting Firm.”

PART IV

Item 15. Exhibits, Financial Statement Schedules

1. Financial Statements

The following financial statements are filed as part of this Report:

Consolidated balance sheets at August 26, 2015 and August 27, 2014.

Consolidated statements of operations for each of the three years in the period ended August 26, 2015.

Consolidated statements of shareholders' equity for each of the three years in the period ended August 26, 2015.

Consolidated statements of cash flows for each of the three years in the period ended August 26, 2015.

Notes to consolidated financial
statements

Reports of Independent Registered Public Accounting Firm Grant Thornton LLP

2. Financial Statement Schedules

All schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements and notes thereto.

3. Exhibits

The following exhibits are filed as a part of this Report:

Amended and Restated Certificate of Incorporation of Luby's, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 11, 2009, filed on March 20, 2009 (File No. 001-08308)).

Bylaws of Luby's, Inc., as amended through July 9, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 14, 2008 (File No. 001-08308)).

Amendment to Bylaws of Luby's, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 6, 2015 (File No. 001-08308)).

Rights Agreement dated January 27, 2011 between Luby's, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 2, 2011 (File No. 001-08308)).

4(b) First Amendment to Rights Agreement, dated as of December 3, 2013, between Luby's, Inc. and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 3, 2013 (File No. 001-08308)).

10(a) Credit Agreement dated as of November 9, 2009, among the Company, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and Amegy Bank, National Association, as Syndication Agent (incorporated by reference to Exhibit 4(1) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2009, filed November 9, 2009 (File No. 001-08308)).

10(b) First Amendment to Credit Agreement, dated as of January 31, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association,

as Administrative Agent, and Amegy Bank National Association, as Syndication Agent (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 10, 2010, filed on March 19, 2010 (File No. 001-08308)).

10(c) Second Amendment to Credit Agreement, dated as of July 26, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 27, 2010 (File No. 001-08308)).

- Third Amendment to Credit Agreement, dated as of September 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 4(f) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, filed on November 8, 2010 (File No. 001-08308)).
- 10(d)
- 10(e) Fourth Amendment to Credit Agreement, dated as of October 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 4(g) to the Company's Annual

Report on Form
10-K for the fiscal
year ended August
25, 2010, filed on
November 8, 2010
(File No.
001-08308)).

10(f) Fifth Amendment
to Credit
Agreement, dated
as of August 25,
2011, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National
Association, as
administrative
agent, and Amegy
Bank National
Association, as
syndication agent
(incorporated by
reference to Exhibit
10.1 to the
Company's Current
Report on Form
8-K filed on
August 30, 2011
(File No.
001-08308)).

10(g) Sixth Amendment
to Credit
Agreement, dated
as of October 20,
2011, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National
Association, as
administrative
agent, and Amegy
Bank National
Association, as
syndication agent
(incorporated by

reference to Exhibit 4(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2012, filed on November 13, 2012 (File No. 001-08308)).

10(h) Seventh Amendment to Credit Agreement, dated as of February 14, 2013, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 13, 2013, filed on March 25, 2013 (File No. 001-08308)).

10(i) Credit Agreement, dated as of August 14, 2013, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy

Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 19, 2013 (File No. 001-08308)).

10(j) First Amendment to Credit Agreement, dated as March 21, 2014, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 27, 2014 (File No. 001-08308)).

10(k) Second Amendment to Credit Agreement, dated as November 7, 2014, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as

syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 12, 2014 (File No. 001-08308)).

Third Amendment to Credit Agreement, dated as October 2, 2015, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative

10(l) agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 6, 2015 (File No. 001-08308)).

10(m) Nonemployee Director Deferred Compensation Plan of Luby's Cafeterias, Inc. adopted October 27, 1994 (incorporated by reference to Exhibit 10(g) to the Company's Quarterly Report on Form 10-Q for the quarter ended November 30,

1994, filed on
January 11, 1995
(File No.
001-08308)).*

10(n) Amendment to
Nonemployee
Director Deferred
Compensation Plan
of Luby's Cafeterias,
Inc. adopted
January 14, 1997
(incorporated by
reference to Exhibit
10(m) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 28, 1997,
filed on April 11,
1997 (File No.
001-08308)).*

