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

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 28, 2021  
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File No. 001-35603

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**CHUY'S HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State of Incorporation  
or Organization)

20-5717694  
(I.R.S. Employer  
Identification No.)

1623 Toomey Rd.  
Austin, Texas 78704  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (512) 473-2783**

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CHUY	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

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

The number of shares of the registrant's common stock outstanding at April 30, 2021 was 19,986,228.

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**Item 1. Financial Statements****Part I—Financial Information**

**Chuy's Holdings, Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except share and per share data)

	March 28, 2021	December 27, 2020
	(Unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 97,258	\$ 86,817
Accounts receivable	908	1,507
Lease incentives receivable	200	200
Income tax receivable	624	974
Inventories	1,269	1,449
Prepaid expenses and other current assets	3,257	3,614
Total current assets	103,516	94,561
Property and equipment, net	182,047	185,105
Operating lease assets	156,597	159,156
Deferred tax asset	8,873	7,806
Other assets and intangible assets, net	1,163	1,078
Tradenname	21,900	21,900
Goodwill	24,069	24,069
Total assets	\$ 498,165	\$ 493,675
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 4,403	\$ 2,977
Accrued liabilities	26,462	25,775
Operating lease liabilities	13,956	14,566
Total current liabilities	44,821	43,318
Operating lease liabilities, less current portion	202,956	207,601
Other liabilities	1,040	898
Total liabilities	248,817	251,817
Contingencies (Note 8)		
Stockholders' equity:		
Common stock, \$0.01 par value; 60,000,000 shares authorized; 19,946,228 shares issued and outstanding at March 28, 2021 and 19,710,549 shares issued and outstanding at December 27, 2020	199	197
Preferred stock, \$0.01 par value; 15,000,000 shares authorized and no shares issued or outstanding at March 28, 2021 and December 27, 2020	—	—
Paid-in capital	145,731	144,897
Retained earnings	103,418	96,764
Total stockholders' equity	249,348	241,858
Total liabilities and stockholders' equity	\$ 498,165	\$ 493,675

See notes to the Unaudited Condensed Consolidated Financial Statements

**Chuy's Holdings, Inc.**  
**Unaudited Condensed Consolidated Income Statements**  
(In thousands, except share and per share data)

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Revenue	\$ 87,710	\$ 94,500
Costs and expenses:		
Cost of sales	20,447	24,562
Labor	24,829	33,580
Operating	13,471	14,585
Occupancy	7,239	7,986
General and administrative	6,848	5,720
Marketing	977	1,009
Restaurant pre-opening	677	860
Impairment, closed restaurant and other costs	2,344	18,773
Depreciation	4,918	5,289
Total costs and expenses	81,750	112,364
Income (loss) from operations	5,960	(17,864)
Interest expense, net	23	52
Income (loss) before income taxes	5,937	(17,916)
Income tax benefit	(717)	(5,512)
Net income (loss)	\$ 6,654	\$ (12,404)
Net income (loss) per common share:		
Basic	\$ 0.34	\$ (0.75)
Diluted	\$ 0.33	\$ (0.75)
Weighted-average shares outstanding:		
Basic	19,752,928	16,635,340
Diluted	20,125,220	16,635,340

See notes to the Unaudited Condensed Consolidated Financial Statements

**Chuy's Holdings, Inc.**  
**Unaudited Condensed Consolidated Statements of Stockholders' Equity**  
(In thousands, except share and per share data)

	Thirteen Weeks Ended				
	Common Stock		Paid-in Capital	Retained Earnings	Total
	Shares	Amount			
Balance, December 27, 2020	19,710,549	\$ 197	\$ 144,897	\$ 96,764	\$ 241,858
Stock-based compensation	—	—	991	—	991
Proceeds from exercise of stock options	113,354	1	2,334	—	2,335
Settlement of restricted stock units	178,514	2	(2)	—	—
Indirect repurchase of shares for minimum tax withholdings	(56,189)	(1)	(2,489)	—	(2,490)
Net income	—	—	—	6,654	6,654
Balance, March 28, 2021	<u>19,946,228</u>	<u>\$ 199</u>	<u>\$ 145,731</u>	<u>\$ 103,418</u>	<u>\$ 249,348</u>
Balance, December 29, 2019	16,636,464	\$ 166	\$ 94,712	\$ 100,058	\$ 194,936
Stock-based compensation	—	—	912	—	912
Settlement of restricted stock units	134,530	1	(1)	—	—
Repurchase of shares of common stock	(90,144)	(1)	(1,421)	—	(1,422)
Indirect repurchase of shares for minimum tax withholdings	(40,660)	—	(626)	—	(626)
Net loss	—	—	—	(12,404)	(12,404)
Balance, March 29, 2020	<u>16,640,190</u>	<u>\$ 166</u>	<u>\$ 93,576</u>	<u>\$ 87,654</u>	<u>\$ 181,396</u>

See notes to the Unaudited Condensed Consolidated Financial Statements

**Chuy's Holdings, Inc.**  
**Unaudited Condensed Consolidated Statements of Cash Flows**  
(In thousands)

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 6,654	\$ (12,404)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	4,918	5,289
Amortization of operating lease assets	2,454	2,190
Amortization of loan origination costs	17	8
Impairment, closed restaurant and other costs	277	18,277
Stock-based compensation	944	856
Loss on disposal of property and equipment	28	196
Deferred income taxes	(1,067)	(4,567)
Changes in operating assets and liabilities:		
Accounts receivable	599	469
Lease incentive receivable	—	(150)
Income tax receivable and payable	350	(1,746)
Inventories	180	138
Prepaid expenses and other assets	252	(724)
Accounts payable	872	1,181
Accrued and other liabilities	(735)	(5,737)
Operating lease liabilities	(3,428)	(2,681)
Net cash provided by operating activities	12,315	595
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(1,719)	(5,498)
Purchase of other assets	—	(100)
Net cash used in investing activities	(1,719)	(5,598)
<b>Cash flows from financing activities:</b>		
Borrowings under revolving line of credit	—	25,000
Repurchase of shares of common stock	—	(1,422)
Proceeds from the exercise of stock options	2,335	—
Indirect repurchase of shares for minimum tax withholdings	(2,490)	(626)
Net cash (used in) provided by financing activities	(155)	22,952
Net increase in cash and cash equivalents	10,441	17,949
Cash and cash equivalents, beginning of period	86,817	10,074
Cash and cash equivalents, end of period	\$ 97,258	\$ 28,023
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Property and equipment and other assets acquired by accounts payable	\$ 554	\$ 762
<b>Supplemental cash flow disclosures:</b>		
Cash paid for interest	\$ 8	\$ 30
Cash paid for income taxes	\$ —	\$ 829

See notes to the Unaudited Condensed Consolidated Financial Statements

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

**1. Basis of Presentation**

Chuy's Holdings, Inc. (the "Company" or "Chuy's") develops and operates Chuy's restaurants throughout the United States. Chuy's is a growing, full-service restaurant concept offering a distinct menu of authentic, freshly-prepared Mexican and Tex-Mex inspired food. As of March 28, 2021, the Company operated 93 restaurants across 17 states.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements and the related notes reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods presented. The unaudited condensed consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), except that certain information and notes have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission (the "SEC"). Results for interim periods are not necessarily indicative of the results that may be expected for the full fiscal year. The unaudited condensed consolidated financial statements should be read in conjunction with consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2020. The accompanying condensed consolidated balance sheet as of December 27, 2020, has been derived from our audited consolidated financial statements.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the period. Actual results could differ from those estimates.

