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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2024
OR

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

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

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 July 26, 2024 was 17,230,284.

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Item 1. Financial Statements

Part I—Financial Information

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

	June 30, 2024	December 31, 2023
Assets	(Unaudited)	
Current assets:		
Cash and cash equivalents	\$ 54,493	\$ 67,774
Accounts receivable	1,918	1,925
Lease incentives receivable	3,359	1,359
Inventories	1,787	1,805
Prepaid expenses and other current assets	9,179	7,507
Total current assets	70,736	80,370
Property and equipment, net	214,893	201,928
Operating lease assets	136,932	140,138
Deferred tax asset, net	3,376	3,415
Other assets and intangible assets, net	6,169	4,814
Tradename	21,900	21,900
Goodwill	24,069	24,069
Total assets	\$ 478,075	\$ 476,634
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 5,804	\$ 5,561
Accrued liabilities	24,513	29,914
Operating lease liabilities	13,286	12,988
Income tax payable	442	303
Total current liabilities	44,045	48,766
Operating lease liabilities, less current portion	171,024	174,236
Other liabilities	5,266	3,785
Total liabilities	220,335	226,787
Contingencies		
Stockholders' equity:		
Common stock, \$0.01 par value; 60,000,000 shares authorized; 17,230,284 shares issued and outstanding at June 30, 2024 and 17,335,062 shares issued and outstanding at December 31, 2023	172	173
Preferred stock, \$0.01 par value; 15,000,000 shares authorized and no shares issued or outstanding at June 30, 2024 and December 31, 2023	—	—
Paid-in capital	63,934	70,369
Retained earnings	193,634	179,305
Total stockholders' equity	257,740	249,847
Total liabilities and stockholders' equity	\$ 478,075	\$ 476,634

See Notes to the Unaudited Consolidated Financial Statements

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

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Revenue	\$ 119,798	\$ 119,001	\$ 230,262	\$ 231,499
Costs and expenses:				
Cost of sales	30,719	29,432	58,540	58,150
Labor	35,996	35,159	70,651	69,261
Operating	19,306	18,896	37,388	36,974
Occupancy	7,568	8,116	15,235	15,998
General and administrative	7,234	7,698	14,368	15,504
Marketing	1,566	1,693	3,015	3,243
Restaurant pre-opening	548	613	1,202	1,094
Impairment, closed restaurant and other costs	2,686	482	3,124	853
Merger costs	651	—	651	—
Depreciation	5,494	5,222	10,934	10,362
Total costs and expenses	111,768	107,311	215,108	211,439
Income from operations	8,030	11,690	15,154	20,060
Interest income, net	(545)	(854)	(1,151)	(1,631)
Income before income taxes	8,575	12,544	16,305	21,691
Income tax expense	1,162	1,810	1,976	2,735
Net income	\$ 7,413	\$ 10,734	\$ 14,329	\$ 18,956
Net income per common share:				
Basic	\$ 0.43	\$ 0.59	\$ 0.83	\$ 1.05
Diluted	\$ 0.43	\$ 0.59	\$ 0.83	\$ 1.04
Weighted-average shares outstanding:				
Basic	17,230,189	18,080,327	17,267,885	18,050,381
Diluted	17,233,650	18,154,921	17,309,975	18,161,837

See Notes to the Unaudited Consolidated Financial Statements

Chuy's Holdings, Inc.
Unaudited 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, March 31, 2024	17,230,087	\$ 172	\$ 62,788	\$ 186,221	\$ 249,181
Stock-based compensation	—	—	1,149	—	1,149
Settlement of restricted stock units	292	—	—	—	—
Indirect repurchase of shares for minimum tax withholdings	(95)	—	(3)	—	(3)
Net income	—	—	—	7,413	7,413
Balance, June 30, 2024	<u>17,230,284</u>	<u>\$ 172</u>	<u>\$ 63,934</u>	<u>\$ 193,634</u>	<u>\$ 257,740</u>
Balance, March 26, 2023	18,121,408	\$ 181	\$ 96,380	\$ 156,017	\$ 252,578
Stock-based compensation	—	—	1,062	—	1,062
Proceeds from exercise of stock options	73	—	3	—	3
Settlement of restricted stock units	826	—	—	—	—
Repurchase of shares of common stock	(83,521)	(1)	(2,960)	—	(2,961)
Indirect repurchase of shares for minimum tax withholdings	(232)	—	(9)	—	(9)
Net income	—	—	—	10,734	10,734
Balance, June 25, 2023	<u>18,038,554</u>	<u>\$ 180</u>	<u>\$ 94,476</u>	<u>\$ 166,751</u>	<u>\$ 261,407</u>
	Twenty-Six Weeks Ended				
	Common Stock		Paid-in Capital	Retained Earnings	Total
	Shares	Amount			
Balance, December 31, 2023	17,335,062	\$ 173	\$ 70,369	\$ 179,305	\$ 249,847
Stock-based compensation	—	—	2,280	—	2,280
Settlement of restricted stock units	151,292	2	(2)	—	—
Repurchase of shares of common stock	(214,659)	(2)	(7,318)	—	(7,320)
Indirect repurchase of shares for minimum tax withholdings	(41,411)	(1)	(1,395)	—	(1,396)
Net income	—	—	—	14,329	14,329
Balance, June 30, 2024	<u>17,230,284</u>	<u>\$ 172</u>	<u>\$ 63,934</u>	<u>\$ 193,634</u>	<u>\$ 257,740</u>
Balance, December 25, 2022	17,998,170	\$ 180	\$ 96,586	\$ 147,795	\$ 244,561
Stock-based compensation	—	—	2,098	—	2,098
Proceeds from exercise of stock options	9,630	—	276	—	276
Settlement of restricted stock units	157,724	2	(2)	—	—
Repurchase of shares of common stock	(83,521)	(1)	(2,960)	—	(2,961)
Indirect repurchase of shares for minimum tax withholdings	(43,449)	(1)	(1,522)	—	(1,523)
Net income	—	—	—	18,956	18,956
Balance, June 25, 2023	<u>18,038,554</u>	<u>\$ 180</u>	<u>\$ 94,476</u>	<u>\$ 166,751</u>	<u>\$ 261,407</u>