10(o) Amendment to
Nonemployee
Director Deferred
Compensation Plan
of Luby's Cafeterias,
Inc. adopted
March 19, 1998
(filed as Exhibit
10(o) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 28, 1998,
filed on April 13,
1998 (File No.
001-08308)).*

10(p) Amended and
Restated
Nonemployee
Director Stock Plan
of Luby's, Inc.
adopted January 20,
2005, as amended
January 24, 2007,
as amended

April 14, 2008
(filed as Exhibit
10(f) to the
Company's Annual
Report on
Form 10-K for the
fiscal year ended
August 27, 2008,
filed on November
7, 2008 (File No.
001-08308)).*

10(q) Second Amended and Restated Nonemployee Director Stock Plan of Luby's, Inc. adopted January 25, 2013 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 13, 2013, filed March 25, 2013 (File No. 001-08308)).*

10(r) Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan dated May 30, 1996 (incorporated by reference to Exhibit 10(j) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 1996, filed on November 26, 1996 (File No. 001-08308)).*

10(s) Amendment to Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan adopted January 14, 1997 (incorporated by reference to Exhibit 10(r) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 1997, filed on April 11, 1997 (File No. 001-08308)).*

Amendment to Luby's
Cafeterias, Inc.
Supplemental
Executive Retirement
Plan adopted
January 9, 1998
(incorporated by
10(t) reference to
Exhibit 10(u) to the
Company's Quarterly
Report on Form 10-Q
for the quarter ended
February 28, 1998,
filed April 13, 1998
(File No.
001-08308)).*

Amendment to Luby's
Cafeterias, Inc.
Supplemental
Executive Retirement
Plan adopted
May 21, 1999
(incorporated by
10(u) reference to
Exhibit 10(q) to the
Company's Quarterly
Report on Form 10-Q
for the quarter ended
May 31, 1999, filed
July 14, 1999 (File No.
001-08308)).*

Luby's Incentive Stock
Plan adopted October
16, 1998 (incorporated
by reference to Exhibit
10(cc) to the
10(v) Company's Annual
Report on Form 10-K
for the fiscal year
ended August 31,
1998, filed November
25, 1998 (File No.
001-08308)).*

10(w) Amended and Restated
Luby's Incentive Stock
Plan adopted January
19, 2006 (incorporated

by reference to Exhibit 10(ee) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 15, 2006, filed March 28, 2006 (File No. 001-08308)).*

10(x) Registration Rights Agreement dated March 9, 2001, by and among Luby's, Inc., Christopher J. Pappas, and Harris J. Pappas (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed March 15, 2001 (File No. 001-08308)).

10(y) Asset Purchase Agreement, dated as of June 23, 2010, by and among Luby's, Inc., Fuddruckers, Inc., Magic Brands, LLC, Atlantic Restaurant Ventures, Inc., R. Wes, Inc., Fuddruckers of Howard County, LLC and Fuddruckers of White Marsh, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 29, 2010 (File No. 001-08308)).

10(z) Amendment to Asset Purchase Agreement, dated as of July 26, 2010, by and among Luby's Fuddruckers Restaurants, LLC,

Fuddruckers, Inc.,
Magic Brands, LLC,
Atlantic Restaurant
Ventures, Inc., R.
Wes, Inc.,
Fuddruckers of
Howard County, LLC
and Fuddruckers of
White Marsh, LLC
(incorporated by
reference to
Exhibit 10.1 to the
Company's Current
Report on Form 8-K
filed on July 27, 2010
(File No. 001-08308)).

10(aa) Luby's, Inc. Amended
and Restated
Nonemployee Director
Phantom Stock Plan
effective
September 28, 2001
(incorporated by
reference to Exhibit
10(dd) to the
Company's Quarterly
Report on Form 10-Q
for the quarter ended
February 13, 2002,
filed on March 29,
2002 (File No.
001-08308)).*

10(bb) Form of
Indemnification
Agreement entered
into between Luby's,
Inc. and each member
of its Board of
Directors initially
dated July 23, 2002
(incorporated by
reference to Exhibit
10(gg) to the
Company's Annual
Report on Form 10-K
for the fiscal year
ended August 28,
2002, filed on
November 27, 2002

(File No. 001-08308)).