Certain prior year amounts have been reclassified in our unaudited condensed consolidated financial statements and notes thereto to conform to current year presentation.

The Company operates on a 52- or 53- week fiscal year that ends on the last Sunday of the calendar year. Each quarterly period has 13 weeks, except for a 53-week year when the fourth quarter has 14 weeks. Our 2021 and 2020 fiscal years both consist of 52 weeks.

**2. Recent Accounting Pronouncements**

The Company reviewed all recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant impact on the Company's consolidated financial statements.

**3. Net Income (Loss) Per Share**

The number of shares and net income (loss) per share data for all periods presented are based on the historical weighted-average shares of common stock outstanding.

Basic net income (loss) per share of the Company's common stock is computed by dividing net income (loss) by the weighted-average number of shares of common stock outstanding for the period.

Diluted net income (loss) per share of common stock is computed on the basis of the weighted-average number of shares of common stock plus the effect of dilutive potential shares of common stock equivalents outstanding during the period using the treasury stock method for dilutive options and restricted stock units (the options and restricted stock units were granted under the Chuy's Holdings, Inc. 2012 Omnibus Equity Incentive Plan (the "2012 Plan") and the Chuy's Holdings, Inc. 2020 Omnibus Incentive Plan (the "2020 Plan")). For the thirteen weeks ended March 28, 2021 and March 29, 2020, there were approximately 2,628 and 70,986 shares, respectively, of common stock equivalents that were excluded from the calculation of diluted net income (loss) per share because their inclusion would have been anti-dilutive.

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

The computation of basic and diluted net income (loss) per share is as follows:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
<b>BASIC</b>		
Net income (loss)	\$ 6,654	\$ (12,404)
Weighted-average common shares outstanding	19,752,928	16,635,340
Basic net income (loss) per common share	<u>\$ 0.34</u>	<u>\$ (0.75)</u>
<b>DILUTED</b>		
Net income (loss)	\$ 6,654	\$ (12,404)
Weighted-average common shares outstanding	19,752,928	16,635,340
Dilutive effect of stock options and restricted stock units	372,292	—
Weighted-average of diluted shares	20,125,220	16,635,340
Diluted net income (loss) per common share	<u>\$ 0.33</u>	<u>\$ (0.75)</u>

#### 4. Stock-Based Compensation

The Company has outstanding awards under the Chuy's Holdings, Inc. 2006 Stock Option Plan ("the "2006" Plan), the 2012 Plan and the 2020 Plan. On July 30, 2020, the Company's stockholders approved the 2020 Plan, which replaced the 2012 Plan and no further awards may be granted under the 2012 plan. The termination of the 2012 Plan did not affect outstanding awards granted under the 2012 Plan. The 2006 Plan was terminated by the board effective July 27, 2012, and no further awards may be granted under the plan after such date. The termination of the 2006 Plan did not affect outstanding awards granted under the 2006 Plan. Options granted under these plans vest over five years from the date of grant and have a maximum term of ten years. As of March 28, 2021 the Company had 63,846 of stock options outstanding and exercisable with a remaining weighted average contractual term of approximately two years.

Restricted stock units granted under the 2012 Plan and 2020 Plan vest over four to five years from the date of grant. As of March 28, 2021, a total of 1,022,450 shares of common stock were reserved and remained available for issuance under the 2020 Plan.

Stock-based compensation expense recognized in the accompanying condensed consolidated income statements was approximately \$944,000 and \$856,000 for the thirteen weeks ended March 28, 2021 and March 29, 2020, respectively.

A summary of stock-based compensation activity related to restricted stock units for the thirteen weeks ended March 28, 2021 are as follows:

	Shares	Weighted Average Fair Value	Weighted Average Remaining Contractual Term (Year)
Outstanding at December 27, 2020	518,540	\$ 19.42	
Granted	91,330	44.33	
Vested	(178,514)	21.31	
Forfeited	(33)	33.70	
Outstanding at March 28, 2021	<u>431,323</u>	<u>\$ 23.91</u>	<u>2.94</u>

The fair value of the restricted stock units is the quoted market value of our common stock on the date of grant. As of March 28, 2021, total unrecognized stock-based compensation expense related to non-vested restricted stock units was approximately \$10.1 million. This amount is expected to be recognized evenly over the remaining vesting period of the grants.

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

**5. Long-Term Debt****Revolving Credit Facility**

On November 30, 2012, the Company entered into a \$25.0 million Revolving Credit Facility with Wells Fargo Bank, National Association. On May 21, 2020, the Company entered into the second amendment (the "Amendment") to its Revolving Credit Facility (as amended, the "Revolving Credit Facility") to (1) extend the maturity date to April 30, 2022, (2) relax compliance with the financial covenants contained in the Revolving Credit Facility during the COVID-19 pandemic through the new maturity date and (3) revise the applicable margins and leverage ratios that determine the commitment fees and interest payable by the Company.

Under the Company's Revolving Credit Facility, the Company may request to increase the size of the Revolving Credit Facility by up to an additional \$5.0 million, in minimum principal amounts of \$5.0 million or the remaining amount of the \$25.0 million if less than \$5.0 million (the "Incremental Revolving Loan"). In the event that any of the lenders fund the Incremental Revolving Loan, the terms and provisions of the Incremental Revolving Loan will be the same as under the Company's Revolving Credit Facility.

Borrowings under the Revolving Credit Facility generally bear interest at a variable rate based upon the Company's election, of (i) the base rate (which is the highest of the prime rate, federal funds rate plus 0.5% and one month LIBOR plus 1.0%), or (ii) LIBOR, plus, in either case, an applicable margin based on the Company's consolidated total leverage ratio with a LIBOR floor of 1.0%. The Revolving Credit Facility also requires payment for commitment fees that accrue on the daily unused commitment of the lender at the applicable margin, which varies based on the Company's consolidated total leverage ratio.