See Notes to the Unaudited Consolidated Financial Statements

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

	Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023
Cash flows from operating activities:		
Net income	\$ 14,329	\$ 18,956
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	10,934	10,362
Amortization of operating lease assets	5,148	5,011
Amortization of loan origination costs	45	43
Impairment, closed restaurant and other costs	2,100	84
Stock-based compensation	2,159	1,968
Loss on disposal of property and equipment	25	116
Deferred income taxes	39	588
Changes in operating assets and liabilities:		
Accounts receivable	7	(292)
Lease incentive receivable	(2,000)	—
Income tax receivable and payable	139	(377)
Inventories	18	402
Prepaid expenses and other assets	(1,102)	(2,313)
Accounts payable	(947)	(3,850)
Accrued and other liabilities	(3,918)	4,863
Operating lease liabilities	(6,241)	(6,142)
Net cash provided by operating activities	20,735	29,419
Cash flows from investing activities:		
Purchase of property and equipment, net	(25,273)	(20,615)
Purchase of other assets	(27)	—
Net cash used in investing activities	(25,300)	(20,615)
Cash flows from financing activities:		
Repurchase of shares of common stock	(7,320)	(2,961)
Proceeds from the exercise of stock options	—	276
Indirect repurchase of shares for minimum tax withholdings	(1,396)	(1,523)
Net cash used in financing activities	(8,716)	(4,208)
Net (decrease) increase in cash and cash equivalents	(13,281)	4,596
Cash and cash equivalents, beginning of period	67,774	78,028
Cash and cash equivalents, end of period	\$ 54,493	\$ 82,624
Supplemental disclosure of non-cash investing and financing activities:		
Property and equipment and other assets acquired by accounts payable	\$ 1,190	\$ 1,010
Supplemental cash flow disclosures:		
Cash paid for interest	\$ 39	\$ 22
Cash paid for income taxes	\$ 1,797	\$ 2,538

See Notes to the Unaudited Consolidated Financial Statements

Chuy's Holdings, Inc.
Notes to Unaudited 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 June 30, 2024, the Company operated 101 restaurants across 15 states.

In the opinion of management, the accompanying unaudited 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 consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), except that certain information and notes have been 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 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 31, 2023. The accompanying consolidated balance sheet as of December 31, 2023, 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.

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 2024 fiscal year consists of 52 weeks and our 2023 fiscal year consisted of 53 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 Per Share

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

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

Diluted net income 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 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 June 30, 2024 and June 25, 2023, there were approximately 45,800 and 4,951 shares, respectively, of common stock equivalents that were excluded from the calculation of diluted net income per share because their inclusion would have been anti-dilutive. For the twenty-six weeks ended June 30, 2024 and June 25, 2023, there were approximately 7,244 and 1,130 shares, respectively, of common stock equivalents that were excluded from the calculation of diluted net income per share because their inclusion would have been anti-dilutive.

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

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

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
BASIC				
Net income	\$ 7,413	\$ 10,734	\$ 14,329	\$ 18,956
Weighted-average common shares outstanding	17,230,189	18,080,327	17,267,885	18,050,381
Basic net income per common share	<u>\$ 0.43</u>	<u>\$ 0.59</u>	<u>\$ 0.83</u>	<u>\$ 1.05</u>
DILUTED				
Net income	\$ 7,413	\$ 10,734	\$ 14,329	\$ 18,956
Weighted-average common shares outstanding	17,230,189	18,080,327	17,267,885	18,050,381
Dilutive effect of stock options and restricted stock units	3,461	74,594	42,090	111,456
Weighted-average of diluted shares	17,233,650	18,154,921	17,309,975	18,161,837
Diluted net income per common share	<u>\$ 0.43</u>	<u>\$ 0.59</u>	<u>\$ 0.83</u>	<u>\$ 1.04</u>

4. Stock-Based Compensation

The Company has outstanding awards under 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. Options granted under these plans vest over five years from the date of grant and have a maximum term of ten years. As of June 30, 2024, the Company had 539 of stock options outstanding and exercisable with a remaining weighted average contractual term of less than one year.

Restricted stock units granted under the 2012 Plan and 2020 Plan vest over four years to five years from the date of grant. As of June 30, 2024, a total of 590,972 shares of common stock were reserved and remained available for issuance under the 2020 Plan.

Stock-based compensation expense recognized in the accompanying consolidated income statements was approximately \$1.1 million and \$1.0 million for the thirteen weeks ended June 30, 2024 and June 25, 2023, respectively. Stock-based compensation expense recognized in the accompanying consolidated income statements was approximately \$2.2 million and \$2.0 million for the twenty-six weeks ended June 30, 2024 and June 25, 2023, respectively.

On July 27, 2023, the Company's stockholders approved the 2023 Employee Stock Purchase Plan (the "2023 ESPP"). As of March 31, 2024, the Company had 500,000 shares of common stock reserved and available for issuance under the 2023 ESPP. As of June 30, 2024, there has not been any offering period or purchase period under the 2023 ESPP, and no such period will begin unless and until determined by the administrator.

A summary of stock-based compensation activity related to restricted stock units for the twenty-six weeks ended June 30, 2024 is as follows:

	Shares	Weighted Average Fair Value	Weighted Average Remaining Contractual Term (Year)
Outstanding at December 31, 2023	353,334	\$ 31.97	
Granted	158,141	33.81	
Vested	(151,292)	27.54	
Forfeited	(5,463)	34.21	
Outstanding at June 30, 2024	<u>354,720</u>	<u>\$ 34.65</u>	<u>2.84</u>

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

The fair value of the restricted stock units is the quoted market value of our common stock on the date of grant. As of June 30, 2024, total unrecognized stock-based compensation expense related to non-vested restricted stock units was approximately \$10.8 million. This amount is expected to be recognized evenly over the remaining vesting period of the awards.

5. Long-Term Debt

Revolving Credit Facility

On July 30, 2021, the Company entered into a secured \$35.0 million revolving credit facility with JPMorgan Chase Bank, N.A. (the "Credit Facility"). The Credit Facility may be increased up to an additional \$25.0 million subject to certain conditions and at the Company's option if the lenders agreed to increase their commitments. The Credit Facility had a maturity date of July 30, 2024, unless the Company exercised its option to voluntarily and permanently reduce all of the commitments before the maturity date.

On June 30, 2023, the Company entered into Amendment No. 1 (the "Amendment") to the Credit Facility with JPMorgan Chase Bank, N.A. The Amendment replaced the London Interbank Offered Rate ("LIBOR") interest rate with an Adjusted Term Secured Overnight Financing Rate ("SOFR") interest rate.