Amended and Restated
Master Sales
Agreement effective
November 16, 2011,
by and among Luby's,
Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
10(cc) (incorporated by
reference to Exhibit
10.1 to the Company's
Quarterly Report on
Form 10-Q for the
quarter ended May 9,
2012, filed on June 15,
2012 (File No.
001-08308)).

Amended and Restated
Master Sales
Agreement effective
November 8, 2013, by
and among Luby's,
Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
10(dd) (incorporated by
reference to Exhibit 10
(u) to the Company's
Annual Report on
Form 10-K for the
fiscal year ended
August 28, 2013, filed
on November 12, 2013
(File No. 001-08308)).

Amended and Restated
Master Sales
Agreement effective
May 28, 2015, by and
among Luby's, Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
10(ee)

- 10(ff) Employment Agreement dated January 24, 2014, between Luby's, Inc. and Christopher J. Pappas (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 27, 2014 (File No. 001-08308)).*
- 10(gg) First Amendment to Employment Agreement dated December 1, 2014, between Luby's, Inc. and Christopher J. Pappas (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 3, 2014 (File No. 001-08308)).*
- 10(hh) Form of Restricted Stock Award Agreement pursuant to the Luby's Incentive Stock Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 16, 2007 (File No. 001-08308)).
- 10(ii) Form of Incentive Stock Option Award Agreement pursuant to the Luby's Incentive Stock Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 16, 2007 (File No. 001-08308)).
- 11 Statement regarding computation of Per Share Earnings.**
- 14(a) Policy Guide on Standards of Conduct and Ethics applicable to all employees, as well as the board of directors (incorporated by reference to Exhibit 14(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, filed on November 25, 2003 (File No. 001-08308)).
- 14(b) Supplemental Standards of Conduct and Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, and all senior financial officers (incorporated by reference to Exhibit 14(b) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, filed on November 25, 2003 (File No. 001-08308)).
- 21 Subsidiaries of the Company.
- 23.1 Consent of Grant Thornton LLP.
- 31.1 Rule 13a-14(a)/15d-14(a) certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Rule 13a-14(a)/15d-14(a) certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Section 1350 certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Section 1350 certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99(a) Corporate Governance Guidelines of Luby's, Inc., as amended October 28, 2004 (incorporated by reference to Exhibit 99(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2007, filed on November 9, 2007 (File No. 001-08308)).

101.INS XBRL Instance Document

101.SCHXBRL Schema Document

101.CALXBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LABXBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

** Denotes management contract or compensatory plan or arrangement.*

Information required to be presented in Exhibit 11 is provided in Note 17 "Earnings Per Share" of the Notes to

*** Consolidated Financial Statements under Part II, Item 8 of this Form 10-K in accordance with the provisions of FASB Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share.*

SIGNATURES

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

November 9, 2015 LUBY'S, INC.

Date (Registrant)

By: /s/ CHRISTOPHER J. PAPPAS
Christopher J. Pappas
President and Chief Executive Officer

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

Signature and Title	Date
/S/ GASPER MIR, III Gasper Mir, III, Director and Chairman of the Board	November 9, 2015
/S/ CHRISTOPHER J. PAPPAS Christopher J. Pappas, Director, President and Chief Executive Officer (Principal Executive Officer)	November 9, 2015
/S/ PETER TROPOLI Peter Tropoli, Director and Chief Operating Officer	November 9, 2015
/S/ K. SCOTT GRAY K. Scott Gray, Senior Vice President and Chief Financial Officer, and Principal Accounting Officer (Principal Financial and Accounting Officer)	November 9, 2015
/S/ HARRIS J. PAPPAS Harris J. Pappas, Director	November 9, 2015
/S/ JUDITH B. CRAVEN Judith B. Craven, Director	November 9, 2015

Edgar Filing: WALT DISNEY CO/ - Form 8-K

/S/ ARTHUR R. EMERSON
Arthur R. Emerson, Director

November 9, 2015

/S/ JILL GRIFFIN
Jill Griffin, Director

November 9, 2015

/S/ J.S.B. JENKINS
J.S.B. Jenkins, Director

November 6 2015

/S/ FRANK MARKANTONIS
Frank Markantonis, Director

November 9, 2015

/S/ JOE C. MCKINNEY
Joe C. McKinney, Director

November 9, 2015

85

EXHIBIT INDEX

Amended and Restated Certificate of Incorporation of Luby's, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 11, 2009, filed on March 20, 2009 (File No. 001-08308)).

