LUBYS INC
Form 10-Q
April 24, 2017

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

FORM 10-Q

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x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 15, 2017
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: 001-08308

Luby's, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	74-1335253 (IRS Employer Identification No.)
13111 Northwest Freeway, Suite 600 Houston, Texas	77040
(Address of principal executive offices)	(Zip Code)

(713) 329-6800
(Registrant's telephone number, including area code)

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 x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No

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

Large accelerated filer	¨	Accelerated filer	x
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 Exchange Act). Yes No x

As of April 20, 2017, there were 29,091,836 shares of the registrant's common stock outstanding.

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Additional Information

We file reports with the Securities and Exchange Commission (the "SEC"), including annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. The public may read and copy any materials we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We are an electronic filer, and the SEC maintains an Internet site at http://www.sec.gov that contains the reports, proxy and information statements, and other information that we file electronically. Our website address is http://www.lubysinc.com. Please note that our website address is provided as an inactive textual reference only. We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on our website is not part of this report, and is therefore not incorporated by reference unless such information is specifically referenced elsewhere in this report.

Part I—FINANCIAL INFORMATION

Item 1. Financial Statements

Luby's, Inc.
Consolidated Balance Sheets
(In thousands, except share data)

	March 15, 2017 (Unaudited)	August 31, 2016
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,352	$ 1,339
Trade accounts and other receivables, net	5,389	5,919
Food and supply inventories	4,589	4,596
Prepaid expenses	3,035	3,147
Assets related to discontinued operations	—	1
Deferred income taxes	255	540
Total current assets	14,620	15,542
Property held for sale	3,929	5,522
Assets related to discontinued operations	2,830	3,192
Property and equipment, net	185,067	193,218
Intangible assets, net	20,298	21,074
Goodwill	1,068	1,605
Deferred income taxes	7,011	8,738
Other assets	3,278	3,334
Total assets	$ 238,101	$ 252,225
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 18,311	$ 17,539
Liabilities related to discontinued operations	387	412
Current portion of credit facility debt	2,450	—
Accrued expenses and other liabilities	26,321	23,752
Total current liabilities	47,469	41,703
Credit facility debt, less current portion	34,617	37,000
Liabilities related to discontinued operations	16	17
Other liabilities	8,141	7,752
Total liabilities	90,243	86,472
Commitments and Contingencies		
SHAREHOLDERS' EQUITY		
Common stock, $0.32 par value; 100,000,000 shares authorized; shares issued were 29,566,355 and 29,440,041, respectively; shares outstanding were 29,066,355 and 28,940,041, respectively	9,461	9,421
Paid-in capital	31,178	30,348
Retained earnings	111,994	130,759
Less cost of treasury stock, 500,000 shares	(4,775)	(4,775)
Total shareholders' equity	147,858	165,753
Total liabilities and shareholders' equity	$ 238,101	$ 252,225

The accompanying notes are an integral part of these Consolidated Financial Statements.

Luby's, Inc.
Consolidated Statements of Operations (unaudited)
(In thousands, except per share data)

	Quarter Ended		Two Quarters Ended	
	March 15, 2017 (12 weeks)	March 9, 2016 (12 weeks)	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
SALES:				
Restaurant sales	$81,064	$86,314	$189,147	$199,861
Culinary contract services	3,306	3,918	7,602	8,833
Franchise revenue	1,819	1,700	3,691	3,825
Vending revenue	125	137	284	295
TOTAL SALES	86,314	92,069	200,724	212,814
COSTS AND EXPENSES:				
Cost of food	22,583	24,600	53,433	57,034
Payroll and related costs	29,295	29,834	67,968	69,258
Other operating expenses	13,763	13,736	33,411	32,157
Occupancy costs	5,322	5,535	11,797	12,177
Opening costs	132	174	298	571
Cost of culinary contract services	2,960	3,520	6,771	7,942
Cost of franchise operations	436	428	1,016	1,039
Depreciation and amortization	4,788	5,220	11,338	12,235
Selling, general and administrative expenses	9,008	9,843	22,767	23,086
Provision for asset impairments and restaurant closings, net	5,963	37	6,250	37
Net loss (gain) on disposition of property and equipment	329	(556)	414	(835)
Total costs and expenses	94,579	92,371	215,463	214,701
LOSS FROM OPERATIONS	(8,265)	(302)	(14,739)	(1,887)
Interest income	1	1	3	2
Interest expense	(727)	(495)	(1,330)	(1,191)
Other income (expense), net	(242)	29	(139)	(90)
Loss before income taxes and discontinued operations	(9,233)	(767)	(16,205)	(3,166)
Provision (benefit) for income taxes	3,603	(185)	2,145	(845)
Loss from continuing operations	(12,836)	(582)	(18,350)	(2,321)
Loss from discontinued operations, net of income taxes	(343)	(17)	(415)	(89)
NET LOSS	$(13,179)	$(599)	$(18,765)	$(2,410)
Loss per share from continuing operations:				
Basic	$(0.44)	$(0.02)	$(0.62)	$(0.08)
Assuming dilution	$(0.44)	$(0.02)	$(0.62)	$(0.08)
Loss per share from discontinued operations:				
Basic	$(0.01)	$(0.00)	$(0.02)	$(0.00)
Assuming dilution	$(0.01)	$(0.00)	$(0.02)	$(0.00)
Net loss per share:				
Basic	$(0.45)	$(0.02)	$(0.64)	$(0.08)
Assuming dilution	$(0.45)	$(0.02)	$(0.64)	$(0.08)
Weighted average shares outstanding:				
Basic	29,522	29,247	29,418	29,182
Assuming dilution	29,522	29,247	29,418	29,182

The accompanying notes are an integral part of these Consolidated Financial Statements.

Luby’s, Inc.
Consolidated Statement of Shareholders’ Equity (unaudited)
(In thousands)

	Common Stock Issued Shares	Common Stock Issued Amount	Treasury Shares	Treasury Amount	Paid-In Capital	Retained Earnings	Total Shareholders’ Equity
Balance at August 31, 2016	29,440	$ 9,421	(500)	$ (4,775)	$ 30,348	$ 130,759	$ 165,753
Net loss	—	—	—	—	—	(18,765)	(18,765)
Share-based compensation expense	41	13	—	—	857	—	870
Common stock issued under employee benefit plans	3	1	—	—	(1)	—	—
Common stock issued under nonemployee benefit plans	83	26	—	—	(26)	—	—
Balance at March 15, 2017	29,567	$ 9,461	(500)	$ (4,775)	$ 31,178	$ 111,994	$ 147,858

The accompanying notes are an integral part of these Consolidated Financial Statements.

