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AMCON DISTRIBUTING CO
Form 8-K
January 20, 2009

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 ACT OF 1934

Date of Report (Date of earliest event reported) January 19, 2009

AMCON DISTRIBUTING COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| DELAWARE | 1-15589 | 47-0702918 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

7405 Irvington Road, Omaha, NE 68122

(Address of principal executive offices) (Zip Code)

(402) 331-3727

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former 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:

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.

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On January 19, 2009, AMCON Distributing Company ("AMCON or "Company") issued a press release announcing its financial results for the first fiscal quarter ended December 31, 2008. A copy of the press release is attached to this report as an exhibit and is incorporated herein by reference.

The information in this report (including the exhibit) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information set forth in this report (including the exhibit) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 99.1 | Press release, dated January 19, 2009, issued by AMCON Distributing Company announcing financial results for the first fiscal quarter ended December 31, 2008 |

SIGNATURE

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

AMCON DISTRIBUTING COMPANY
(Registrant)

Date: January 20, 2009

By: Andrew C. Plummer

Name: Andrew C. Plummer
Title: Vice President &
Chief Financial Officer

Exhibit 99.1

AMCON DISTRIBUTING COMPANY REPORTS FULLY DILUTED EARNINGS PER COMMON SHARE OF \$1.52 FOR THE FIRST FISCAL QUARTER ENDED DECEMBER 31, 2008

NEWS RELEASE

Chicago, IL, January 19, 2009 - AMCON Distributing Company ("AMCON")

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(AMEX:DIT), an Omaha, Nebraska based consumer products company is pleased to announce fully diluted earnings per common share of \$1.52 for the first fiscal quarter ended December 31, 2008.

"We are very proud of the results our management team was able to deliver this quarter for our shareholders. While the overall economy declined significantly, we were able to increase profits on a year over year basis" said Christopher Atayan, AMCON's Chairman and Chief Executive Officer. "We believe this is a direct function of our core philosophy that emphasizes fundamentals and teamwork as a means to deliver superior customer service. We believe this collaborative approach contributes to long-term customer relationships. We are mindful of the challenges that lie ahead and will continue our focused strategic plan which emphasizes a conservative posture."

AMCON's wholesale distribution business reported revenues of \$208.4 million and operating income before depreciation and amortization of \$3.5 million in the first fiscal quarter of 2009. AMCON's retail health food business reported revenues of \$9.0 million and operating income before depreciation and amortization of \$0.6 million for the same period.

Kathleen Evans, President of AMCON's wholesale distribution business commented, "Weak economic conditions, high unemployment levels and tightened consumer spending continue to impact consumer demand in convenience stores. Our management is focused on developing programs that add value to our customers and enhance their bottom lines. In particular we were able to develop strong momentum from our fall trade shows which enabled our customers profit opportunities to weather the storm."

Eric Hinkefent, President of AMCON's retail health food business commented, "We continue to believe that the overall trend of the natural foods industry is positive. However, we are experiencing weakness in both of our geographic markets. Our longstanding tradition of being the service leader serves us well in these difficult times. Both of our segments have been in existence since 1935 and understand there is no substitute for delivering superior products at the right price."

"We continue to maintain high levels of liquidity" noted Andrew Plummer, AMCON's Chief Financial Officer. "We take a long term conservative approach to managing our balance sheet. This enables us to initiate attractive opportunities for our customers. In this credit constrained environment, this has been a key competitive advantage for us. We continue to see overall weak economy conditions, fuel price volatility and the potential for adverse federal legislation regarding an increase in the excise taxes on tobacco products and have budgeted accordingly."

AMCON is a leading wholesale distributor of consumer products, including beverages, candy, tobacco, groceries, food service, frozen and chilled foods, and health and beauty care products with distribution centers in Illinois, Missouri, Nebraska, North Dakota and South Dakota. Chamberlin's Natural Foods, Inc. and Health Food Associates, Inc., both wholly-owned subsidiaries of The Healthy Edge, Inc., operate health and natural product retail stores in central Florida (6), Kansas, Missouri, Nebraska and Oklahoma (4). The retail stores operate under the names Chamberlin's Market & Cafe and Akins Natural Foods Market.

This news release contains forward-looking statements that are subject to risks and uncertainties and which reflect management's current beliefs and estimates of future economic circumstances, industry conditions, Company

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performance and financial results. A number of factors could affect the future results of the Company and could cause those results to differ materially from those expressed in the Company's forward-looking statements including, without limitation, availability of sufficient cash resources to conduct its business and meet its capital expenditures needs. Moreover, past financial performance should not be considered a reliable indicator of future performance. Accordingly, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 with respect to all such forward-looking statements.