On September 27, 2023, the Company entered into an Amended and Restated Credit Agreement (the "A&R Credit Facility") with JPMorgan Chase Bank, N.A. to, among other things, (1) extend the maturity date of the credit facility to September 27, 2026 from July 30, 2024, (2) revise the adjustment applicable to the Adjusted Term SOFR rate as well as the commitment fee and (3) reduce the aggregate principal commitment to \$25.0 million which could be increased up to an additional \$35.0 million at the Company's option if the lenders agree to increase their commitments.

The A&R Credit Facility contains representations and warranties, affirmative and negative covenants and events of default that the Company considers customary for an agreement of this type. The agreement requires the Company to be in compliance with a minimum fixed charge coverage ratio of no less than 1.25 to 1.00, and a maximum consolidated total lease adjusted leverage ratio of no more than 4.00 to 1.00. The A&R Credit Facility also has certain restrictions on the payment of dividends and distributions. Under the A&R 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 consolidated total lease adjusted leverage ratio does not exceed 3.50 to 1.00.

Borrowings under the A&R Credit Facility accrue interest at a per annum rate equal to, at the Company's election, term secured overnight financing rate ("Term SOFR") plus 0.10% ("Adjusted Term SOFR"), plus a margin of 1.5% to 2.0%, depending on the Company's consolidated total lease adjusted leverage ratio, or a base rate determined according to the highest of (a) the prime rate, (b) the federal funds rate plus 0.5% or (c) Adjusted Term SOFR rate for a one-month period, plus 1.0%, plus a margin of 0.5% to 1.0%, depending on the Company's consolidated total lease adjusted leverage ratio.

An unused commitment fee at a rate of 0.3% applies to unutilized borrowing capacity under the A&R Credit Facility.

The obligations under the Company's A&R Credit Facility are guaranteed by certain subsidiaries of the Company and, subject to certain exceptions, secured by a continuing security interest in substantially all of the Company's assets. As of June 30, 2024, the Company had no borrowings under the A&R Credit Facility, and was in compliance with all covenants under the A&R Credit Facility.

6. Accrued Liabilities

The major classes of accrued liabilities at June 30, 2024 and December 31, 2023 are summarized as follows:

	June 30, 2024	December 31, 2023
Accrued compensation and related benefits	\$ 9,656	\$ 13,965
Other accruals	6,438	6,324
Sales and use tax	3,290	3,791
Property tax	2,484	2,687
Deferred gift card revenue	2,645	3,147
Total accrued liabilities	<u>\$ 24,513</u>	<u>\$ 29,914</u>

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

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

On October 27, 2022, the Company's Board of Directors approved a share repurchase program under which the Company could repurchase up to \$50.0 million of its common shares outstanding through December 31, 2024. The Company repurchased no shares of its common stock during the thirteen weeks ended June 30, 2024 and 83,521 shares of its common stock for a total of approximately \$3.0 million during the thirteen weeks ended June 25, 2023. The Company repurchased 214,659 shares of its common stock for a total of approximately \$7.3 million during the twenty-six weeks ended June 30, 2024 and 83,521 shares of its common stock for a total of approximately \$3.0 million during the twenty-six weeks ended June 25, 2023. As of June 30, 2024, the Company had \$13.8 million remaining under its \$50.0 million repurchase program.

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 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 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 June 30, 2024, 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		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Lease cost				
Operating lease cost	\$ 6,190	\$ 6,000	\$ 12,216	\$ 12,041
Variable lease cost	415	481	800	931
	\$ 6,605	\$ 6,481	\$ 13,016	\$ 12,972

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

Supplemental cash flow disclosures and other lease information:

	Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023
Cash paid for operating lease liabilities	\$ 13,194	\$ 13,238
Operating lease assets obtained in exchange for operating lease liabilities ^(a)	1,993	841

^(a) The twenty-six weeks ended June 30, 2024 includes a \$2.3 million increase to operating lease assets and liabilities related to new lease commencements, a \$1.6 million increase due to extending remaining lives of certain leases, partially offset by a \$1.9 million decrease as a result of terminations of restaurant leases. The twenty-six weeks ended June 25, 2023 includes a \$2.7 million increase due to extending remaining lives of certain leases, partially offset by a \$1.9 million decrease as a result of a purchase of an existing operating lease.

The Company recorded \$1.0 million of deferred lease incentives during the twenty-six weeks ended June 30, 2024 and no deferred lease incentives during the twenty-six weeks ended June 25, 2023.

Supplemental balance sheet disclosures:

Operating leases	Classification	June 30, 2024	December 31, 2023
Right-of-use assets	Operating lease assets	<u>\$ 136,932</u>	<u>\$ 140,138</u>
Deferred rent payments	Operating lease liability	7	6
Current lease liabilities	Operating lease liability	13,279	12,982
		<u>13,286</u>	<u>12,988</u>
Deferred rent payments	Operating lease liability, less current portion	58	61
Non-current lease liabilities	Operating lease liability, less current portion	170,966	174,175
		<u>171,024</u>	<u>174,236</u>
Total lease liabilities		<u>\$ 184,310</u>	<u>\$ 187,224</u>
Weighted average remaining lease term (in years)		11.9	12.0
Weighted average discount rate		7.9%	7.8%

Future minimum rent payments for our operating leases for the next five years as of June 30, 2024 are as follows:

Fiscal year ending:

Remainder of 2024	\$ 13,453
2025	27,207
2026	26,720
2027	24,811
2028	24,407
Thereafter	165,660
Total minimum lease payments	<u>282,258</u>
Less: imputed interest	97,948
Present value of lease liabilities	<u>\$ 184,310</u>

As of June 30, 2024, operating lease payments exclude approximately \$7.4 million of legally binding minimum lease payments for leases signed but which we have not yet commenced payments.

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10. Income Taxes

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

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Expected income tax expense	\$ 1,800	\$ 2,634	\$ 3,423	\$ 4,555
State tax expense, net of federal benefit	303	409	564	710
FICA tip credit	(1,059)	(1,334)	(1,964)	(2,331)
Officers' compensation	45	105	84	181
Stock compensation	(1)	(6)	(210)	(387)
Other	74	2	79	7
Income tax expense	\$ 1,162	\$ 1,810	\$ 1,976	\$ 2,735

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 June 30, 2024, the Company believes that it will realize all of its deferred tax assets. Therefore, no valuation allowance has been recorded.