Luby’s, Inc.
Consolidated Statements of Cash Flows (unaudited)
(In thousands)

	Two Quarters Ended	
	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(18,765)	$(2,410)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Provision for asset impairments and net (gains) on property sales	6,664	(798)
Depreciation and amortization	11,338	12,250
Amortization of debt issuance cost	283	202
Share-based compensation expense	870	803
Deferred tax provision (benefit)	2,399	(1,247)
Cash provided by operating activities before changes in operating assets and liabilities	2,789	8,800
Changes in operating assets and liabilities:		
Decrease (Increase) in trade accounts and other receivables	530	(214)
Decrease (Increase) in food and supply inventories	7	(805)
Decrease in prepaid expenses and other assets	210	381
Increase (Decrease) in accounts payable, accrued expenses and other liabilities	3,067	(971)
Net cash provided by operating activities	6,603	7,191
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from disposal of assets and property held for sale	1,631	4,167
Decrease in notes receivable	—	17
Purchases of property and equipment	(7,962)	(10,970)
Net cash used in investing activities	(6,331)	(6,786)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Revolver borrowings	65,700	50,700
Revolver repayments	(99,700)	(51,200)
Proceeds from term loan	35,000	—
Term loan repayments	(613)	—
Debt issuance costs	(646)	(42)
Proceeds received on the exercise of employee stock options	—	75
Net cash used in financing activities	(259)	(467)
Net increase (decrease) in cash and cash equivalents	13	(62)
Cash and cash equivalents at beginning of period	1,339	1,501
Cash and cash equivalents at end of period	$1,352	$1,439
Cash paid for:		
Income taxes	$—	$—
Interest	679	951

The accompanying notes are an integral part of these Consolidated Financial Statements.

Luby’s, Inc.
Notes to Consolidated Financial Statements (unaudited)

Note 1. Basis of Presentation

The accompanying unaudited Consolidated Financial Statements of Luby’s, Inc. (the “Company” or “Luby’s”) have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements that are prepared for the Company’s Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the quarter ended March 15, 2017 are not necessarily indicative of the results that may be expected for the fiscal year ending August 30, 2017.

The Consolidated Balance Sheet dated August 31, 2016, included in this Quarterly Report on Form 10-Q (this “Form 10-Q”), has been derived from the audited Consolidated Financial Statements as of that date. However, this Form 10-Q does not include all of the information and footnotes required by GAAP for audited, year-end financial statements. Therefore, these financial statements should be read in conjunction with the audited Consolidated Financial Statements and footnotes included in the Company’s Annual Report on Form 10-K for the fiscal year ended August 31, 2016.

Recently Adopted Accounting Pronouncements
In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. This update requires that debt issuance costs be presented in the balance sheet as a direct deduction from the associated debt liability. Debt issuance costs related to the Company's new 2016 Credit Agreement (defined hereafter) amounted to $0.6 million. The portion of the debt issuance costs associated with the Term Loan (defined hereafter) are setup as a direct deduction from the long-term debt liability. The adoption of this update did not have a material impact on our consolidated financial statements. See Item 2. Management's Discussion and Analysis in this Form-10Q for more discussion on debt issuance cost.
In January 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017–04, Simplifying the Test for Goodwill Impairment (“ASU 2017-04”). This guidance eliminates the requirement to determine the implied fair value of goodwill to measure an impairment of goodwill. Rather, goodwill impairment charges will be calculated as the amount by which a reporting unit's carrying amount exceeds its fair value. Adoption of the provisions in ASU 2017-04 is required for the Company for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates on or after January 1, 2017. The Company has adopted ASU 2017-04 effective beginning in the current period. The provisions of ASU 2017-04 did not have a material effect on the Company's financial condition, results of operations, or cash flows.
New Accounting Pronouncements - "to be Adopted"

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, which will require us to adopt these provisions in the first quarter of fiscal 2019. Early application is not permitted. This update permits the use of either the retrospective or cumulative effect transition method. Further, in March 2016, the

FASB issued ASU No. 2016–08, “Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” which clarifies the guidance in ASU No. 2014–09 for evaluating when another party, along with the entity, is involved in providing a good or service to a customer. In April 2016, the FASB issued ASU No. 2016–10, “Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing,” which clarifies the guidance in ASU No. 2014–09 regarding assessing whether promises to transfer goods or services are distinct, and whether an entity's promise to grant a license provides a customer with a right to use or right to access the entity's intellectual property. The Company plans to adopt the standard in the first quarter of fiscal 2019, which is the first fiscal quarter of the annual reporting period beginning after December 15, 2017. We have not yet decided on a method of transition upon adoption. The Company expects the pronouncement may impact the recognition of the initial franchise fee, which is currently recognized upon the opening of a franchise restaurant. We are further evaluating the effect this guidance will have on our consolidated financial statements and related disclosures.