The Revolving Credit Facility also requires compliance with a fixed charge coverage ratio, a consolidated total leverage ratio, growth capital expenditure limitations during fiscal years 2020 and 2021 and a minimum monthly liquidity requirement of \$5.0 million. The Revolving Credit Facility also has certain restrictions on the payment of dividends and distributions. Under the Revolving Credit Facility, the Company may declare and make dividend payments so long as (i) no default or event of default has occurred and is continuing or would result therefrom and (ii) immediately after giving effect to any such dividend payment, on a pro forma basis, the lease adjusted leverage ratio does not exceed 3.50 to 1.00.

The obligations under the Company's Revolving Credit Facility are secured by a first priority lien on substantially all of the Company's assets. As of March 28, 2021, the Company had no borrowings under the Revolving Credit Facility, and was in compliance with all covenants under the Revolving Credit Facility.

**6. Accrued Liabilities**

The major classes of accrued liabilities at March 28, 2021 and December 27, 2020 are summarized as follows:

	March 28, 2021	December 27, 2020
Accrued compensation and related benefits	\$ 13,381	\$ 14,007
Other accruals	4,122	3,922
Sales and use tax	2,843	2,200
Deferred gift card revenue	2,174	2,527
Accrued closing costs	2,045	65
Property tax	1,897	3,054
Total accrued liabilities	<u>\$ 26,462</u>	<u>\$ 25,775</u>

**7. Stockholders' Equity****Share Repurchase Program**

On October 31, 2019, the Company's board of directors authorized a new share repurchase program under which the Company may, at its discretion, repurchase up to \$0.0 million of its common stock through December 31, 2022. Repurchases of the Company's outstanding common stock will be made in accordance with applicable laws and may be made at management's discretion from time to time in the open market, through privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 trading plans. There is no guarantee as to the exact number of shares to be repurchased by the Company. The timing and extent of repurchases will depend upon several factors, including market and business conditions, regulatory requirements and other corporate considerations, and repurchases may be discontinued at any time.

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

We repurchased approximately 90,000 shares of common stock for \$1.4 million during the first quarter of 2020. As a result of COVID-19, the Company temporarily suspended any further activity under the share repurchase program and did not repurchase any shares during the remainder of 2020. As of March 28, 2021, the Company had \$28.6 million remaining to be repurchased under this plan.

#### 8. Contingencies

The Company is involved in various legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our condensed consolidated financial position, results of operations, or cash flows.

#### 9. Leases

The Company determines if a contract contains a lease at inception. The Company's material long-term operating lease agreements are for the land and buildings for our restaurants as well as our corporate offices. The lease term begins on the date that the Company takes possession under the lease, including the pre-opening period during construction, when in many cases the Company is not making rent payments. The initial lease terms range from 10 years to 15 years, most of which include renewal options totaling 10 to 15 years. The lease term is generally the minimum of the noncancelable period or the lease term including renewal options which are reasonably certain of being exercised up to a term of approximately 20 years.

Operating lease assets and liabilities are recognized at the lease commencement date for material leases with a term of greater than 12 months. Operating lease liabilities represent the present value of future minimum lease payments. Since our leases do not provide an implicit rate, our operating lease liabilities are calculated using the Company's secured incremental borrowing rate at lease commencement. We estimate this rate based on prevailing financial market conditions, comparable companies, credit analysis and management judgment. Minimum lease payments include only fixed lease components of the agreement, as well as variable rate payments that depend on an index, initially measured using the index at the lease commencement date.

Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepaid or accrued lease payments, initial direct costs and lease incentives. Lease incentives are recognized when construction milestones are met and reduce our operating lease asset. They are amortized through the operating lease assets as reductions of rent expense over the lease term.

Operating lease expense is recognized on a straight-line basis over the lease term. Variable lease payments that do not depend on a rate or index, escalation in the index subsequent to the initial measurement, payments associated with non-lease components such as common area maintenance, real estate taxes and insurance, and short-term lease payments (leases with a term with 12 months or less) are expensed as incurred. Certain of the Company's operating leases contain clauses that provide for contingent rent based on a percentage of sales greater than certain specified target amounts. These variable payments are expensed when the achievement of the specified target that triggers the contingent rent is considered probable. As of March 28, 2021, all of the Company's leases were operating.

Components of operating lease costs are included in occupancy, closed restaurant costs, restaurant pre-opening, general and administrative expense and property and equipment, net:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Lease cost		
Operating lease cost <sup>(a)</sup>	\$ 6,385	\$ 6,593
Variable lease cost	236	123
	<u>\$ 6,621</u>	<u>\$ 6,716</u>

<sup>(a)</sup> Includes short-term operating lease costs which are immaterial.

Supplemental cash flow disclosures for the thirteen weeks ended March 28, 2021 and March 29, 2020, respectively:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Cash paid for operating lease liabilities	\$ 7,130	\$ 6,616
Operating lease assets obtained in exchange for operating lease liabilities (a)	(105)	(923)

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

(a) The thirteen weeks ended March 28, 2021 includes a \$3.1 million decrease to operating lease assets and liabilities related to the termination of two closed restaurant leases, partially offset by a \$3.0 million increase mainly due to extending remaining lives of certain leases. The thirteen weeks ended March 29, 2020 includes a \$6.6 million reduction to the operating lease assets and liabilities as a result of shortening the remaining life of certain leases partially offset by a \$5.7 million increase related to new lease commencements.

The Company recorded no deferred lease incentives during the thirteen weeks ended March 28, 2021 and \$0.2 million during the thirteen weeks ended March 29, 2020.

Supplemental balance sheet and other lease disclosures:

Operating leases	Classification	March 28, 2021	December 27, 2020
Right-of-use assets	Operating lease assets	\$ 156,597	\$ 159,156
Deferred rent payments	Operating lease liability	1,795	2,169
Current lease liabilities	Operating lease liability	12,161	12,397
		13,956	14,566
Deferred rent payments	Operating lease liability, less current portion	427	746
Non-current lease liabilities	Operating lease liability, less current portion	202,529	206,855
		202,956	207,601
Total lease liabilities		\$ 216,912	\$ 222,167
Weighted average remaining lease term (in years)		13.6	13.8
Weighted average discount rate		7.8 %	7.9 %

Future minimum rent payments for our operating leases for the next five years as of March 28, 2021 are as follows:

Fiscal year ending:

Remainder of 2021	\$ 22,869
2022	28,687
2023	28,182
2024	26,928
2025	26,478
Thereafter	218,536
Total minimum lease payments	351,680
Less: imputed interest	134,768
Present value of lease liabilities	\$ 216,912

As of March 28, 2021, operating lease payments exclude approximately \$2.1 million of legally binding minimum lease payments for leases signed but which we have not yet taken possession.