Visit AMCON Distributing Company's web site at: www.amcon.com

For Further Information Contact:

Christopher H. Atayan
 AMCON Distributing Company
 Ph 312-327-1770
 Fax: 312-527-3964

AMCON Distributing Company and Subsidiaries Condensed Consolidated Balance Sheets December 31, 2008 and September 30, 2008

| | December 2008 (Unaudited) | September 2008 |
|---|------------------------------|-------------------|
| | ----- | ----- |
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 355,534 | \$ 457, |
| Accounts receivable, less allowance for doubtful accounts of \$0.8 million at December 2008 and September 2008 | 23,330,043 | 27,198, |
| Inventories, net | 35,504,911 | 37,330, |
| Deferred income taxes | 1,278,575 | 1,260, |
| Current assets of discontinued operations | 13,793 | 18, |
| Prepaid and other current assets | 2,686,082 | 3,519, |
| | ----- | ----- |
| Total current assets | 63,168,938 | 69,786, |
| Property and equipment, net | 10,834,975 | 10,907, |
| Goodwill | 5,848,808 | 5,848, |
| Other intangible assets | 3,373,269 | 3,373, |
| Deferred income taxes | 168,794 | 234, |
| Non-current assets of discontinued operations | 2,032,047 | 2,032, |
| Other assets | 1,475,194 | 1,123, |
| | ----- | ----- |
| | \$ 86,902,025 | \$ 93,305, |
| | ===== | ===== |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 15,761,949 | \$ 14,738, |
| Accrued expenses | 5,176,971 | 5,275, |

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| | | |
|--|---------------|------------|
| Accrued wages, salaries and bonuses | 1,413,962 | 2,636, |
| Income taxes payable | 901,832 | 313, |
| Current liabilities of discontinued operations | 4,137,898 | 4,041, |
| Current maturities of credit facility | 3,046,000 | 3,046, |
| Current maturities of long-term debt | 1,533,919 | 787, |
| | ----- | ----- |
| Total current liabilities | 31,972,531 | 30,838, |
| Credit facility, less current maturities | 24,288,411 | 32,155, |
| Long-term debt, less current maturities | 5,581,359 | 6,525, |
| Noncurrent liabilities of discontinued operations | 6,562,860 | 6,542, |
| Series A cumulative, convertible preferred stock, \$.01 par value 100,000 shares authorized and issued, liquidation preference \$25.00 per share | 2,438,355 | 2,438, |
| Series B cumulative, convertible preferred stock, \$.01 par value 80,000 shares authorized and issued, liquidation preference \$25.00 per share | 1,857,645 | 1,857, |
| Series C cumulative, convertible preferred stock, \$.01 par value 80,000 shares authorized and issued, liquidation preference \$25.00 per share | 1,982,372 | 1,982, |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, \$0.01 par, 1,000,000 shares authorized, 260,000 shares outstanding and issued in Series A, B and C referred to above | - | - |
| Common stock, \$.01 par value, 3,000,000 shares authorized, 570,397 shares outstanding at December 2008 and September 2008 | 5,704 | 5, |
| Additional paid-in capital | 7,112,256 | 6,995, |
| Retained earnings | 5,100,532 | 3,963, |
| | ----- | ----- |
| Total shareholders' equity | 12,218,492 | 10,965, |
| | ----- | ----- |
| | \$ 86,902,025 | \$ 93,305, |
| | ===== | ===== |

AMCON Distributing Company and Subsidiaries
Condensed Consolidated Unaudited Statements of Operations
for the three months ended December 31, 2008 and 2007

| | 2008 | |
|---|----------------|---------|
| | ----- | ----- |
| Sales (including excise taxes of \$50.3 million and \$51.6 million, respectively) | \$ 217,377,363 | \$ 210, |
| Cost of sales | 201,532,714 | 195, |
| | ----- | ----- |
| Gross profit | 15,844,649 | 15, |
| | ----- | ----- |