In August 2014, the FASB issued ASU No 2014-15. The amendments in ASU 2014-15 are intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. Under GAAP, financial statements are prepared under the presumption that the reporting organization will continue to operate as a going concern, except in limited circumstances. The going concern basis of accounting is critical to financial reporting because it establishes the fundamental basis for measuring and classifying assets and liabilities. Currently, GAAP lacks guidance about management's responsibility to evaluate whether there is substantial doubt about the organization's ability to continue as a going concern or to provide related footnote disclosures. This ASU provides guidance to an organization's management, with principles and definitions that are intended to reduce diversity in the timing and content of disclosures that are commonly provided by organizations today in the financial statement footnotes. The pronouncement is effective for fiscal years and interim periods within those fiscal years, after December 31, 2016. The adoption of this pronouncement is not expected to have a material impact on the Company's financial statements.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory (Topic 330). This update requires inventory within the scope of the standard to be measured at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This update is effective for annual and interim periods beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes (Topic 740). This update requires that deferred tax liabilities and assets be classified as noncurrent in a classified balance sheet. This update is effective for annual and interim periods beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This update requires a lessee to recognize on the balance sheet a liability to make lease payments and a corresponding right-of-use asset. The update also requires additional disclosures about the amount, timing and uncertainty of cash flows arising from leases. This update is effective for annual and interim periods beginning after December 15, 2018, which will require us to adopt these provisions in the first quarter of fiscal 2020. This standard requires adoption based upon a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with optional practical expedients. Based on a preliminary assessment, the Company expects that most of its operating lease commitments will be subject to the new guidance and recognized as operating lease liabilities and right–of-use assets upon adoption, resulting in a significant increase in the assets and liabilities on our consolidated balance sheet. The Company is continuing its assessment, which may identify additional impacts this standard will have on its consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting (Topic 718). This update was issued as part of the FASB's simplification initiative and affects all entities that issue share-based payment awards to their employees. The amendments in this update cover such areas as the recognition of excess tax benefits and deficiencies, the classification of those excess tax benefits on the statement of cash flows, an accounting policy election for forfeitures, the amount an employer can withhold to cover income taxes and still qualify for equity classification and the classification of those taxes paid on the statement of cash flows. This update is effective for annual and interim periods for fiscal years beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early adoption is permitted. We are evaluating the impact on the Company's consolidated financial statements and have not yet selected a transition method.

In March 2016, the FASB issued ASU No. 2016–04, "Liabilities – Extinguishment of Liabilities: Recognition of Breakage for Certain Prepaid Stored–Value Products," which is intended to eliminate current and future diversity in practice related to derecognition of prepaid stored–value product liability in a way that aligns with the new revenue recognition guidance. The update is effective for fiscal years beginning after December 15, 2017; however, early application is permitted. We are are evaluating the impact on the Company's consolidated financial statements and do not expect the adoption to have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). This update provides clarification regarding how certain cash receipts and cash payment are presented and classified in the statement of cash flows. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. This update is effective for annual and interim periods beginning after December 15, 2017, which will require us to adopt these provisions in the first quarter of fiscal 2019 using a retrospective approach. Early adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

Subsequent Events
There are no subsequent events.
Note 2. Accounting Periods

The Company’s fiscal year ends on the last Wednesday in August. Accordingly, each fiscal year normally consists of 13 four-week periods, or accounting periods, accounting for 364 days in the aggregate. However, every fifth or sixth year, we have a fiscal year that consists of 53 weeks, accounting for 371 days in the aggregate; fiscal year 2016 was such a year. The first fiscal quarter consists of four four-week periods, or 16 weeks, and the remaining three quarters typically includes three four-week periods, or 12 weeks, in length. The fourth fiscal quarter includes 13 weeks in certain fiscal years to adjust for our standard 52 week, or 364 day, fiscal year compared to the 365 day calendar year.

Note 3. Reportable Segments

The Company has three reportable segments: Company-owned restaurants, Culinary Contract Services (“CCS”), and Franchise Operations.

Company-owned restaurants

Company-owned restaurants consists of several brands which are aggregated into one reportable segment because the nature of the products and services, the production processes, the customers, the methods used to distribute the products and services, the nature of the regulatory environment, and store level profit margin are similar. The chief operating decision maker analyzes Company-owned restaurants at store level profit which is revenue less cost of food, payroll and related costs, other operating expenses, and occupancy costs. The primary brands are Luby’s Cafeterias, Fuddruckers - World’s Greatest Hamburgers® and Cheeseburger in Paradise, with a non-core restaurant location operating under the brand name Bob Luby’s Seafood Grill. All company-owned restaurants are casual dining restaurants. Each restaurant is an operating segment because operating results and cash flow can be determined for each restaurant.

The total number of Company-owned restaurants was 173 at March 15, 2017 and 175 at August 31, 2016.

Culinary Contract Services

CCS, branded as Luby’s Culinary Contract Services, consists of a business line servicing healthcare, corporate dining clients, and, as of December 2016, retail grocery. The healthcare accounts are full service and typically include in-room delivery, catering, vending, coffee service, and retail dining. CCS has contracts with long-term acute care hospitals, acute care medical centers, ambulatory surgical centers, behavioral hospitals, and business and industry clients. CCS has the unique ability to deliver quality services that include facility design and procurement as well as nutrition and branded food services to our clients. The cost of Culinary Contract Services on the Consolidated Statements of Operations include all food, payroll and related costs, and other operating expenses related to CCS sales.

The total number of CCS locations was 23 at March 15, 2017 and 24 at August 31, 2016.

CCS began selling Luby's Famous Fried Fish and Macaroni & Cheese in February 2017 and December 2016, respectively, in the freezer section of H-E-B Grocery Stores, a Texas-born retail grocery store chain. H-E-B stores now stock the family-sized versions (approximately five servings) of Luby's Classic Macaroni and Cheese and Luby's Jalapeño Macaroni and Cheese varieties and Luby's Fried Fish (two regular size fillets that provide four LuAnn-sized portions).

Franchise Operations

We only offer franchises for the Fuddruckers brand. Franchises are sold in markets where expansion is deemed advantageous to the development of the Fuddruckers concept and system of restaurants. Initial franchise agreements have a term of 20 years. Franchise agreements typically grant franchisees an exclusive territorial license to operate a single restaurant within a specified area, usually a four-mile radius surrounding the franchised restaurant.

Franchisees bear all direct costs involved in the development, construction, and operation of their restaurants. In exchange for a franchise fee, the Company provides assistance to franchisees in the following areas: site selection, prototypical architectural plans, interior and exterior design and layout, training, marketing and sales techniques, assistance by a Fuddruckers "opening team" at the time a franchised restaurant opens, and operations, and accounting guidelines set forth in various policies and procedures manuals.

All franchisees are required to operate their restaurants in accordance with Fuddruckers' standards and specifications, including controls over menu items, food quality, and preparation. The Company requires the successful completion of its training program by a minimum of three managers for each franchised restaurant. In addition, franchised restaurants are evaluated regularly by the Company for compliance with franchise agreements, including standards and specifications through the use of periodic, unannounced, on-site inspections, and standard evaluation reports.

The number of franchised restaurants was 114 at March 15, 2017 and 113 at August 31, 2016.