Bylaws of Luby's, Inc., as amended through July 9, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 14, 2008 (File No. 001-08308)).

Amendment to Bylaws of Luby's, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 6, 2015 (File No. 001-08308)).

4(a) Rights Agreement dated January 27, 2011 between Luby's, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated

by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 2, 2011 (File No. 001-08308)).

4(b) First Amendment to Rights Agreement, dated as of December 3, 2013, between Luby's, Inc. and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 3, 2013 (File No. 001-08308)).

10(a) Credit Agreement dated as of November 9, 2009, among the Company, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and Amegy Bank, National Association, as Syndication Agent (incorporated by reference to Exhibit 4(1) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2009, filed November 9, 2009 (File No. 001-08308)).

10(b) First Amendment to Credit Agreement,

dated as of
January 31, 2010,
among the Company,
the lenders from time
to time party thereto,
Wells Fargo Bank,
National Association,
as Administrative
Agent, and Amegy
Bank National
Association, as
Syndication Agent
(incorporated by
reference to Exhibit
4.1 to the
Company's Quarterly
Report on Form 10-Q
for the quarter ended
February 10, 2010,
filed on March 19,
2010 (File No.
001-08308)).

10(c) Second Amendment
to Credit Agreement,
dated as of July 26,
2010, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National Association,
as administrative
agent, and Amegy
Bank National
Association, as
syndication agent
(incorporated by
reference to Exhibit
10.3 to the
Company's Current
Report on Form 8-K
filed on July 27,
2010 (File No.
001-08308)).

10(d) Third Amendment to
Credit Agreement,
dated as of
September 30, 2010,
among the Company,

the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 4(f) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, filed on November 8, 2010 (File No. 001-08308)).

10(e) Fourth Amendment to Credit Agreement, dated as of October 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 4(g) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, filed on November 8, 2010 (File No. 001-08308)).

10(f) Fifth Amendment to Credit Agreement, dated as of August 25, 2011, among the Company, the lenders from time

to time party thereto,
Wells Fargo Bank,
National Association,
as administrative
agent, and Amegy
Bank National
Association, as
syndication agent
(incorporated by
reference to Exhibit
10.1 to the
Company's Current
Report on Form 8-K
filed on August 30,
2011 (File No.
001-08308)).

Sixth Amendment to
Credit Agreement,
dated as of October
20, 2011, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National Association,
as administrative
agent, and Amegy
10(g) Bank National
Association, as
syndication agent
(incorporated by
reference to Exhibit
4(i) to the Company's
Annual Report on
Form 10-K for the
fiscal year ended
August 29, 2012,
filed on November
13, 2012 (File No.
001-08308)).

10(h) Seventh Amendment
to Credit Agreement,
dated as of February
14, 2013, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National Association,

as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 13, 2013, filed on March 25, 2013 (File No. 001-08308)).

Credit Agreement,
dated as of August
14, 2013, among
the Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National
Association, as
administrative
10(i) agent, and Amegy
Bank National
Association, as
syndication agent
(incorporated by
reference to Exhibit
10.1 to the
Company's Current
Report on Form
8-K filed August
19, 2013 (File No.
001-08308)).

First Amendment to
Credit Agreement,
dated as March 21,
2014, among the
Company, the
lenders from time to
time party thereto,
Wells Fargo Bank,
National
Association, as
administrative
10(j) agent, and Amegy
Bank National
Association, as
syndication
agent (incorporated
by reference to
Exhibit 10.1 to the
Company's Current
Report on Form
8-K filed on March
27, 2014 (File No.
001-08308)).

10(k)

Second Amendment to Credit Agreement, dated as November 7, 2014, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 12, 2014 (File No. 001-08308)).

10(l) Third Amendment to Credit Agreement, dated as October 2, 2015, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 6, 2015 (File No. 001-08308)).