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

**10. Income Taxes**

The following is a reconciliation of the expected federal income taxes at the statutory rates of 21%:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Expected income tax expense (benefit)	\$ 1,247	\$ (3,763)
State tax expense, net of federal benefit	277	(305)
FICA tip credit	(1,120)	(1,253)
Deferred tax balance adjustment (a)	—	(533)
Stock compensation	(1,329)	342
Other	208	—
Income tax benefit	<u>\$ (717)</u>	<u>\$ (5,512)</u>

(a) Reflects the tax benefit recorded in the quarter associated with a carryback of federal net operating losses due to the CARES Act administrative correction of the depreciation recovery period for qualified improvement property.

Deferred tax assets were \$8.9 million and \$7.8 million as of March 28, 2021 and March 29, 2020, respectively. This increase is primarily related to an increase in the general business tax credits.

Deferred tax assets are reduced by a valuation allowance if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred taxes will not be realized. Both positive and negative evidence is considered in forming management's judgment as to whether a valuation allowance is appropriate, and more weight is given to evidence that can be objectively verified. The tax benefits relating to any reversal of the valuation allowance on the deferred tax assets would be recognized as a reduction of future income tax expense. As of March 28, 2021 the Company believes that it will realize all of the deferred tax assets. Therefore, no valuation allowance has been recorded.

The Internal Revenue Service ("IRS") audited our tax return for the fiscal year 2016. In August 2020, the IRS issued a Notice of Proposed Adjustment to the Company asserting that the tenant allowances paid to us under our operating leases should be recorded as taxable income for years 2016 and prior. The Company disagrees with this position based on the underlying facts and circumstances as well as standard industry practice. The Company estimates if the IRS's position was upheld, the Company's tax liability associated with this position could range between \$0.5 million and \$2.5 million. In accordance with the provisions of FASB Accounting Standards Codification Subtopic 740-10, *Accounting for Uncertainty in Income Taxes*, the Company believes that it is more likely than not that the Company's position will ultimately be sustained upon further examination, including the resolution of the IRS's appeal or litigation processes, if any. As a result, no additional accrual has been made as of March 28, 2021.

The tax years 2019, 2018 and 2017 remain open for IRS audit. The Company has received no notice of audit or any notifications from the IRS for any of the open tax years.

**11. Impairment, Closed Restaurant and Other Costs**

The Company reviews long-lived assets, such as property and equipment and intangibles, subject to amortization, for impairment when events or circumstances indicate the carrying value of the assets may not be recoverable. In determining the recoverability of the asset value, an analysis is performed at the individual restaurant level and primarily includes an assessment of historical undiscounted cash flows and other relevant factors and circumstances. The Company evaluates future cash flow projections in conjunction with qualitative factors and future operating plans and regularly reviews any restaurants with a deficient level of cash flows for the previous 24 months to determine if impairment testing is necessary. Recoverability of assets to be held and used is measured by a comparison of the carrying value of the restaurant to its estimated future undiscounted cash flows. If the estimated undiscounted future cash flows are less than the carrying value, we determine if there is an impairment loss by comparing the carrying value of the restaurant to its estimated fair value. Based on this analysis, if the carrying value of the restaurant exceeds its estimated fair value, an impairment charge is recognized by the amount by which the carrying value exceeds the fair value.

We make assumptions to estimate future cash flows and asset fair values. The estimated fair value is generally determined using the depreciated replacement cost method, the income approach, or discounted cash flow projections. Estimated future cash flows are highly subjective assumptions based on the Company's projections and understanding of our business, historical operating results, and trends in sales and restaurant level operating costs.

**Chuy's Holdings, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**(Tabular dollar amounts in thousands, except share and per share data)**

The Company's impairment assessment process requires the use of estimates and assumptions regarding future cash flows and operating outcomes, which are based upon a significant degree of management judgment. The estimates used in the impairment analysis represent a Level 3 fair value measurement. The Company continues to assess the performance of restaurants and monitors the need for future impairment. Changes in the economic environment, real estate markets, capital spending, overall operating performance and underlying assumptions could impact these estimates and result in future impairment charges.

The Company recorded impairment, closed restaurant and other costs as follows:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Operating lease assets impairment	\$ —	\$ 3,133
Property and equipment impairment	288	15,144
Total impairment charge	288	18,277
Closed restaurant costs	1,565	496
Loss on lease termination	491	—
Impairment, closed restaurant and other costs	\$ 2,344	\$ 18,773

During the thirteen weeks ended March 28, 2021, the Company terminated two of its closed restaurant lease agreements and recorded a \$0.5 million non-cash loss on lease termination as well as a \$0.3 million non-cash impairment charge related to long-lived assets.

During the thirteen weeks ended March 29, 2020, the company recorded a \$18.3 million impairment charge mainly as a result of restaurant closures driven by the COVID-19 pandemic.

Closed restaurant costs represent on-going expenses to maintain the closed restaurants such as rent expense, utility and insurance costs.

## **12. Subsequent events**

Subsequent to March 28, 2021, the Company opened one new restaurant for a total of 94 restaurants in 17 states.

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

Unless otherwise specified, or the context otherwise requires, the references in this report to "Chuy's," "our Company," "the Company," "us," "we" and "our" refer to Chuy's Holdings, Inc. together with its subsidiaries.

The following discussion summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and cash flows of our Company as of and for the periods presented below. The following discussion and analysis should be read in conjunction with our Annual Report on Form 10-K for the year ended December 29, 2020 (our "Annual Report") and the unaudited condensed consolidated financial statements and the accompanying notes thereto included herein.

**COVID-19 Pandemic**

The onset of the COVID-19 pandemic at the end of the first quarter of 2020 caused significant disruption to the Company's business operations as a result of mandatory closures, imposed capacity limitations and other restrictions. As of March 28, 2021, the Company had reopened dining rooms at varying degrees of operating capacity in all of its restaurants. We cannot predict how soon we will be able to operate all of our restaurants at full capacity, and our ability to stay open will depend in part on the actions of a number of governmental bodies over which we have no control. Moreover, once restrictions are lifted, it is unclear how quickly customers will return to our restaurants, which may be a function of continued concerns over safety and/or depressed consumer sentiment due to adverse economic conditions, including job losses.

Selected monthly comparable restaurant sales and average weekly sales per restaurant for the first quarter and second quarter to-date of 2021 are as follows:

	Month Ended			
	1/24/21	2/21/21	3/28/21	4/25/21
<b>Comparable Restaurant Sales</b>	(14.7)%	(26.3)%	33.5%	120.3%
<b>2019 Comparable Restaurant Sales</b>	(9.1)%	(24.7)%	(3.9)%	(0.3)%
<b>Average Weekly Sales per Restaurant</b>	\$69,399	\$62,421	\$84,091	\$85,415
<b>Number of Open Restaurants</b>	92	93	93	94

Comparable restaurant sales for the first quarter of 2021 showed a continued sequential improvement with a decrease of 11.8% as compared to the same period in fiscal 2019. We believe that measuring our comparable restaurant sales over fiscal year 2019 is a better representation given the pandemic's significant impact on fiscal year 2020. Despite a challenging February driven by the severe winter weather in most of the Central and Southern United States, our March and April comparable restaurant sales were at the highest level since the COVID-19 pandemic began. Off-premise sales remained strong at a rate more than double the Company's pre-COVID-19 levels at approximately 30% during the first quarter and the second quarter of 2021 to date. As of March 28, 2021, the Company had a strong financial position with \$97.3 million in cash and cash equivalents, no debt and \$25.0 million of availability under its revolving credit facility. The Company believes it maintains ample financial flexibility with which to navigate the current environment.