Licensee

In November 1997, a prior owner of the Fuddruckers – World's Greatest Hamburgers® brand granted to a licensee the exclusive right to use the Fuddruckers proprietary marks, trade dress and system to develop Fuddruckers restaurants in a territory consisting of certain countries in Africa, the Middle East and parts of Asia. As of April 2017, this licensee operated 35 restaurants that are licensed to use the Fuddruckers Proprietary Marks in Saudi Arabia, Egypt, Lebanon, United Arab Emirates, Qatar, Jordan, Bahrain, Kuwait, Morocco, and Malaysia. The Company does not receive revenue or royalties from these restaurants.

The table on the following page shows segment financial information. The table also lists total assets for each reportable segment. Corporate assets include cash and cash equivalents, property and equipment, assets related to discontinued operations, property held for sale, deferred tax assets, and prepaid expenses.

	Quarter Ended		Two Quarters Ended	
	March 15, 2017 (12 weeks)	March 9, 2016 (12 weeks)	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
	(In thousands)			
Sales:				
Company-owned restaurants [1]	$81,189	$86,451	$189,431	$200,156
Culinary contract services	3,306	3,918	7,602	8,833
Franchise operations	1,819	1,700	3,691	3,825
Total	$86,314	$92,069	$200,724	$212,814
Segment level profit:				
Company-owned restaurants	$10,226	$12,746	$22,822	$29,530
Culinary contract services	346	398	831	891
Franchise operations	1,383	1,272	2,675	2,786
Total	$11,955	$14,416	$26,328	$33,207
Depreciation and amortization:				
Company-owned restaurants	$3,981	$4,318	$9,435	$10,128
Culinary contract services	15	27	38	64
Franchise operations	178	192	414	448
Corporate	614	683	1,451	1,595
Total	$4,788	$5,220	$11,338	$12,235
Capital expenditures:				
Company-owned restaurants	$2,783	$5,128	$7,333	$10,622
Culinary contract services	—	—	—	—
Franchise operations	—	—	—	—
Corporate	199	113	629	348
Total	$2,982	$5,241	$7,962	$10,970
Loss before income taxes and discontinued operations:				
Segment level profit	$11,955	$14,416	$26,328	$33,207
Opening costs	(132)	(174)	(298)	(571)
Depreciation and amortization	(4,788)	(5,220)	(11,338)	(12,235)
Selling, general and administrative expenses	(9,008)	(9,843)	(22,767)	(23,086)
Provision for asset impairments and restaurant closings, net	(5,963)	(37)	(6,250)	(37)
Net (loss) gain on disposition of property and equipment	(329)	556	(414)	835
Interest income	1	1	3	2
Interest expense	(727)	(495)	(1,330)	(1,191)
Other income (expense), net	(242)	29	(139)	(90)
Loss before income taxes and discontinued operations	$(9,233)	$(767)	$(16,205)	$(3,166)

	March 15, 2017	August 31, 2016
Total assets:		
Company-owned restaurants[2]	$201,022	$211,182
Culinary contract services	3,209	3,390
Franchise operations[3]	11,797	12,266
Corporate	22,073	25,387

Total	$ 238,101	$ 252,225

(1) Includes vending revenue of $125 thousand and $137 thousand for the quarters ended March 15, 2017 and March 9, 2016, respectively, and $284 thousand and $295 thousand for the two quarters ended March 15, 2017 and March 9, 2016, respectively.

(2) Company-owned restaurants segment includes $9.4 million of Fuddruckers trade name, Cheeseburger in Paradise liquor licenses, and Jimmy Buffett intangibles.

(3) Franchise operations segment includes approximately $11.0 million in royalty intangibles.

Note 4. Derivative Financial Instruments

The Company enters into derivative instruments, from time to time, to manage its exposure to changes in interest rates on a percentage of its long-term variable rate debt. On December 14, 2016, the Company entered into an interest rate swap, pay fixed - receive floating, with a constant notional amount of $17.5 million. The fixed swap rate we pay is 1.965%, plus an applicable margin. The variable rate we receive is one-month LIBOR, plus an applicable margin. The term of the interest rate swap is 5 years. The Company does not apply hedge accounting treatment to this derivative, therefore, changes in fair value of the instrument are recognized in Other income (expense), net. During the two quarters ended March 15, 2017 the changes in the interest rate swap fair value resulted in an expense of approximately $45 thousand.

The Company does not hold or use derivative instruments for trading purposes.

Note 5. Fair Value Measurements

GAAP establishes a framework for using fair value to measure assets and liabilities, and expands disclosure about fair value measurements. Fair value measurements guidance applies whenever other statements require or permit assets or liabilities to be measured at fair value.

GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used to measure fair value. These tiers include:

- Level 1: Defined as observable inputs such as quoted prices in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2: Defined as pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures.

- Level 3: Defined as pricing inputs that are unobservable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Recurring fair value measurements related to liabilities are presented below:

		Fair Value Measurement Using			
	Two Quarters Ended March 15, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Method
Recurring Fair Value - Liabilities		(In thousands)			

Continuing Operations:					
TSR Performance Based Incentive Plan[1]	$ 1,381	$ —	$ 1,381	$ —	Monte Carlo Simulation
Derivative - Interest Rate Swap	45	—	45	—	Discounted Cash Flow
Total liabilities at Fair Value	$ 1,426	$ —	$ 1,426	$ —	

(1) The fair value of the Company's 2015, 2016, and 2017 Performance Based Incentive Plan liabilities were approximately $550 thousand, $634 thousand, and $197 thousand, respectively. See Note 11 to the Company's consolidated financial statements in this Form 10-Q for further discussion of Performance Based Incentive Plan.

	Two Quarters Ended March 9, 2016	Fair Value Measurement Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Method
Recurring Fair Value - Liabilities		(In thousands)			
Continuing Operations:					
TSR Performance Based Incentive Plan	$ 267	$ —	$ 267	$ —	Monte Carlo Simulation

(1) The fair value of the Company's 2015 and 2016 Performance Based Incentive Plan liabilities were approximately $207 thousand and $60 thousand, respectively.