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| | | |
|--|--------------|-------|
| Selling, general and administrative expenses | 12,797,583 | 12 |
| Depreciation and amortization | 310,334 | |
| | ----- | ----- |
| | 13,107,917 | 12 |
| | ----- | ----- |
| Operating income | 2,736,732 | 2 |
| | ----- | ----- |
| Other expense (income): | | |
| Interest expense | 489,199 | |
| Other (income), net | (14,067) | |
| | ----- | ----- |
| | 475,132 | |
| | ----- | ----- |
| Income from continuing operations before income taxes | 2,261,600 | 1 |
| | ----- | ----- |
| Income tax expense | 860,000 | |
| | ----- | ----- |
| Income from continuing operations | 1,401,600 | 1 |
| | ----- | ----- |
| Discontinued operations | | |
| Loss from discontinued operations, net of income tax benefit of \$0.1 million in December 2008 and December 2007 | (102,038) | |
| | ----- | ----- |
| Net income | 1,299,562 | |
| | ----- | ----- |
| Preferred stock dividend requirements | (105,533) | |
| | ----- | ----- |
| Net income available to common shareholders | \$ 1,194,029 | \$ |
| | ===== | ===== |
| Basic earnings (loss) per share available to common shareholders: | | |
| Continuing operations | \$ 2.38 | \$ |
| Discontinued operations | (0.19) | |
| | ----- | ----- |
| Net basic earnings per share available to common shareholders | \$ 2.19 | \$ |
| | ===== | ===== |
| Diluted earnings (loss) per share available to common shareholders: | | |
| Continuing operations | \$ 1.64 | \$ |
| Discontinued operations | (0.12) | |
| | ----- | ----- |
| Net diluted earnings per share available to common shareholders | \$ 1.52 | \$ |
| | ===== | ===== |
| Weighted average shares outstanding: | | |
| Basic | 545,593 | |
| Diluted | 856,052 | |

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AMCON Distributing Company and Subsidiaries
 Condensed Consolidated Unaudited Statements of Cash Flows
 for the three months ended December 31, 2008 and 2007

| | 2008 | 2007 |
|---|--------------|-------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 1,299,562 | \$ 949,200 |
| Deduct: Loss from discontinued operations, net of tax | (102,038) | (95,900) |
| Income from continuing operations | 1,401,600 | 1,045,200 |
| Adjustments to reconcile net income from continuing operations to net cash flows from operating activities: | | |
| Depreciation | 310,334 | 352,500 |
| Amortization | - | 9,900 |
| Gain on sale of property and equipment | (43,697) | (1,600) |
| Stock based compensation | 132,900 | 42,900 |
| Excess tax deficiency on vesting of equity-based awards | 16,592 | - |
| Deferred income taxes | 47,411 | 653,900 |
| Provision for losses on doubtful accounts | 77,006 | 44,000 |
| Provision for losses on inventory obsolescence | 92,790 | 160,800 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 3,791,365 | 3,240,700 |
| Inventories | 1,733,268 | (4,479,400) |
| Prepaid and other current assets | 833,568 | 759,000 |
| Other assets | (351,942) | (438,600) |
| Accounts payable | 1,023,735 | (2,381,000) |
| Accrued expenses and accrued wages, salaries and bonuses | (1,321,463) | (1,297,600) |
| Income tax payable | 572,219 | (173,500) |
| Net cash flows from operating activities - continuing operations | 8,315,686 | (2,462,600) |
| Net cash flows from operating activities - discontinued operations | 19,727 | (94,900) |
| Net cash flows from operating activities | 8,335,413 | (2,557,500) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of property and equipment | (265,971) | (280,600) |
| Proceeds from sales of property and equipment | 71,900 | 800 |
| Net cash flows from investing activities | (194,071) | (279,600) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net (payments) borrowings on bank credit agreement | (7,866,594) | 2,523,600 |
| Principal payments on long-term debt | (197,731) | (117,000) |
| Proceeds from exercise of stock options | - | 119,600 |
| Excess tax deficiency on vesting of equity-based awards | (16,592) | - |
| Dividends on preferred stock | (105,533) | (105,500) |
| Dividends on common stock | (57,039) | - |
| Net cash flows from financing activities | (8,243,489) | 2,420,600 |
| Net change in cash | (102,147) | (416,600) |
| Cash, beginning of period | 457,681 | 717,500 |
| Cash, end of period | \$ 355,534 | \$ 300,900 |

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| | ===== | ===== |
|---|------------|------------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period for interest | \$ 544,238 | \$ 992,511 |
| Cash paid during the period for income taxes | 182,371 | 101,590 |
| Supplemental disclosure of non-cash information: | | |
| Acquisition of equipment through capital leases | - | 38,090 |