**Overview**

We are a growing full-service restaurant concept offering a distinct menu of authentic, freshly-prepared Mexican and Tex-Mex inspired food. We were founded in Austin, Texas in 1982 and, as of March 28, 2021, we operated 93 restaurants across 17 states.

We are committed to providing value to our customers through offering generous portions of made-from-scratch, flavorful Mexican and Tex-Mex inspired dishes. We also offer a full-service bar in all of our restaurants providing our customers a wide variety of beverage offerings. We believe the Chuy's culture is one of our most valuable assets, and we are committed to preserving and continually investing in our culture and our customers' restaurant experience.

Our restaurants have a common décor, but we believe each location is unique in format, offering an "unchained" look and feel, as expressed by our motto "If you've seen one Chuy's, you've seen one Chuy's!" We believe our restaurants have an upbeat, funky, eclectic, somewhat irreverent atmosphere while still maintaining a family-friendly environment.

We have an established presence in Texas, the Southeast and the Midwest, with restaurants in multiple large markets in these regions. During the first quarter of 2021, we opened one new restaurant and we also opened one additional restaurant subsequent to the quarter end.

**Performance Indicators**

We use the following performance indicators in evaluating our performance:

- **Number of Restaurant Openings.** Number of restaurant openings reflects the number of restaurants opened during a particular fiscal period. For restaurant openings we incur pre-opening costs, which are defined below, before the restaurant opens. Typically new restaurants open with an initial start-up period of higher than normalized sales volumes, which decrease to a steady level approximately six to twelve months after opening. However, operating costs during this initial six to twelve month period are also higher than normal, resulting in restaurant operating margins that are generally lower during the start-up period of operation and increase to a steady level approximately nine to twelve months after opening.
- **Comparable Restaurant Sales.** We consider a restaurant to be comparable in the first full quarter following the 18th month of operations. Changes in comparable restaurant sales reflect changes in sales for the comparable group of restaurants over a specified period of time as compared to that time in the prior year. Changes in comparable sales reflect changes in customer count trends as well as changes in average check. Our comparable restaurant base consisted of 89 restaurants at March 28, 2021.
- **2019 Comparable Restaurant Sales.** Changes in comparable restaurant sales reflect changes in sales for the comparable group of restaurants over a specified period of time as compared to that time in fiscal year 2019. The comparable group of restaurants include the restaurants that were in the comparable base as of the end of fiscal year 2019. Our comparable restaurant base consisted of 81 restaurants at March 28, 2021.
- **Average Check.** Average check is calculated by dividing revenue by total entrées sold for a given time period. Average check reflects menu price increases as well as changes in menu mix. Our management team uses this indicator to analyze trends in customers' preferences, effectiveness of menu changes and price increases and per customer expenditures.
- **Average Weekly Customers.** Average weekly customers is measured by the number of entrées sold per week. Our management team uses this metric to measure changes in customer traffic.
- **Average Unit Volume.** Average unit volume consists of the average sales of our comparable restaurants over a certain period of time. This measure is calculated by dividing total comparable restaurant sales within a period of time by the total number of comparable restaurants within the relevant period. This indicator assists management in measuring changes in customer traffic, pricing and development of our brand.
- **Average Weekly Sales per Restaurant.** Average Weekly Sales per Restaurant is calculated by dividing total weekly sales by the number of operating restaurants in a given week.
- **Operating Margin.** Operating margin represents income from operations as a percentage of our revenue. By monitoring and controlling our operating margins, we can gauge the overall profitability of our Company.

The following table presents operating data for the periods indicated:

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Total open restaurants (at end of period)	93	92
Total comparable restaurants (at end of period)	89	83
Average unit volumes (in thousands)	\$ 950	\$ 993
Change in comparable restaurant sales <sup>(1)</sup>	(3.2)%	(9.7)%
Average check	\$ 17.15	\$ 16.28

<sup>(1)</sup> We consider a restaurant to be comparable in the first full quarter following the 18th month of operations. Change in comparable restaurant sales reflects changes in sales for the comparable group of restaurants over a specified period of time.

#### Our Fiscal Year

We operate on a 52- or 53-week fiscal year that ends on the last Sunday of the calendar year. Each quarterly period has 13 weeks, except for a 53-week year when the fourth quarter has 14 weeks. Our 2021 and 2020 fiscal years each consists of 52 weeks.

#### Key Financial Definitions

**Revenue.** Revenue primarily consists of food and beverage sales and also includes sales of our t-shirts, sweatshirts and hats. Revenue is presented net of discounts associated with each sale. Revenue in a given period is directly influenced by the number of operating weeks in such period, the number of restaurants we operate and comparable restaurant sales growth.

**Cost of sales.** Cost of sales consists of food, beverage and merchandise related costs. The components of cost of sales are variable in nature, change with sales volume and are subject to increases or decreases based on fluctuations in commodity costs.

**Labor costs.** Labor costs include restaurant management salaries, front- and back-of-house hourly wages and restaurant-level manager bonus expense and payroll taxes.

**Operating costs.** Operating costs consist primarily of restaurant-related operating expenses, such as supplies, utilities, repairs and maintenance, travel cost, insurance, employee benefits, credit card fees, recruiting, delivery service and security. These costs generally increase with sales volume but may increase or decrease as a percentage of revenue.

**Occupancy costs.** Occupancy costs include rent charges, both fixed and variable, as well as common area maintenance costs, property taxes, the amortization of tenant allowances and the adjustment to straight-line rent. These costs are generally fixed but a portion may vary with an increase in sales when the lease contains percentage rent.

**General and administrative expenses.** General and administrative expenses include costs associated with corporate and administrative functions that support our operations, including senior and supervisory management and staff compensation (including stock-based compensation) and benefits, travel, legal and professional fees, information systems, corporate office rent and other related corporate costs.

**Marketing.** Marketing costs include costs associated with our local restaurant marketing programs, community service and sponsorship activities, our menus and other promotional activities.

**Restaurant pre-opening costs.** Restaurant pre-opening costs consist of costs incurred before opening a restaurant, including manager salaries, relocation costs, supplies, recruiting expenses, initial new market public relations costs, pre-opening activities, employee payroll and related training costs for new employees. Restaurant pre-opening costs also include rent recorded during the period between date of possession and the restaurant opening date.