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act ("CARES Act") temporarily restored the ability to carryback net operating losses ("NOL") originating in 2018, 2019 and 2020 to offset taxable income in the five preceding years and eliminated the 80% taxable income limitation on such net operating loss deductions if utilized before 2021. Additionally, the CARES Act included an administrative correction of the depreciation recovery period for qualified improvement property ("QIP"), including certain restaurant leasehold improvement costs, that resulted in the acceleration of depreciation on these assets retroactive to 2018. The Company filed for a refund of overpaid taxes with regards to credits carried back to those years. The Company received the refund related to the 2015 Form 1120X of \$0.24 million in August 2023 and the refund related to the 2016 Form 1120X refund of \$0.45 million in May 2024.

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 ("NOPA") 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 disagreed with this position based on the underlying facts and circumstances as well as standard industry practice. The Company accepted an assessment of \$0.18 million which will be netted against the 2016 Form 1120X refund discussed above resulting in a refund to the Company of \$0.27 million for fiscal year 2016. On December 1, 2023, the Company received confirmation from the IRS Independent Office of Appeals noting approval of the settlement and closure of the fiscal year 2016 tax audit. 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 of open tax years, including the resolution of the IRS's appeal or litigation processes, if any. As of June 30, 2024 and June 25, 2023, the Company recognized no liability for uncertain tax positions.

It is the Company's policy to include any penalties and interest related to income taxes in its income tax provision. However, the Company currently has no penalties or interest related to income taxes.

The tax years 2022, 2021 and 2020 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, operating lease assets 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.

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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 market 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 including assumptions related to the market rent of a sublease scenario.

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		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Property and equipment impairment	2,587	47	2,587	47
Total impairment charge	2,587	47	2,587	47
Closed restaurant costs	636	435	1,024	806
Gain on lease termination	(537)	—	(487)	—
Impairment, closed restaurant and other costs	<u>\$ 2,686</u>	<u>\$ 482</u>	<u>\$ 3,124</u>	<u>\$ 853</u>

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

12. Subsequent Events

On July 17, 2024, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Darden Restaurants, Inc., a Florida corporation ("Parent"), and Cheetah Merger Sub Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Parent ("Merger Sub"), providing for the merger of Merger Sub with and into the Company (the "Merger"), with the Company surviving the Merger as an indirect, wholly owned subsidiary of Parent in accordance with the Delaware General Corporation Law ("DGCL"). The Merger was unanimously approved by our Board of Directors.

Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of the Company's common stock issued and outstanding immediately prior to the Effective Time will be automatically canceled and (other than shares of Company common stock that are (1) owned or held in treasury by the Company, (2) owned by Parent or Merger Sub (or any of their respective affiliates) or (3) owned by stockholders who have properly exercised appraisal rights for such shares in accordance with Section 262 of the DGCL) converted into the right to receive \$37.50 in cash without interest (the "Per Share Merger Consideration").

Pursuant to the Merger Agreement, each of the options (whether vested and exercisable or unvested) to purchase shares of Company common stock outstanding and unexercised under the 2020 Plan or the 2012 Plan (the "Company Stock Options") immediately prior to the Effective Time, will be automatically converted into the right to receive from Parent or the surviving corporation an amount in cash equal to the product obtained by multiplying (1) the excess, if any, of the Per Share Merger Consideration over the per share exercise price of such Company Stock Option, by (2) the aggregate number of shares of Company common stock that were issuable upon exercise of such Company Stock Option immediately prior to the Effective Time.

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Pursuant to the Merger Agreement, each of the Company's restricted stock units (the "Company RSUs") that have been granted and are outstanding as of immediately prior to the Effective Time, will be deemed to have been earned and become fully vested and will be canceled and extinguished as of the Effective Time. In exchange therefor, each former holder of any such Company RSU will have the right to receive from Parent or the surviving corporation an amount in cash equal to the product obtained by multiplying (1) the number of shares of Company common stock subject to such Company RSU by (2) the Per Share Merger Consideration.

Consummation of the Merger is subject to the satisfaction or (to the extent permitted by applicable law) waiver of certain mutual customary closing conditions, including (1) the affirmative vote of a majority of the outstanding shares of the Company's common stock, (2) the absence of an order or law prohibiting the Merger or making consummation of the Merger illegal or otherwise prohibited and (3) the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Each party's obligation to consummate the Merger is subject to certain other conditions, including the accuracy of the other party's Merger Agreement representations and warranties (subject to materiality qualifiers) as of the date of the Merger Agreement and as of the date the Merger closes, and the other party's compliance with its Merger Agreement covenants and agreements in all material respects. In addition, the obligation of Parent and Merger Sub to consummate the Merger is subject to the absence, since the date of the Merger Agreement, of a Company material adverse effect (as defined in the Merger Agreement). Parent's and Merger Sub's respective obligations to consummate the Merger are not subject to a financing condition.

The Merger Agreement includes representations, warranties and covenants of the Company, Parent and Merger Sub customary for a transaction of this nature. The Company has also agreed (1) to use reasonable best efforts to conduct its business in all material respects in the ordinary course of business consistent with past practice, (2) not to take certain actions, including declaring or paying any dividend in respect of the Company's capital stock or other equity or voting interests, (3) to hold a meeting of its stockholders for the purpose of obtaining stockholder approval of the transaction and (4) subject to certain customary exceptions, for the Board of Directors of the Company to recommend that the Company's stockholders approve and adopt the Merger Agreement, in each case, prior to the earlier to occur of the termination of the Merger Agreement and the Effective Time.

From the execution of the Merger Agreement until 11:59 p.m., New York City time, on August 16, 2024 (the "No-Shop Period Start Date"), the Company, its subsidiaries and their representatives have the right to, subject to the terms of the Merger Agreement, (1) solicit, initiate, encourage or facilitate any inquiry, discussion, offer, request, negotiation or proposal that constitutes, or could reasonably be expected to result in, an Acquisition Proposal (as defined in the Merger Agreement), including providing, subject to an acceptable confidentiality agreement, non-public information and data to any third party (and such third party's representatives, including potential financing sources) in connection with any such inquiry, discussion, offer, request, negotiation or proposal, and (2) engage in, enter into, continue or otherwise participate in discussions or negotiations with any third party (and such third party's representatives, including potential financing sources) with respect to any Acquisition Proposal.