Non-recurring fair value measurements related to impaired property held for sale, goodwill, and property and equipment consisted of the following:

	Two Quarters Ended March 15, 2017	Fair Value Measurement Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Impairments[4]
Nonrecurring Fair Value Measurements		(In thousands)			
Continuing Operations					
Property held for sale[1]	$ 3,213	$ —	$ —	$ 3,213	$ (419)
Goodwill [2]	—	—	—	—	(537)
Property and equipment related to company-owned restaurants[3]	1,410	—	—	1,410	(5,226)
Total Nonrecurring Fair Value Measurements	$ 4,623	$ —	$ —	$ 4,623	$ (6,182)

(1) In accordance with Subtopic 360-10, long-lived assets held for sale with a carrying value of approximately $4.8 million were written down to their fair value, less approximately $1.2 million proceeds on sales and costs to sell, of approximately $3.2 million, resulting in an impairment charge of approximately $0.4 million.
(2) In accordance with Subtopic 350-20, goodwill with a carrying value of approximately $537 thousand was written down to zero, resulting in an impairment charge of approximately $537 thousand.
(3) In accordance with Subtopic 360-10, long-lived assets held and used with a carrying amount of approximately $6.6 million were written down to their fair value of approximately $1.4 million, resulting in an impairment charge of approximately $5.2 million.

(4) Total impairments are included in Provision for asset impairments in The Consolidated Statement of Operations in the two quarters ended March 15, 2017.

	Two Quarters Ended March 9, 2016	Fair Value Measurement Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Impairments
Nonrecurring Fair Value Measurements		(In thousands)			
Continuing Operations					
Goodwill [(1)]	$ —	$ —	$ —	$ —	$ (38)
Total Nonrecurring Fair Value Measurements	$ —	$ —	$ —	$ —	$ (38)

(1) In accordance with Subtopic 350-20, goodwill with a carrying value of approximately $38 thousand was written down to its implied fair value of zero, resulting in an impairment charge of approximately $38 thousand, which is included in Provision for asset impairments in the Consolidated Statement of Operations in the two quarters ended March 9, 2016.

Note 6. Income Taxes

No cash payments of estimated federal income taxes were made during the two quarters ended March 15, 2017.

Deferred tax assets and liabilities are recorded based on differences between the financial reporting basis and the tax basis of assets and liabilities using currently enacted rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are recognized to the extent future taxable income is expected to be sufficient to utilize those assets prior to their expiration. If current available information and projected future results raises doubt about the realization of the deferred tax assets, a valuation allowance is necessary. Management established a $6.9 million valuation allowance in the prior year for its deferred tax assets considered more likely than not to expire before being realized. In evaluating our ability to recover our deferred tax assets as of March 15, 2017, we considered available positive and negative evidence, including scheduled reversals of deferred tax liabilities, tax–planning strategies, projected future taxable income, and results of recent operations. Management determined that for the two quarters ended March 15, 2017 an increase in the valuation allowance was necessary and increased the valuation allowance to approximately $15.0 million.

Management believes that adequate provisions for income taxes have been reflected in the financial statements and is not aware of any significant exposure items that have not been reflected in the financial statements. Amounts considered probable of settlement within one year have been included in the accrued expenses and other liabilities in the accompanying Consolidated Balance Sheet.

Note 7. Property and Equipment, Intangible Assets and Goodwill

The costs, net of impairment, and accumulated depreciation of property and equipment at March 15, 2017 and August 31, 2016, together with the related estimated useful lives used in computing depreciation and amortization, were as follows:

	March 15, 2017	August 31, 2016	Estimated Useful Lives (years)
	(In thousands)		
Land	$61,940	$61,940	—
Restaurant equipment and furnishings	73,764	75,764	3 to 15
Buildings	158,811	157,006	20 to 33
Leasehold and leasehold improvements	27,025	25,973	Lesser of lease term or estimated useful life
Office furniture and equipment	3,634	3,277	3 to 10
Construction in progress	934	145	—
	326,108	324,105	
Less accumulated depreciation and amortization	(141,041)	(130,887)	
Property and equipment, net	$185,067	$193,218	
Intangible assets, net	$20,298	$21,074	15 to 21

Intangible assets, net, consist of the Fuddruckers trade name and franchise agreements and will be amortized. The Company believes the Fuddruckers brand name has an expected accounting life of 21 years from the date of acquisition based on the expected use of its assets and the restaurant environment in which it is being used. The trade name represents a respected brand with customer loyalty and the Company intends to cultivate and protect the use of the trade name. The franchise agreements, after considering renewal periods, have an estimated accounting life of 21 years from the date of acquisition and will be amortized over this period of time.

Intangible assets, net, also includes the license agreement and trade name related to Cheeseburger in Paradise and the value of the acquired licenses and permits allowing the sales of beverages with alcohol. These assets have an expected useful life of 15 years from the date of acquisition, December 6, 2012.

The aggregate amortization expense related to intangible assets subject to amortization was approximately $0.8 million for the two quarters ended March 15, 2017 and approximately $0.8 million for the two quarters ended March 9, 2016. The aggregate amortization expense related to intangible assets subject to amortization is expected to be approximately $1.4 million in each of the next five successive fiscal years.

The following table presents intangible assets as of March 15, 2017 and August 31, 2016:

	March 15, 2017 (In thousands)			August 31, 2016 (In thousands)		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible Assets Subject to Amortization:						
Fuddruckers trade name and franchise agreements	$29,486	$ (9,294)	$20,192	$29,486	$ (8,535)	$20,951
Cheeseburger in Paradise trade name and license agreements	$421	$ (315)	$106	$421	$ (298)	$123
Intangible assets, net	$29,907	$ (9,609)	$20,298	$29,907	$ (8,833)	$21,074

In fiscal 2010, the Company recorded an intangible asset for goodwill in the amount of approximately $0.2 million related to the acquisition of substantially all of the assets of Fuddruckers. The Company also recorded, in fiscal 2013, an intangible asset for goodwill in the amount of approximately $2.0 million related to the acquisition of Cheeseburger in Paradise. Goodwill is considered to have an indefinite useful life and is not amortized. Management performs its formal annual assessment as of the second quarter each fiscal year. The individual restaurant level is the level at which goodwill is assessed for impairment under ASC 350. In accordance with our understanding of ASC 350, we have allocated the goodwill value to each reporting unit in proportion to each location's fair value at the date of acquisition. The result of these second quarter fiscal 2017, 2016, 2015, and 2014 assessments was impairment of goodwill of approximately $537 thousand, $38 thousand, $38 thousand, and $488 thousand, respectively. The Company performs assessments on an interim basis if an event occurs or circumstances exist that indicate that it is more likely than not that a goodwill impairment exists. As of March 15, 2017, of the 23 locations that were acquired, eight locations remain operating as Cheeseburger in Paradise restaurants and of the restaurants closed for conversion to Fuddruckers six locations remain operating as a Fuddruckers restaurant. Three locations were removed due to the option to extend the leases was not exercised, three locations were subleased to franchisees, and the remaining three closed and held for future use.