**Impairment, closed restaurant and other costs.** Impairment costs include impairment of long-lived assets associated with restaurants where the carrying amount of the asset is not recoverable and exceeds the fair value of the asset. Closed restaurant costs consist of any costs associated with the closure of a restaurant such as lease termination costs, severance benefits, other miscellaneous closing costs as well as costs to maintain these closed restaurants through the lease termination date such as occupancy costs, including rent payments less sublease income, if any, and insurance and utility costs. Other costs consist of closed restaurant lease termination fees.

**Depreciation.** Depreciation principally includes depreciation on fixed assets, including equipment and leasehold improvements.

**Interest expense.** Interest expense consists primarily of interest on our outstanding indebtedness and the amortization of our debt issuance costs reduced by capitalized interest.

#### Results of Operations

##### Potential Fluctuations in Quarterly Results and Seasonality

In addition to the impacts of COVID-19 discussed above, our quarterly operating results may fluctuate significantly as a result of a variety of factors, including the timing of new restaurant openings and related expenses, profitability of new restaurants, weather, increases or decreases in comparable restaurant sales, general economic conditions, consumer confidence in the economy, changes in consumer preferences, competitive factors, changes in food costs, changes in labor costs and changes in gas prices. In the past, we have experienced significant variability in restaurant pre-opening costs from quarter to quarter primarily due to the timing of restaurant openings. We typically incur restaurant pre-opening costs in the five months preceding a new restaurant opening. In addition, our experience to date has been that labor and direct operating costs associated with a newly opened restaurant during the first several months of operation are often materially greater than what will be expected after that time, both in aggregate dollars and as a percentage of restaurant sales. Accordingly, the number and timing of new restaurant openings in any quarter has had, and is expected to continue to have, a significant impact on quarterly restaurant pre-opening costs, labor and direct operating costs.

Our business is also subject to fluctuations due to seasonality and adverse weather. The spring and summer months have traditionally had higher sales volume than other periods of the year. Timing of holidays, severe winter weather, hurricanes, thunderstorms and similar conditions may impact restaurant unit volumes in some of the markets where we operate and may have a greater impact should they occur during our higher volume months. As a result of these and other factors, our financial results for any given quarter may not be indicative of the results that may be achieved for a full fiscal year.

##### Thirteen Weeks Ended March 28, 2021 Compared to Thirteen Weeks Ended March 29, 2020

The following table presents, for the periods indicated, the condensed consolidated statement of operations (in thousands):

	Thirteen Weeks Ended					
	March 28, 2021	% of Revenue	March 29, 2020	% of Revenue	\$ Change	% Change
Revenue	\$ 87,710	100.0 %	\$ 94,500	100.0 %	\$ (6,790)	(7.2)%
Costs and expenses:						
Cost of sales	20,447	23.3	24,562	26.0	(4,115)	(16.8)
Labor	24,829	28.3	33,580	35.5	(8,751)	(26.1)
Operating	13,471	15.4	14,585	15.4	(1,114)	(7.6)
Occupancy	7,239	8.3	7,986	8.5	(747)	(9.4)
General and administrative	6,848	7.8	5,720	6.1	1,128	19.7
Marketing	977	1.1	1,009	1.1	(32)	(3.2)
Restaurant pre-opening	677	0.8	860	0.9	(183)	(21.3)
Impairment, closed restaurant and other costs	2,344	2.7	18,773	19.9	(16,429)	(87.5)
Depreciation	4,918	5.5	5,289	5.5	(371)	(7.0)
Total costs and expenses	81,750	93.2	112,364	118.9	(30,614)	(27.2)
Income (loss) from operations	5,960	6.8	(17,864)	(18.9)	23,824	*
Interest expense, net	23	—	52	0.1	(29)	(55.8)
Income (loss) before income taxes	5,937	6.8	(17,916)	(19.0)	23,853	*
Income tax benefit	(717)	(0.8)	(5,512)	(5.9)	4,795	(87.0)
Net income (loss)	\$ 6,654	7.6 %	\$ (12,404)	(13.1)%	\$ 19,058	*

\* Not meaningful

**Revenue.** Revenue decreased \$6.8 million, or 7.2%, to \$87.7 million for the thirteen weeks ended March 28, 2021 from \$94.5 million for the comparable period in 2020. Sales in the first quarter of 2021 were negatively impacted by a decline in customer traffic as a result of COVID-19 pandemic as well as a loss of 108 operating weeks due to closures of nine restaurants during the latter part March of 2020, partially offset by \$1.1 million of incremental revenue from an additional 12 operating weeks provided by new restaurants opened during and subsequent to the first quarter of 2020. For the first quarter of 2021, off-premise sales were approximately 32% of total revenue compared to approximately 18% in the same period last year.

Comparable restaurant sales decreased 3.2% for the thirteen weeks ended March 28, 2021 compared to the thirteen weeks ended March 29, 2020. The decrease in comparable restaurant sales was primarily driven by an 8.0% decrease in average weekly customers, partially offset by a 4.8% increase in average check. The comparable monthly restaurant sales during the first quarter decreased 14.7%, decreased 26.3% and increased 33.5% for January, February and March, respectively. The comparable restaurant base consisted of 89 restaurants at the end of the first quarter of 2021.

**Cost of sales.** Cost of sales as a percentage of revenue decreased to 23.3% during the thirteen weeks ended March 28, 2021 from 26.0% during the same period in 2020, primarily as a result of switching to a limited menu and eliminating the complimentary buffet style chips and salsa, or “Nacho Car,” as a result of the COVID-19 pandemic as well as overall commodity deflation of 3.3%.

**Labor costs.** Labor costs as a percentage of revenue decreased to 28.3% during the thirteen weeks ended March 28, 2021 from 35.5% during the comparable period in 2020 as a result of a reduction in hourly employees and store management personnel due to the Company’s new operating model, which it transitioned to during the second quarter of fiscal 2020 as a result of the COVID-19 pandemic, as well as an hourly labor rate deflation at its comparable restaurants of approximately 2.9%.

**Operating costs.** Operating costs as a percentage of revenue remained flat at 15.4% during the thirteen weeks ended March 28, 2021. Increases in delivery service charges and to-go supplies as a result of the growth in the Company’s off-premise business were offset by lower credit card fees, utility and other restaurant operating costs driven by reduced operating capacity.

**Occupancy costs.** Occupancy costs as a percentage of revenue decreased to 8.3% during the thirteen weeks ended March 28, 2021 from 8.5% during the comparable period in 2020, primarily as a result of the closures of nine restaurants during the latter part of March of 2020, partially offset by sales deleveraged of fixed occupancy expenses.