From the No-Shop Period Start Date until the earlier of the termination of the Merger Agreement and the Effective Time, the Company will be subject to customary "no-shop" restrictions on its ability to solicit, initiate, encourage or facilitate any alternative Acquisition Proposals from third parties, including restrictions on the Company's ability to provide information (including non-public information and data) to any third party (or such third party's representatives) and engage in, enter into, or participate in any discussions or negotiations with any third party (or such third party's representatives) regarding alternative Acquisition Proposals. Notwithstanding these restrictions, the Company may, under certain circumstances prior to obtaining stockholder approval (1) provide information to and participate in discussions or negotiations with third parties with respect to an unsolicited written bona fide Acquisition Proposal that the Board of Directors has determined in good faith (after consultation with its independent financial advisors and outside legal counsel) constitutes or is reasonably expected to result in a Superior Proposal (as defined in the Merger Agreement), and that failing to do so would be inconsistent with the Board of Directors' fiduciary duties under applicable law and (2) continue to engage in activities permitted prior to the No-Shop Period Start Date with respect to any Excluded Party (as defined in the Merger Agreement).

The Merger Agreement contains customary termination rights, including that each of Parent or the Company can terminate the Merger Agreement under certain circumstances, including (1) if the transactions contemplated by the Merger Agreement are not consummated on or before February 17, 2025 (the "End Date"), (2) if a court of competent jurisdiction or other governmental authority has issued a final non-appealable order or other final action permanently enjoining, restraining or otherwise prohibiting the consummation of the Merger, or (3) stockholder approval was not obtained at the Company's stockholder meeting. The Company may also terminate the Merger Agreement prior to obtaining stockholder approval if the Board of Directors, among other things, changes or fails to support the Board of Directors' recommendation that the Merger Agreement

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be adopted by the Company's stockholders (an "Adverse Recommendation Change") in order to enter into an agreement providing for a Superior Proposal, subject to the payment of the termination fee described below. Parent may also terminate the Merger Agreement if, prior to obtaining stockholder approval, the Board of Directors effects an Adverse Recommendation Change, provided that such termination must occur within 10 business days of such Adverse Recommendation Change, or if the Company materially breaches its "no-shop" restrictions in the Merger Agreement.

The Company will pay Parent a \$11,210,529 termination fee if, prior to the tenth day after the No-Shop Period Start Date, the Company terminates the Merger Agreement to enter into an agreement providing for a Superior Proposal with a party who submitted a written bona fide Acquisition Proposal after the date hereof and before the No-Shop Period Start Date (a "Go-Shop Termination"). The Company will pay Parent a \$22,421,057 termination fee if (1) prior to obtaining stockholder approval, the Company terminates the Merger Agreement to enter into an agreement providing for a Superior Proposal other than in connection with a Go-Shop Termination, (2) prior to obtaining stockholder approval, Parent terminates the Merger Agreement because of an Adverse Recommendation Change, provided that such termination must occur within 10 business days of such Adverse Recommendation Change, or if the Company materially breaches its "no-shop" restrictions in the Merger Agreement (the "Adverse Recommendation Change Termination") or (3) Parent or the Company terminates the Merger Agreement because stockholder approval was not obtained at the Company's stockholder meeting and Parent would have also been entitled to terminate the Merger Agreement because of an Adverse Recommendation Change Termination.

The Merger Agreement also provides that the Company will pay Parent a \$22,421,057 termination fee if (1)(A) Parent or the Company terminates the Merger Agreement because the transactions contemplated by the Merger Agreement were not consummated on or before the End Date, (B) Parent or the Company terminates the Merger Agreement because stockholder approval was not obtained or (C) Parent terminates the Merger Agreement because the Company breached any representation, warranty, covenant or agreement in the Merger Agreement and did not timely cure such breach, (2) an Acquisition Proposal has been publicly disclosed (and not publicly withdrawn), and (3) the Company consummates an Acquisition Proposal within 12 months of such termination or enters into a definitive agreement for an Acquisition Proposal within 12 months of such termination, which transaction is ultimately consummated. The parties to the Merger Agreement are also entitled to specifically enforce the terms and provisions of the Merger Agreement.

If the Merger is consummated, the Company's common stock will be delisted from the Nasdaq Stock Market and deregistered under the Securities Exchange Act of 1934, as amended, as promptly as practicable following the Effective Time. The Merger is expected to be completed in the fourth quarter of fiscal 2024.

Merger costs recognized in the accompanying consolidated income statements was approximately \$0.7 million for the thirteen weeks ended and the twenty-six weeks ended June 30, 2024. Merger costs included costs related to legal services and virtual data room services.

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 31, 2023 (our "Annual Report") and the unaudited consolidated financial statements and the accompanying notes thereto included herein.

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 June 30, 2024, we operated 101 restaurants across 15 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.

Merger with Darden

On July 17, 2024, the Company entered into an Agreement and Plan of Merger with Darden Restaurants, Inc., a Florida corporation ("Parent"), and Cheetah Merger Sub Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Parent ("Merger Sub"), providing for the merger of Merger Sub with and into the Company (the "Merger"), with the Company surviving the Merger as an indirect, wholly owned subsidiary of Parent in accordance with the Delaware General Corporation Law. The Merger was unanimously approved by our Board of Directors.

We have agreed to pay Piper Sandler & Co. ("Piper") for its financial advisory services in connection with the Merger an aggregate fee based upon a percentage of the transaction value of the Merger, which is estimated to be approximately \$8.2 million, of which \$1.0 million became payable on July 17, 2024. The remainder of this fee is payable to Piper contingent upon the closing of the Merger. In addition, we agreed to reimburse Piper for expenses, including fees and expenses of counsel, incurred in connection with Piper's engagement and to indemnify Piper and related parties against liabilities arising out of or in connection with its engagement.

For additional information regarding the Merger, see Note 12, *Subsequent Events* in the notes to our unaudited consolidated financial statements.

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. Changes in comparable restaurant sales reflect changes in customer count trends as well as changes in average check. Our comparable restaurant base consisted of 93 restaurants at June 30, 2024.
- *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.
- *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.

The following table presents operating data for the periods indicated:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023	June 30, 2024	June 25, 2023
Total open restaurants (at end of period)	101	99	101	99
Total comparable restaurants (at end of period)	93	94	93	94
Average unit volumes (in thousands)	\$ 1,185	\$ 1,201	\$ 2,293	\$ 2,347
Change in comparable restaurant sales ⁽¹⁾	(2.0 %)	3.2 %	(3.1 %)	5.5 %
Average check	\$ 19.68	\$ 19.23	\$ 19.54	\$ 19.02

⁽¹⁾ 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. Due to the inclusion of a 53rd week in fiscal 2023, there is a one-week calendar shift in the comparison of the thirteen weeks and twenty-six weeks ended June 30, 2024, to the thirteen weeks and twenty-six weeks ended June 25, 2023. As a result, our comparable restaurant sales included above is based on comparing sales in the thirteen weeks and twenty-six weeks ended June 30, 2024 to sales in the corresponding calendar period of 2023. Comparable restaurant sales in the fiscal thirteen week period ended June 30, 2024 decreased 2.2% compared to the fiscal thirteen week period ended June 25, 2023. Comparable restaurant sales in the fiscal twenty-six week period ended June 30, 2024 decreased 3.7% compared to the fiscal twenty-six week period ended June 25, 2023.