Goodwill, net of accumulated impairments of approximately $1.1 million, was approximately $1.1 million as of March 15, 2017 and approximately $1.6 million as of August 31, 2016, and relates to our Company-owned restaurants reportable segment.

Note 8. Impairment of Long-Lived Assets, Discontinued Operations, Property Held for Sale and Store Closings

Impairment of Long-Lived Assets and Store Closings

The Company periodically evaluates long-lived assets held for use and held for sale whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable. The Company analyzes historical cash flows of operating locations and compares results of poorer performing locations to more profitable locations. The Company also analyzes lease terms, condition of the assets and related need for capital expenditures or repairs, as well as construction activity and the economic and market conditions in the surrounding area.

For assets held for use, the Company estimates future cash flows using assumptions based on possible outcomes of the areas analyzed. If the undiscounted future cash flows are less than the carrying value of the location's assets, the Company records an impairment loss based on an estimate of discounted cash flows. The estimates of future cash flows, based on reasonable and supportable assumptions and projections, require management's subjective judgments. Assumptions and estimates used include operating results, changes in working capital, discount rate, growth rate, anticipated net proceeds from disposition of the property and, if applicable, lease terms. The span of time for which future cash flows are estimated is often lengthy, increasing the sensitivity to assumptions made. The time span could be 20 to 25 years for newer properties, but only 5 to 10 years for older properties. Depending on the assumptions and estimates used, the estimated future cash flows projected in the evaluation of long-lived assets can vary within a wide range of outcomes. The Company considers the likelihood of possible outcomes in determining the best estimate of future cash flows. The measurement for such an impairment loss is then based on the fair value of the asset as determined by discounted cash flows.

The Company recognized the following impairment charges to income from operations:

	Two Quarters Ended	
	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
	(In thousands, except per share data)	
Provision for asset impairments and restaurant closings, net	$6,250	$ 37
Net loss (gain) on disposition of property and equipment	414	(835)
	$6,664	$ (798)
Effect on EPS:		
Basic	$0.23	$ 0.03
Assuming dilution	$0.23	$ 0.03

The approximate $6.3 million impairment charge for the two quarters ended March 15, 2017 is primarily related to assets at 13 locations, goodwill at six locations, and four properties held for sale written down to their fair value.

The approximate $37 thousand impairment charge for the two quarters ended March 9, 2016 is primarily related to goodwill at one underperforming converted Cheeseburger in Paradise leasehold location.

The approximate $0.4 million net loss for the two quarters ended March 15, 2017 is related to the sale of property and equipment.

The approximate $0.8 million net gain for the two quarters ended March 9, 2016 is primarily related to the sale of one property.

Discontinued Operations

On March 21, 2014, the Board of Directors of the Company (the "Board) approved a plan focused on improving cash flow from the acquired Cheeseburger in Paradise leasehold locations. This underperforming Cheeseburger in Paradise leasehold disposal plan called for certain Cheeseburger in Paradise restaurants closure or conversion to Fuddruckers restaurants. As of March 15, 2017, no locations were classified as discontinued operations in this plan.

As a result of the first quarter fiscal 2010 adoption of the Company’s Cash Flow Improvement and Capital Redeployment Plan, the Company reclassified 24 Luby’s Cafeterias to discontinued operations. As of March 15, 2017, one location remains held for sale.

The following table sets forth the assets and liabilities for all discontinued operations:

	March 15, 2017	August 31, 2016
	(In thousands)	
Prepaid expenses	$—	$ 1
Assets related to discontinued operations—current	$—	$ 1
Property and equipment	$1,872	$ 1,872
Deferred tax assets	958	1,320
Assets related to discontinued operations—non-current	$2,830	$ 3,192
Deferred income taxes	$384	$ 361
Accrued expenses and other liabilities	3	51
Liabilities related to discontinued operations—current	$387	$ 412
Other liabilities	$16	$ 17
Liabilities related to discontinued operations—non-current	$16	$ 17

As of March 15, 2017, under both closure plans, the Company had one property classified as discontinued operations. The asset carrying value of the owned property was approximately $1.9 million and is included in assets related to discontinued operations. The Company is actively marketing this property for sale. The asset carrying value of the ground lease was previously impaired to zero.

The following table sets forth the sales and pretax losses reported from discontinued operations:

	Two Quarters Ended	
	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
	(In thousands, except discontinued locations)	
Sales	$—	$ —
Pretax loss	(12)	(147)
Income tax benefit (expense) from discontinued operations	(403)	58
Loss from discontinued operations, net of income taxes	$(415)	$ (89)
Discontinued locations closed during the period	—	—

The following table summarizes discontinued operations for the two quarters of fiscal 2017 and 2016:

	Two Quarters Ended	
	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
	(In thousands, except per share	

	data)	
Discontinued operating loss	$(12)	$(147)
Impairments	—	—
Net gains (losses)	—	—
Pretax loss	$(12)	$(147)
Income tax benefit (expense) from discontinued operations	(403)	58
Loss from discontinued operations, net of income taxes	$(415)	$(89)
Effect on EPS from discontinued operations—basic	$(0.02)	$(0.00)

Impairment charges included above relate to properties closed and designated for disposal as a result of our two closure plans during fiscal 2010 and 2014.

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 moved to property held for sale, actively marketed and recorded at fair value less transaction costs. 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.

At March 15, 2017, the Company had four owned properties recorded at approximately $3.9 million in property held for sale.

At August 31, 2016, the Company had five owned properties recorded at approximately $5.5 million in property held for sale.