**General and administrative expenses.** General and administrative expenses increased to \$6.8 million for the thirteen weeks ended March 28, 2021 as compared to \$5.7 million for the same period in 2020. The increase was primarily driven by performance-based bonuses and equity compensation, partially offset by reduced travel, recruitment, and various other expenses as a result of cost saving measures in response to COVID-19.

**Restaurant pre-opening costs.** Restaurant pre-opening costs decreased to \$0.7 million for the thirteen weeks ended March 28, 2021 as compared to \$0.9 million for the same period in 2020. Restaurant pre-opening costs for the first quarter of 2021 and 2020 represent expenses for the new store openings postponed to fiscal 2021 as a result of COVID-19 pandemic.

**Marketing.** Marketing expense as a percentage of revenue remained flat at 1.1% during the thirteen weeks ended March 28, 2021 as compared to the same period in 2020 as the company reinstated its digital advertising campaigns across the nation.

**Impairment, closed restaurant and other costs.** Impairment, closed restaurant and other costs decreased to \$2.3 million during the thirteen weeks ended March 28, 2021 from \$18.8 million during the comparable period in 2020. During the first quarter of 2021, the Company terminated two of its closed restaurant lease agreements and recorded a \$0.5 million non-cash loss on lease termination as well as a \$0.3 million non-cash impairment charge related to long-lived assets. During the first quarter of 2020, the Company recorded non-cash impairment charges of \$18.3 million related to restaurant closures as a result of the COVID-19 pandemic. The company also incurred \$1.6 million and \$0.5 million of closed restaurants costs, which include rent expense, utility and insurance costs during the thirteen weeks ended March 28, 2021 and March 29, 2020, respectively.

**Depreciation.** Depreciation expense decreased \$0.4 million to \$4.9 million during the thirteen weeks ended March 28, 2021 from \$5.3 million recorded during the comparable period in 2020 primarily due to a decrease in depreciation related to closed stores.

**Income tax benefit.** We recorded an income tax benefit of \$0.7 million in the first quarter of 2021 compared to \$5.5 million during the comparable period in 2020. The decrease in income tax benefit was driven by an increase in estimated annual net income, offset by a \$1.3 million discrete tax benefit recorded during the first quarter of 2021 related to stock based compensation. As of March 28, 2021, the Company had an \$8.9 million deferred tax asset, which management believes will be fully realized, therefore, no valuation allowance is required at this time.

In August 2020, the IRS issued a Notice of Proposed Adjustment to the Company asserting that the tenant allowances paid under our operating leases should be recorded as taxable income for years 2016 and prior. The Company disagrees with the IRS's position and believes that it is more likely than not that the Company's position will ultimately be sustained upon further examination, including the resolution of the IRS's appeal or litigation processes, if any. As a result, no further tax accrual was made. The Company estimates if the IRS's position was upheld, the Company's tax liability associated with position could range between \$0.5 million and \$2.5 million.

**Net income (loss).** As a result of the foregoing, net income was \$6.7 million during the thirteen weeks ended March 28, 2021 as compared to a loss of \$12.4 million during the comparable period in 2020.

## Liquidity

Our principal sources of cash are net cash provided by operating activities, which includes tenant improvement allowances from our landlords, and borrowings, if any, under our \$25.0 million Revolving Credit Facility. Consistent with many other restaurant and retail store operations, we typically use operating lease arrangements for our restaurants. From time to time, we may also purchase the underlying land for development. We believe that our operating lease arrangements provide appropriate leverage of our capital structure in a financially efficient manner.

Our main requirements for liquidity are to support our working capital, restaurant expansion plans, ongoing maintenance of our existing restaurants, investment in infrastructure,

obligations under our operating leases, interest payments on our debt, if any, and to repurchase shares of our common stock subject to market conditions. Repurchases of the Company's outstanding common stock will be made in accordance with applicable laws and may be made at management's discretion from time to time in the open market, through privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 trading plans. There is no guarantee as to the exact number of shares to be repurchased by the Company. The timing and extent of repurchases will depend upon several factors, including market and business conditions, regulatory requirements and other corporate considerations, and repurchases may be discontinued at any time. As of the end of the first quarter of 2021, the Company had \$28.6 million remaining under its \$30.0 million repurchase program that expires on December 31, 2022.

Our liquidity may be adversely affected by a number of factors, including a decrease in customer traffic or average check per customer due to changes in economic conditions.

As of March 28, 2021, the Company had a strong financial position with \$97.3 million in cash and cash equivalents, no debt and \$25.0 million of availability under its revolving credit facility.

#### **Cash Flows for Thirteen Weeks Ended March 28, 2021 and March 29, 2020**

The following table summarizes the statement of cash flows for the thirteen weeks ended March 28, 2021 and March 29, 2020 (in thousands):

	Thirteen Weeks Ended	
	March 28, 2021	March 29, 2020
Net cash provided by operating activities	\$ 12,315	\$ 595
Net cash used in investing activities	(1,719)	(5,598)
Net cash (used in) provided by financing activities	(155)	22,952
Net increase in cash and cash equivalents	10,441	17,949
Cash and cash equivalents at beginning of year	86,817	10,074
Cash and cash equivalents at end of period	\$ 97,258	\$ 28,023

*Operating Activities.* Net cash provided by operating activities increased \$11.7 million to \$12.3 million for the thirteen weeks ended March 28, 2021 from \$0.6 million during the comparable period in 2020. Our business is almost exclusively a cash business. Almost all of our receipts come in the form of cash and cash equivalents and a large majority of our expenditures are paid within a 30 day period. The increase in net cash provided by operating activities was mainly attributable to changes in our net working capital as we reopened our dining rooms and:

- a \$5.0 million increase in accrued and other liabilities primarily driven by increased payroll accruals as a result of bringing back our furloughed employees after reopening our dining rooms during the latter part of fiscal 2020, higher performance-based bonus and sales tax accruals as well as \$2.0 million in accrued lease termination costs; and
- a \$3.5 million decrease in deferred income taxes as well as a \$2.1 million decrease in income tax receivable due in part to a CARES Act administrative correction which took place in fiscal year 2020.

*Investing Activities.* Net cash used in investing activities decreased \$3.9 million to \$1.7 million for the thirteen weeks ended March 28, 2021 from \$5.6 million during the comparable period in 2020. The decrease was mainly driven by reduced constructions payments during the first quarter of 2021 as a result of the postponement of new store openings, substantially developed prior to COVID-19 pandemic, to fiscal year 2021.

*Financing Activities.* Net cash used in financing activities was \$0.2 million for the thirteen weeks ended March 28, 2021 as compared to net cash provided by financing activities of \$23.0 million during the comparable period in 2020. The decrease in net cash provided by financial activities was primarily due to a \$25.0 million draw on our revolving credit facility in fiscal 2020, partially offset by \$1.4 million decrease in stock repurchases as compared to the same period last year.