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 2024 fiscal year consists of 52 weeks and our 2023 fiscal year consisted of 53 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 and national 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.

Merger costs. Merger costs include costs related to legal services and virtual data room services.

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

Interest income, net. Interest income, net consists primarily of interest income earned on the excess cash invested in money market funds, reduced by interest on our outstanding indebtedness, if any, uncommitted credit facility fees and the amortization of our debt issuance costs.

Results of Operations

Potential Fluctuations in Quarterly Results and Seasonality

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 June 30, 2024 Compared to Thirteen Weeks Ended June 25, 2023

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

	Thirteen Weeks Ended					
	June 30, 2024	% of Revenue	June 25, 2023	% of Revenue	\$ Change	% Change
Revenue	\$ 119,798	100.0 %	\$ 119,001	100.0 %	\$ 797	0.7 %
Costs and expenses:						
Cost of sales	30,719	25.6	29,432	24.7	1,287	4.4
Labor	35,996	30.0	35,159	29.5	837	2.4
Operating	19,306	16.1	18,896	15.9	410	2.2
Occupancy	7,568	6.3	8,116	6.8	(548)	(6.8)
General and administrative	7,234	6.0	7,698	6.5	(464)	(6.0)
Marketing	1,566	1.4	1,693	1.5	(127)	(7.5)
Restaurant pre-opening	548	0.5	613	0.5	(65)	(10.6)
Impairment, closed restaurant and other costs	2,686	2.2	482	0.4	2,204	457.3
Merger costs	651	0.5	—	—	651	100.0
Depreciation	5,494	4.7	5,222	4.4	272	5.2
Total costs and expenses	111,768	93.3	107,311	90.2	4,457	4.2
Income from operations	8,030	6.7	11,690	9.8	(3,660)	(31.3)
Interest income, net	(545)	(0.5)	(854)	(0.7)	309	(36.2)
Income before income taxes	8,575	7.2	12,544	10.5	(3,969)	(31.6)
Income tax expense	1,162	1.0	1,810	1.5	(648)	(35.8)
Net income	\$ 7,413	6.2 %	\$ 10,734	9.0 %	\$ (3,321)	(30.9)%

Revenue. Revenue increased \$0.8 million, or 0.7%, to \$119.8 million for the thirteen weeks ended June 30, 2024 from \$119.0 million for the comparable period in 2023. The increase was primarily related to incremental revenue from an additional 58 operating weeks provided by new restaurants opened during and subsequent to the second quarter of 2023, partially offset by a decrease in our comparable restaurant sales. For the second quarter of 2024, off-premise sales were approximately 30% of total revenue compared to approximately 28% during the same period in fiscal 2023.

Due to the inclusion of a 53rd week in fiscal 2023, there is a one-week calendar shift in the comparison of the second fiscal quarter of 2024 to the second fiscal quarter of 2023. After adjusting for the timing of the 53rd week in fiscal 2023 and measuring performance on a comparable calendar basis, comparable restaurant sales decreased 2.0% for the thirteen weeks ended June 30, 2024 as compared to the thirteen weeks ended July 2, 2023. The decrease in comparable restaurant sales was primarily driven by a 4.4% decrease in average weekly customers, partially offset by a 2.4% increase in average check.

On a fiscal basis, which does not adjust for the one-week calendar shift, as previously noted, sales for the same restaurants in the comparable restaurant base in the thirteen weeks ended June 30, 2024 decreased 2.2% as compared to the thirteen weeks ended June 25, 2023.

Cost of sales. Cost of sales as a percentage of revenue increased to 25.6% during the thirteen weeks ended June 30, 2024 compared to 24.7% during the comparable period in 2023 primarily driven by overall commodity inflation of 4.2% during the quarter as compared to the same period a year ago.

Labor costs. Labor costs as a percentage of revenue increased to 30.0% during the thirteen weeks ended June 30, 2024 from 29.5% during the comparable period in 2023 largely as a result of hourly labor rate inflation of 3.6% at comparable restaurants as well as an incremental improvement in our hourly staffing levels as compared to last year.

Operating costs. Operating costs as a percentage of revenue increased to 16.1% during the thirteen weeks ended June 30, 2024 from 15.9% during the same period in 2023 mainly as a result of an increase of approximately 20 basis points (“bps”) in delivery and off-premise catering charges and higher restaurant repair and maintenance costs of approximately 20 bps, partially offset by a decrease in to-go supplies of approximately 15 bps.

Occupancy costs. Occupancy costs as a percentage of revenue decreased to 6.3% during the thirteen weeks ended June 30, 2024 from 6.8% during the comparable period in 2023 primarily as a result of sales leverage on fixed occupancy expenses and reduced real estate taxes.

General and administrative expenses. General and administrative expenses decreased to \$7.2 million for the thirteen weeks ended June 30, 2024 as compared to \$7.7 million for the same period in 2023. The decrease was primarily driven by \$0.7 million in lower performance-based bonuses, partially offset by \$0.2 million in higher management salaries. As a percentage of revenues, general and administrative expenses decreased to 6.0% in the second quarter of 2024 from 6.5% in the second quarter of 2023.

Restaurant pre-opening costs. Restaurant pre-opening costs decreased to \$0.5 million for the thirteen weeks ended June 30, 2024 as compared to \$0.6 million for the same period in 2023 primarily due to the timing of new store openings.

Impairment, closed restaurant and other costs. Impairment, closed restaurant and other costs increased to \$2.7 million during the thirteen weeks ended June 30, 2024 from \$0.5 million during the comparable period in 2023. The increase was primarily related to a \$2.6 million non-cash loss on long-lived assets of two restaurants closed during the second quarter of 2024. Closed restaurant costs include rent expense, utilities, insurance and other costs required to maintain the remaining closed locations.

Merger costs. Merger costs for the thirteen weeks ended June 30, 2024 were approximately \$0.7 million.

Depreciation. Depreciation expense increased to \$5.5 million during the thirteen weeks ended June 30, 2024 from \$5.2 million recorded during the comparable period in 2023 primarily due to an increase in depreciation associated with our new restaurants.