10(m) Nonemployee
Director Deferred
Compensation Plan
of Luby's Cafeterias,
Inc. adopted
October 27, 1994
(incorporated by
reference to
Exhibit 10(g) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
November 30,
1994, filed on
January 11, 1995
(File No.
001-08308)).*

10(n) Amendment to
Nonemployee
Director Deferred
Compensation Plan
of Luby's Cafeterias,
Inc. adopted
January 14, 1997
(incorporated by
reference to Exhibit
10(m) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 28, 1997,
filed on April 11,
1997 (File No.
001-08308)).*

10(o) Amendment to
Nonemployee
Director Deferred
Compensation Plan
of Luby's Cafeterias,
Inc. adopted
March 19, 1998
(filed as Exhibit
10(o) to the
Company's
Quarterly Report on
Form 10-Q for the

quarter ended
February 28, 1998,
filed on April 13,
1998 (File No.
001-08308)).*

Amended and
Restated
Nonemployee
Director Stock Plan
of Luby's, Inc.
adopted January 20,
2005, as amended
January 24, 2007,
as amended
10(p) April 14, 2008
(filed as Exhibit
10(f) to the
Company's Annual
Report on
Form 10-K for the
fiscal year ended
August 27, 2008,
filed on November
7, 2008 (File No.
001-08308)).*

Second Amended
and Restated
Nonemployee
Director Stock Plan
of Luby's, Inc.
adopted January 25,
2013 (incorporated
by reference to
10(q) Exhibit 10.1 to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 13, 2013,
filed March 25,
2013 (File No.
001-08308)).*

10(r) Luby's Cafeterias,
Inc. Supplemental
Executive
Retirement Plan
dated May 30, 1996
(incorporated by

reference to Exhibit
10(j) to the
Company's Annual
Report on Form
10-K for the fiscal
year ended
August 31, 1996,
filed on November
26, 1996 (File No.
001-08308)).*

10(s) Amendment to
Luby's Cafeterias,
Inc. Supplemental
Executive
Retirement Plan
adopted
January 14, 1997
(incorporated by
reference to Exhibit
10(r) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 28, 1997,
filed on April 11,
1997 (File No.
001-08308)).*

10(t) Amendment to
Luby's Cafeterias,
Inc. Supplemental
Executive
Retirement Plan
adopted
January 9, 1998
(incorporated by
reference to
Exhibit 10(u) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 28, 1998,
filed April 13, 1998
(File No.
001-08308)).*

10(u) Amendment to
Luby's Cafeterias,

Inc. Supplemental
Executive
Retirement Plan
adopted
May 21, 1999
(incorporated by
reference to
Exhibit 10(q) to the
Company's
Quarterly Report on
Form 10-Q for the
quarter ended May
31, 1999, filed July
14, 1999 (File No.
001-08308)).*

10(v) Luby's Incentive
Stock Plan adopted
October 16, 1998
(incorporated by
reference to Exhibit
10(cc) to the
Company's Annual
Report on
Form 10-K for the
fiscal year ended
August 31, 1998,
filed November 25,
1998 (File No.
001-08308)).*

10(w) Amended and
Restated Luby's
Incentive Stock
Plan adopted
January 19, 2006
(incorporated by
reference to
Exhibit 10(ee) to
the Company's
Quarterly Report on
Form 10-Q for the
quarter ended
February 15, 2006,
filed March 28,
2006 (File No.
001-08308)).*

Registration Rights
Agreement dated
March 9, 2001, by and
among Luby's, Inc.,
Christopher J. Pappas,
and Harris J. Pappas
10(x) (incorporated by
reference to Exhibit
10.4 to the Company's
Current Report on
Form 8-K filed March
15, 2001 (File No.
001-08308)).

Asset Purchase
Agreement, dated as of
June 23, 2010, by and
among Luby's, Inc.,
Fuddruckers, Inc.,
Magic Brands, LLC,
Atlantic Restaurant
Ventures, Inc., R.
Wes, Inc.,
10(y) Fuddruckers of
Howard County, LLC
and Fuddruckers of
White Marsh, LLC
(incorporated by
reference to
Exhibit 10.1 to the
Company's Current
Report on Form 8-K
filed on June 29, 2010
(File No. 001-08308)).

10(z) Amendment to Asset
Purchase Agreement,
dated as of July 26,
2010, by and among
Luby's Fuddruckers
Restaurants, LLC,
Fuddruckers, Inc.,
Magic Brands, LLC,
Atlantic Restaurant
Ventures, Inc., R.
Wes, Inc.,
Fuddruckers of
Howard County, LLC

and Fuhrdruckers of
White Marsh, LLC
(incorporated by
reference to
Exhibit 10.1 to the
Company's Current
Report on Form 8-K
filed on July 27, 2010
(File No. 001-08308)).