The Company is actively marketing the locations currently classified as property held for sale.

Abandoned Leased Facilities - Reserve for Store Closing

In fiscal 2016, the Company abandoned three Fuddruckers restaurant leased locations in Illinois, Maryland, and New York and one Luby's cafeteria leased location in Arkansas. Although the Company remains obligated under the terms of the leases for the rent and other costs that may be associated with the leases, the Company decided to cease operations and has no foreseeable plans to occupy the spaces in the future. Therefore, in fiscal 2016, the Company recorded a liability for lease termination expense and charged to earnings, in provision for asset impairments, net, of approximately $0.2 million. The liability is equal to the total amount of rent and other direct costs for the remaining period of time the properties will be unoccupied plus the present value of the amount by which the rent paid by the Company to the landlord exceeds any rent paid to the Company by a tenant under a sublease over the remaining period of the lease terms. Accrued lease termination expense was approximately $65 thousand and $151 thousand as of March 15, 2017 and August 31, 2016, respectively.

Note 9. Commitments and Contingencies

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements, except for operating leases.

Pending Claims

From time to time, the Company is subject to various 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 fiscal 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 this industry, 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, and contract termination expenses. The Company had one such non-cancelable contract with an approximate $73 thousand commitment remaining as of March 15, 2017.

Cheeseburger in Paradise, Royalty Commitment

The license agreement and trade name relates to a perpetual license to use intangible assets including trademarks, service marks and publicity rights related to Cheeseburger in Paradise owned by Jimmy Buffett and affiliated entities. In return, the Company pays a royalty fee of 2.5% of gross sales, less discounts, at the Company's operating Cheeseburger in Paradise locations to an entity owned or controlled by Jimmy Buffett. The trade name represents a respected brand with positive customer loyalty, and the Company intends to cultivate and protect the use of the trade name.

Note 10. Related Parties

Affiliate Services

Christopher J. Pappas, the Company's Chief Executive Officer, and Harris J. Pappas, director and former Chief Operating Officer of the Company, own two restaurant entities (the "Pappas entities") that from time to time may provide services to the Company and its subsidiaries, as detailed in the Amended and Restated Master Sales Agreement dated May 28, 2015 among the Company and the Pappas entities.

Under the terms of the Amended and Restated Master Sales Agreement, the Pappas entities may provide specialized (customized) equipment fabrication and basic equipment maintenance, including stainless steel stoves, shelving, rolling carts, and chef tables. The total costs under the Amended and Restated Master Sales Agreement for custom-fabricated and refurbished equipment in the two quarters ended March 15, 2017 and March 9, 2016 were $4 thousand and zero. Services provided under this agreement are subject to review and approval by the Finance and Audit Committee of the Board.

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.

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 increases in rent at set intervals. The Company made payments of approximately $207 thousand and approximately $207 thousand in the two quarters ended March 15, 2017 and March 9, 2016, respectively. The new lease agreement was approved by the Finance and Audit Committee.

In the third quarter of fiscal 2014, on March 12, 2014, the Company executed a new lease agreement for one of the Company's Houston Fuddruckers locations with Pappas Restaurants, Inc. 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 increases in rent at set intervals. The Company made payments of approximately $81 thousand and approximately $80 thousand in the two quarters ended March 15, 2017 and March 9, 2016, respectively.

	Two Quarters Ended				
	March 15, 2017 (28 weeks)			March 9, 2016 (28 weeks)	
	(In thousands, except percentages)				
Affiliated costs incurred:					
General and administrative expenses—professional and other costs	$	—		$	—
Capital expenditures	4			—	
Other operating expenses, occupancy costs and opening costs, including property leases	288			287	
Total	$	292		$	287
Relative total Company costs:					
Selling, general and administrative expenses	$	22,767		$	23,086
Capital expenditures	7,962			10,970	
Other operating expenses, occupancy costs and opening costs	45,506			44,905	
Total	$	76,235		$	78,961
Affiliated costs incurred as a percentage of relative total Company costs	0.38		%	0.36	%

Board of Directors

Christopher J. Pappas is a member of the Advisory Board of Amegy Bank, a Division of ZB, N.A. (formerly, Amegy Bank, N.A.), which was a lender and syndication agent under the 2013 Credit Facility (as defined herein).

Key Management Personnel

The Company entered into a new employment agreement with Christopher Pappas on January 24, 2014. The employment agreement was amended on February 4, 2016, to extend the termination date thereof to August 31, 2017. Mr. Pappas continues to devote his primary time and business efforts to the Company while maintaining his role at Pappas Restaurants, Inc.

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 11. Share-Based Compensation

We have two active share based stock plans, the Luby's Incentive Stock Plan, as amended and restated effective December 5, 2015 (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, 1.0 million options, restricted stock units and restricted stock awards were granted, and 0.1 million options were canceled or expired and added back into the plan, since the plan’s inception. Approximately 0.2 million shares remain available for future issuance as of March 15, 2017. Compensation cost for share-based payment arrangements under the Nonemployee Director Stock Plan, recognized in selling, general and administrative expenses for the two quarters ended March 15, 2017 and March 9, 2016 were approximately $409 thousand and $357 thousand, respectively.

Of the aggregate 4.1 million shares approved for issuance under the Employee Stock Plan (which amount includes shares authorized under the original plan and shares authorized pursuant to the amended and restated plan effective as of December 5, 2015), 6.1 million options and restricted stock units were granted, and 3.5 million options and restricted stock units were canceled or expired and added back into the plan, since the plan's inception in 2005. Approximately 1.5 million shares remain available for future issuance as of March 15, 2017. Compensation cost for share-based payment arrangements under the Employee Stock Plan, recognized in selling, general and administrative expenses for the two quarters ended March 15, 2017 and March 9, 2016 were approximately $461 thousand and $653 thousand, respectively. Included in the two quarters ended March 9, 2016, share based compensation cost was approximately $252 thousand, which represented accelerated share-based compensation expense as a result of the cancellation of 312,663 stock options.