Interest income, net. Interest income, net decreased to \$0.5 million for the thirteen weeks ended June 30, 2024 as compared to \$0.9 million for the same period in 2023. The decrease was mainly a result of a lower cash balance related to the excess cash invested in money market funds.

Income tax expense. We recorded an income tax expense of \$1.2 million for the thirteen weeks ended June 30, 2024 compared to an income tax expense of \$1.8 million during the comparable period in 2023. The effective income tax rate for fiscal 2024 was 13.6% compared to 14.4% in the same period last year. The decrease in the effective tax rate was mainly attributed to an increase in the proportion of employee tax credits to estimated annual income.

Net income. As a result of the foregoing, net income was \$7.4 million during the thirteen weeks ended June 30, 2024 as compared to \$10.7 million during the comparable period in 2023.

Twenty-Six Weeks Ended June 30, 2024 Compared to Twenty-Six Weeks Ended June 25, 2023

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

	Twenty-Six Weeks Ended					
	June 30, 2024	% of Revenue	June 25, 2023	% of Revenue	\$ Change	% Change
Revenue	\$ 230,262	100.0 %	\$ 231,499	100.0 %	\$ (1,237)	(0.5)%
Costs and expenses:						
Cost of sales	58,540	25.4	58,150	25.1	390	0.7
Labor	70,651	30.7	69,261	29.9	1,390	2.0
Operating	37,388	16.2	36,974	16.0	414	1.1
Occupancy	15,235	6.6	15,998	6.9	(763)	(4.8)
General and administrative	14,368	6.2	15,504	6.7	(1,136)	(7.3)
Marketing	3,015	1.4	3,243	1.4	(228)	(7.0)
Restaurant pre-opening	1,202	0.5	1,094	0.5	108	9.9
Impairment, closed restaurant and other costs	3,124	1.4	853	0.4	2,271	266.2
Merger costs	651	0.3	—	—	651	100.0
Depreciation	10,934	4.7	10,362	4.4	572	5.5
Total costs and expenses	215,108	93.4	211,439	91.3	3,669	1.7
Income from operations	15,154	6.6	20,060	8.7	(4,906)	(24.5)
Interest income, net	(1,151)	(0.5)	(1,631)	(0.7)	480	(29.4)
Income before income taxes	16,305	7.1	21,691	9.4	(5,386)	(24.8)
Income tax expense	1,976	0.9	2,735	1.2	(759)	(27.8)
Net income	\$ 14,329	6.2 %	\$ 18,956	8.2 %	\$ (4,627)	(24.4)%

Revenue. Revenue decreased \$1.2 million, or 0.5%, to \$230.3 million for the twenty-six weeks ended June 30, 2024 from \$231.5 million for the comparable period in 2023. The decrease was primarily related to a decrease in our comparable

restaurant sales, partially offset by incremental revenue from an additional 112 operating weeks provided by new restaurants opened during and subsequent to the second quarter of 2023. For the twenty-six weeks ended June 30, 2024, off-premise sales were approximately 30% of total revenue compared to approximately 27% during the same period in fiscal 2023.

There is a one-week calendar shift in the comparison of the twenty-six weeks ended June 30, 2024 to the fiscal comparable period in 2023 due to the 53rd week in fiscal 2023. As a result of this shift, the week between Christmas and New Year's, traditionally a high-volume week for the Company's restaurants was included in the first quarter of 2023 but was replaced with an average volume week in the first quarter of 2024. This shift reduced revenue by approximately \$1.8 million during the twenty-six weeks ended June 30, 2024.

Adjusting for the timing of the 53rd week of 2023 and measuring performance on a comparable calendar basis, comparable restaurant sales decreased 3.1% for the twenty-six weeks ended June 30, 2024 as compared to the twenty-six weeks ended July 2, 2023. The decrease in comparable restaurant sales was primarily driven by a 5.6% decrease in average weekly customers, partially offset by a 2.4% increase in average check.

On a fiscal basis, which does not adjust for the one-week calendar shift, as previously noted, sales for the same restaurants in the comparable restaurant base in the twenty-six weeks ended June 30, 2024 decreased 3.7% as compared to the twenty-six weeks ended June 25, 2023.

Cost of sales. Cost of sales as a percentage of revenue increased to 25.4% during the twenty-six weeks ended June 30, 2024 compared to 25.1% during the comparable period in 2023 primarily driven by overall commodity inflation of 1.5% during the twenty-six weeks ended June 30, 2024 as compared to the same period a year ago.

Labor costs. Labor costs as a percentage of revenue increased to 30.7% during the twenty-six weeks ended June 30, 2024 from 29.9% during the comparable period in 2023 largely as a result of hourly labor rate inflation of 3.6% at comparable restaurants as well as an incremental improvement in our hourly staffing levels as compared to last year.

Operating costs. Operating costs as a percentage of revenue increased to 16.2% during the twenty-six weeks ended June 30, 2024 from 16.0% during the same period in 2023 mainly as a result of an increase of approximately 20 bps in delivery and off-premise catering charges and higher restaurant repair and maintenance costs of approximately 20 bps, partially offset by a decrease in to-go supplies of approximately 10 bps and a decrease in insurance costs of approximately 10 bps.

Occupancy costs. Occupancy costs as a percentage of revenue decreased to 6.6% during the twenty-six weeks ended June 30, 2024 from 6.9% during the comparable period in 2023 primarily as a result of sales leverage on fixed occupancy expenses and reduced real estate taxes.

General and administrative expenses. General and administrative expenses decreased to \$14.4 million for the twenty-six weeks ended June 30, 2024 as compared to \$15.5 million for the same period in 2023. The decrease was primarily driven by \$1.6 million in lower performance-based bonuses, partially offset by \$0.5 million in higher management salaries. As a percentage of revenues, general and administrative expenses decreased to 6.2% in the twenty-six weeks ended June 30, 2024 from 6.7% in the twenty-six weeks ended June 25, 2023.

Restaurant pre-opening costs. Restaurant pre-opening costs increased to \$1.2 million for the twenty-six weeks ended June 30, 2024 as compared to \$1.1 million for the same period in 2023 primarily due to the timing of new store openings.

Impairment, closed restaurant and other costs. Impairment, closed restaurant and other costs increased to \$3.1 million during the twenty-six weeks ended June 30, 2024 from \$0.9 million during the comparable period in 2023. The increase was primarily related to a \$2.6 million non-cash loss on long-lived assets of two restaurants closed during the second quarter of 2024. Closed restaurant costs include rent expense, utilities, insurance and other costs required to maintain the remaining closed locations.