10(aa) Luby's, Inc. Amended
and Restated
Nonemployee Director
Phantom Stock Plan
effective
September 28, 2001
(incorporated by
reference to Exhibit
10(dd) to the
Company's Quarterly
Report on Form 10-Q
for the quarter ended
February 13, 2002,
filed on March 29,
2002 (File No.
001-08308)).*

10(bb) Form of
Indemnification
Agreement entered
into between Luby's,
Inc. and each member
of its Board of
Directors initially
dated July 23, 2002
(incorporated by
reference to Exhibit
10(gg) to the
Company's Annual
Report on Form 10-K
for the fiscal year
ended August 28,
2002, filed on
November 27, 2002
(File No. 001-08308)).

10(cc) Amended and Restated
Master Sales
Agreement effective
November 16, 2011,
by and among Luby's,

Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
(incorporated by
reference to Exhibit
10.1 to the Company's
Quarterly Report on
Form 10-Q for the
quarter ended May 9,
2012, filed on June 15,
2012 (File No.
001-08308)).

Amended and Restated
Master Sales
Agreement effective
November 8, 2013, by
and among Luby's,
Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
10(dd) (incorporated by
reference to Exhibit 10
(u) to the Company's
Annual Report on
Form 10-K for the
fiscal year ended
August 28, 2013, filed
on November 12, 2013
(File No. 001-08308)).

Amended and Restated
Master Sales
Agreement effective
May 28, 2015, by and
among Luby's, Inc.,
Pappas Restaurants,
L.P., and Pappas
Restaurants, Inc.
10(ee)

10(ff) Employment
Agreement dated
January 24, 2014,
between Luby's, Inc.
and Christopher J.
Pappas (incorporated
by reference to Exhibit
10.1 to the Company's
Current Report on

Form 8-K filed on
January 27, 2014 (File
No. 001-08308)).*

10(gg) First Amendment to
Employment
Agreement dated
December 1, 2014,
between Luby's, Inc.
and Christopher J.
Pappas (incorporated
by reference to Exhibit
10.1 to the Company's
Current Report on
Form 8-K filed
on December 3, 2014
(File No.
001-08308)).*

10(hh) Form of Restricted
Stock Award
Agreement pursuant to
the Luby's Incentive
Stock Plan
(incorporated by
reference to Exhibit
10.1 to the Company's
Current Report on
Form 8-K filed on
November 16, 2007
(File No. 001-08308)).

10(ii) Form of Incentive
Stock Option Award
Agreement pursuant to
the Luby's Incentive
Stock Plan
(incorporated by
reference to Exhibit
10.2 to the Company's
Current Report on
Form 8-K filed on
November 16, 2007
(File No. 001-08308)).

11 Statement regarding
computation of Per
Share Earnings.**

14(a) Policy Guide on
Standards of Conduct

and Ethics applicable to all employees, as well as the board of directors (incorporated by reference to Exhibit 14(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, filed on November 25, 2003 (File No. 001-08308)).

Supplemental Standards of Conduct and Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, and all senior financial
14(b) officers (incorporated by reference to Exhibit 14(b) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, filed on November 25, 2003 (File No. 001-08308)).

21 Subsidiaries of the Company.

23.1 Consent of Grant Thornton LLP.

- 31.1 Rule 13a-14(a)/15d-14(a) certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Rule 13a-14(a)/15d-14(a) certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Section 1350 certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Section 1350 certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99(a) Corporate Governance Guidelines of Luby's, Inc., as amended October 28, 2004 (incorporated by reference to Exhibit 99(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2007, filed on November 9, 2007 (File No. 001-08308)).

101.INS XBRL Instance Document

101.SCHXBRL Schema Document

101.CALXBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LABXBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

**Denotes management contract or compensatory plan or arrangement.*

Information required to be presented in Exhibit 11 is provided in Note 17 "Earnings Per Share" of the Notes to Consolidated Financial Statements under Part II, Item 8 of this Form 10-K in accordance with the provisions of FASB Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share.