The Company previously 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, for each plan year. 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 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 each fiscal year accordingly. Since the plan provides for an undeterminable number of awards, the plan is accounted for as a liability based plan. As of March 15, 2017, the estimated fair value of the performance awards liability for 2015, 2016 and 2017 plan years was $550 thousand, $634 thousand, and $197 thousand, respectively. The estimated liability has been determined based on a Monte Carlo simulation model. Based on this estimate, management accrues expense ratably over the three-year service periods. 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. For the two quarters ended March 15, 2017 and March 9, 2016, the Company has recorded approximately $588 thousand and $159 thousand, respectively, in non-cash compensation expense in selling, general and administrative expenses related to its TSR Performance Based Incentive Plans.

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.

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 the two quarters ended March 15, 2017. No options to purchase shares were outstanding under this plan as of March 15, 2017.

Options granted under the Employee Stock Plan generally vest 50% on the first anniversary date of the grant date, 25% on the second anniversary of the grant date and 25% on the third anniversary of the grant date, with all options expiring ten years from the grant date. All options granted in the two quarters ended March 15, 2017 were granted under the Employee Stock Plan. Options to purchase 1,427,418 shares at option prices of $3.44 to $11.10 per share remain outstanding as of March 15, 2017.

A summary of the Company's stock option activity for the quarter ended March 15, 2017 is presented in the following table:

	Shares Under Fixed	Weighted- Average Exercise	Weighted- Average Remaining	Aggregate Intrinsic Value

	Options	Price	Contractual Term	
		(Per share)	(In years)	(In thousands)
Outstanding at August 31, 2016	1,169,238	$ 4.76	6.6	$ 178
Granted	295,869	4.26	—	—
Exercised	—	—	—	—
Cancelled	(9,290)	4.49	—	—
Forfeited/Expired	(52,543)	5.13	—	—
Outstanding at March 15, 2017	1,403,274	$ 4.64	6.9	$ —
Exercisable at March 15, 2017	889,251	$ 4.74	5.7	$ —

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The intrinsic value for stock options is defined as the difference between the current market value, or closing price on March 15, 2017, and the grant price on the measurement dates in the table above.

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 the closing market price of the Company’s common stock at the date of grant.

A summary of the Company’s restricted stock unit activity during the two quarters ended March 15, 2017 is presented in the following table:

	Restricted Stock Units	Weighted Average Fair Value	Weighted-Average Remaining Contractual Term
		(Per share)	(In years)
Unvested at August 31, 2016	314,833	$ 5.23	1.9
Granted	200,549	4.26	—
Vested	(85,738)	6.43	—
Forfeited	(6,320)	—	—
Unvested at March 15, 2017	423,324	$ 4.54	2.2

At March 15, 2017, there was approximately $1.2 million of total unrecognized compensation cost related to unvested restricted stock units that is expected to be recognized over a weighted-average period of 2.2 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 receive a 20% premium of additional restricted stock by opting to receive stock over a minimum required amount of stock, in lieu 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.

Note 12. Earnings Per Share

Basic net income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding and unvested restricted stock for the reporting period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. For the calculation of diluted net income per share, the basic weighted average number of shares is increased by the dilutive effect of stock options determined using the treasury stock method. Stock options excluded from the computation of net income per share for the quarter ended March 15, 2017 include 1,403,274 shares with exercise prices exceeding market prices and no shares whose inclusion would also be anti-dilutive.

The components of basic and diluted net loss per share are as follows:

	Quarter Ended		Two Quarters Ended	
	March 15, 2017 (12 weeks)	March 9, 2016 (12 weeks)	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
	(In thousands, expect per share data)			
Numerator:				
Loss from continuing operations	$(12,836)	$(582)	$(18,350)	$(2,321)
Loss from discontinued operations, net of income taxes	(343)	(17)	(415)	(89)
NET LOSS	$(13,179)	$(599)	$(18,765)	$(2,410)
Denominator:				
Denominator for basic earnings per share—weighted-average shares	29,522	29,247	29,418	29,182
Effect of potentially dilutive securities:				
Employee and non-employee stock options	—	—	—	—
Denominator for earnings per share assuming dilution	29,522	29,247	29,418	29,182
Loss per share from continuing operations:				
Basic	$(0.44)	$(0.02)	$(0.62)	$(0.08)
Assuming dilution	$(0.44)	$(0.02)	$(0.62)	$(0.08)
Loss per share from discontinued operations:				
Basic	$(0.01)	$(0.00)	$(0.02)	$(0.00)
Assuming dilution	$(0.01)	$(0.00)	$(0.02)	$(0.00)
Net loss per share:				
Basic	$(0.45)	$(0.02)	$(0.64)	$(0.08)
Assuming dilution	$(0.45)	$(0.02)	$(0.64)	$(0.08)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of financial condition and results of operations should be read in conjunction with the unaudited Consolidated Financial Statements and footnotes for the quarter ended March 15, 2017 included in Item 1 of Part I of this Quarterly Report on Form 10 (this "Form 10-Q"), and the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended August 31, 2016.

The following presents an analysis of the results and financial condition of our continuing operations. Except where indicated otherwise, the results of discontinued operations are excluded from this discussion.

The following table sets forth selected operating data as a percentage of total revenues (unless otherwise noted) for the periods indicated. All information is derived from the accompanying consolidated statements of income.

Percentages may not total due to rounding.

	Quarter Ended		Two Quarters Ended	
	March 15, 2017 (12 weeks)	March 9, 2016 (12 weeks)	March 15, 2017 (28 weeks)	March 9, 2016 (28 weeks)
Restaurant sales	93.9 %	93.7 %	94.2 %	93.9 %
Culinary contract services	3.8 %	4.3 %	3.8 %	4.2 %
Franchise revenue	2.1 %	1.8 %	1.8 %	1.8 %
Vending revenue	0.1 %	0.1 %	0.1 %	0.1 %
TOTAL SALES	100.0 %	100.0 %	100.0 %	100.0 %
STORE COSTS AND EXPENSES:				
(As a percentage of restaurant sales)				
Cost of food	27.9 %	28.5 %	28.2 %	28.5 %
Payroll and related costs	36.1 %	34.6 %	35.9 %	34.7 %
Other operating expenses	17.0 %	15.9 %	17.7 %	16.1 %
Occupancy costs	6.6 %	6.4 %	6.2 %	6.1 %
Vending revenue	(0.2)%	(0.2)%	(0.2)%	(0.1)%
Store level profit	12.6 %	14.8 %	12.1	