As of March 28, 2021, we had no other financing transactions, arrangements or other relationships with any unconsolidated affiliates or related parties. Additionally, we had no financing arrangements involving synthetic leases or trading activities involving commodity contracts.

#### **Capital Resources**

##### **Long-Term and Short-Term Capital Requirements**

There have been no material changes to our long-term or short-term capital requirements from what was previously disclosed in our Annual Report filed with the SEC.

##### **Contractual Obligations**

There have been no material changes to our contractual obligations from what was previously disclosed in our Annual Report filed with the SEC.

##### **Off-Balance Sheet Arrangements**

As of March 28, 2021, we are not involved in any variable interest entities transactions and do not otherwise have any off-balance sheet arrangements.

##### **Significant Accounting Policies**

There have been no material changes to the significant accounting policies from what was previously disclosed in our Annual Report filed with the SEC.

##### **Recent Accounting Pronouncements**

For information regarding new accounting pronouncements, see Note 2, *Recent Accounting Pronouncements* in the notes to our unaudited condensed consolidated financial statements.

##### **Cautionary Statement Concerning Forward-Looking Statements**

Certain statements in this quarterly report on Form 10-Q that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect the current views of our senior management with respect to future events and our financial performance. These statements include forward-looking statements with respect to our business and industry in general. Statements that include the words “expect,” “intend,” “plan,” “believe,” “project,” “forecast,” “estimate,” “may,” “should,” “anticipate” and similar statements of a future or forward looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. Forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to, the following:

- the ultimate geographic spread, duration and severity of the COVID-19 pandemic, and the effectiveness of actions taken, or actions that may be taken, by governmental authorities to contain the outbreak or treat its impact;
- the success of our existing and new restaurants;
- our ability to identify appropriate sites and develop and expand our operations;
- our ability to manage our growth effectively and the resulting changes to pre-opening costs;
- we operate most of our restaurants under long-term leases which we may not be able to renew and would be obligated to perform even if we closed our restaurants;
- changes in economic conditions and consumer buying patterns;
- damage to our reputation or lack of acceptance of our brand in existing or new markets;
- our expansion into markets that we are unfamiliar with;
- economic and other trends and developments, including adverse weather conditions, in the local or regional areas in which our restaurants are located and specifically in

Texas where a large percentage of our restaurants are located;

- acts of violence at or threatened against our restaurants or centers in which they are located;
- the impact of negative economic factors, including the availability of credit, on our landlords and surrounding tenants;
- changes in food availability and costs;
- food safety and food borne illness concerns;
- increased competition in the restaurant industry and the segments in which we compete;
- the success of our marketing programs;
- the impact of new restaurant openings, including the effect on our existing restaurants when opening new restaurants in the same markets and restaurant closures;
- strain on our infrastructure and resources caused by our growth;
- the inadequacy of our insurance coverage and fluctuating insurance requirements and costs;
- the impact of security breaches of confidential customer information in connection with our electronic processing of credit and debit card transactions;
- inadequate protection of our intellectual property;
- the failure of our information technology system or the breach of our network security;
- a major natural or man-made disaster;
- labor shortages and increases in our labor costs, including as a result of changes in government regulation;
- the loss of key members of our management team;
- the impact of legislation and regulation regarding nutritional information and new information or attitudes regarding diet and health or adverse opinions about the health of consuming our menu offerings;
- the impact of federal, state and local laws and regulations, including with respect to liquor licenses and food services;
- the impact of litigation;
- the impact of impairment charges;
- the failure of our internal control over financial reporting;
- the impact of federal, state and local tax laws and the Internal Revenue Service disagreeing with our tax position;
- the effect of changes in accounting principles applicable to us;
- the impact of our indebtedness on our ability to invest in the ongoing needs of our business;
- our ability to obtain debt or other financing on favorable terms or at all;
- volatility in the price of our common stock;
- the timing and amount of repurchases of our common stock;
- the impact of future sales of our common stock and any additional capital raised by us through the sale of our common stock or grants of additional equity-based compensation;
- the impact of a downgrade of our shares by securities analysts or industry analysts, the publication of negative research or reports, or lack of publication of reports about our business;
- the effect of anti-takeover provisions in our charter documents and under Delaware law;
- the effect of our decision to not pay dividends for the foreseeable future;
- our ability to raise capital in the future; and
- other risks and uncertainties described from time to time in the Company's filings with the Securities and Exchange Commission.
- other risks and uncertainties described from time to time in the Company's Annual Report and other filings with the Securities and Exchange Commission.

Although we believe that the expectations reflected in the forward-looking statements are reasonable based on our current knowledge of our business and operations, we cannot guarantee future results, levels of activity, performance or achievements. The foregoing factors should not be construed as exhaustive and should be read together with other cautionary statements included in this report and in our Annual Report. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Any forward-looking statements you read in this report reflect our views as of the date of this report with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. You should not place undue reliance on these forward-looking statements and you should carefully consider all of the factors identified in this report that could cause actual results to differ. We assume no obligation to update these forward-looking statements, except as required by law.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

There have been no material changes to our quantitative and qualitative disclosures about market risk from what was previously disclosed in our Annual Report filed with the SEC.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) were effective as of the end of the period covered by this report.

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

**Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred during our quarter ended March 28, 2021, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Part II—Other Information**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors previously disclosed in our Annual Report filed with the SEC.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">31.1</a>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#">31.2</a>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#">32.1</a>	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
101.INS	Inline XBRL Instance Document (The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

**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 thereunto duly authorized.

Date: May 7, 2021

CHUY'S HOLDINGS, INC.

By: /s/ Steven J. Hislop  
Name: Steven J. Hislop  
Title: President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Jon W. Howie  
Name: Jon W. Howie  
Title: Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)**  
**AS ADOPTED PURSUANT TO SECTION 302 OF**  
**THE SARBANES-OXLEY ACT OF 2002**

I, Steven J. Hislop, certify that:

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

Date: May 7, 2021

/s/ Steven J. Hislop

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Steven J. Hislop  
President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)**  
**AS ADOPTED PURSUANT TO SECTION 302 OF**  
**THE SARBANES-OXLEY ACT OF 2002**

I, Jon W. Howie, certify that:

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

Date: May 7, 2021

/s/ Jon W. Howie

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Jon W. Howie  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

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

In connection with the Quarterly Report on Form 10-Q of Chuy's Holdings, Inc., a Delaware Corporation (the "Company"), for the period ending March 28, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Steven J. Hislop, President and Chief Executive Officer of the Company, and Jon W. Howie, Vice President and Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated.

Date: May 7, 2021

/s/ Steven J. Hislop

Steven J. Hislop  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Jon W. Howie

Jon W. Howie  
Vice President and Chief Financial Officer  
(Principal Financial Officer)