Merger costs. Merger costs for the twenty-six weeks ended June 30, 2024 were approximately \$0.7 million.

Depreciation. Depreciation expense increased to \$10.9 million during the twenty-six weeks ended June 30, 2024 from \$10.4 million recorded during the comparable period in 2023 primarily due to an increase in depreciation associated with our new restaurants.

Interest income, net. Interest income, net decreased to \$1.2 million for the twenty-six weeks ended June 30, 2024 as compared to \$1.6 million for the same period in 2023. The decrease was mainly a result of a lower cash balance related to the excess cash invested in money market funds.

Income tax expense. We recorded an income tax expense of \$2.0 million for the twenty-six weeks ended June 30, 2024 compared to \$2.7 million during the comparable period in 2023. The effective income tax rate for fiscal 2024 was 12.1% compared to 12.6% in the same period last year. The decrease in the effective tax rate was mainly attributed to an increase in the proportion of employee tax credits to estimated annual income.

Net income. As a result of the foregoing, net income was \$14.3 million during the twenty-six weeks ended June 30, 2024 as compared to \$19.0 million during the comparable period in 2023.

Liquidity

Our principal sources of cash are cash and cash equivalents, 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 as further discussed in Note 5, *Long-Term Debt*. 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. We may also from time to time sell equity or engage in other capital markets transactions.

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, and interest payments on our debt, if any.

On October 27, 2022, the Company's Board of Directors approved a new share repurchase program under which the Company could repurchase up to \$50.0 million of its common shares outstanding through December 31, 2024. The Company repurchased no shares of its common stock during the thirteen weeks ended June 30, 2024 and 83,521 shares of its common stock for a total of approximately \$3.0 million during the thirteen weeks ended June 25, 2023. The Company repurchased 214,659 shares of its common stock for a total of approximately \$7.3 million during the twenty-six weeks ended June 30, 2024 and 83,521 shares of its common stock for a total of approximately \$3.0 million during the twenty-six weeks ended June 25, 2023. As of June 30, 2024, the Company had \$13.8 million remaining under its \$50.0 million repurchase program.

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 described in Item 1A. "Risk Factors" of our Annual Report.

As of June 30, 2024, the Company had a strong financial position with \$54.5 million in cash and cash equivalents, no debt and \$25.0 million of availability under its revolving credit facility.

Cash Flows for Twenty-Six Weeks Ended June 30, 2024 and June 25, 2023

The following table summarizes the statement of cash flows (in thousands):

	Twenty-Six Weeks Ended	
	June 30, 2024	June 25, 2023
Net cash provided by operating activities	\$ 20,735	\$ 29,419
Net cash used in investing activities	(25,300)	(20,615)
Net cash used in financing activities	(8,716)	(4,208)
Net (decrease) increase in cash and cash equivalents	(13,281)	4,596
Cash and cash equivalents at beginning of year	67,774	78,028
Cash and cash equivalents at end of period	<u>\$ 54,493</u>	<u>\$ 82,624</u>

Operating Activities. Net cash provided by operating activities decreased \$8.7 million to \$20.7 million for the twenty-six weeks ended June 30, 2024 from \$29.4 million during the comparable period in 2023. 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 decrease in net cash provided by operating activities was mainly attributable to:

- 1) a \$4.6 million decrease in net income; and
- 2) a \$8.8 million decrease in accrued and other liabilities largely driven by a higher performance-based bonus pay-out in the first half of 2024 as compared to the comparable period last year.

This overall decrease of \$13.4 million, as detailed above, is partially offset by \$4.1 million in less payments on accounts payable and prepaid expenses mainly driven by timing of payments as compared to last year.

Investing Activities. Net cash used in investing activities increased \$4.7 million to \$25.3 million for the twenty-six weeks ended June 30, 2024 from \$20.6 million during the comparable period in 2023, mainly driven by an increase and timing of our new restaurant construction as compared to the same period last year.

Financing Activities. Net cash used by financing activities increased \$4.5 million to \$8.7 million for the twenty-six weeks ended June 30, 2024 from \$4.2 million during the comparable period in 2023 primarily due to an \$4.4 million increase in the repurchases of shares of common stock.

As of June 30, 2024, 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, except as disclosed in Note 5, *Long-Term Debt*.

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 except the Piper fee as described above under "—Merger with Darden."

Off-Balance Sheet Arrangements

As of June 30, 2024, we are not involved in any variable interest entities transactions and do not otherwise have any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

There have been no material changes to the critical accounting policies and estimates 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 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 impact of negative economic factors, including inflation and the availability of credit;
- 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;

- 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;
- uncertainties related to the consummation of the pending Merger;
- our ability to complete the Merger, if at all, on the anticipated terms and timing, including obtaining requisite stockholder approval and regulatory approvals, and the satisfaction of other conditions to the completion of the Merger;
- the occurrence of any event, change, or other circumstance that could give rise to the termination of the Merger Agreement, including in circumstances requiring us to pay a termination fee;
- potential litigation relating to the Merger that could be instituted against us or our directors or officers, including the effects of any outcomes related thereto;
- the risk that disruptions from the Merger will harm our business, including current plans and operations;
- our ability to retain and hire key personnel during the pendency of the Merger;
- the diversion of management's time and attention from ordinary course business operations to completion of the Merger;
- potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Merger;
- potential business uncertainty, including changes to existing business relationships, during the pendency of the Merger;
- certain restrictions during the pendency of the Merger that may impact our ability to pursue certain business opportunities; and
- 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. 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 June 30, 2024, 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

Except as described below, there have been no material changes from the risk factors previously disclosed in our Annual Report filed with the SEC.

The pendency of the Merger could harm our business, financial condition or results of operations, or the market price of our common stock.

On July 17, 2024, we announced that we had entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among the Company, Darden Restaurants, Inc., a Florida corporation (“Parent”) and Cheetah Merger Sub Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Parent (“Merger Sub”), providing for the merger of Merger Sub with and into the Company (the “Merger”), with the Company surviving the Merger as an indirect, wholly owned subsidiary of Parent (the “Surviving Corporation”) in accordance with the Delaware General Corporation Law (the “DGCL”). During the period between the date of the signing of the Merger Agreement and the closing of the Merger, our business has been and is exposed to certain inherent risks due to the effect of the announcement and the pendency of the Merger, including the following:

- difficulties maintaining relationships with customers and business partners, who may defer decisions about working with us, move to our competitors, or seek to delay or change existing business relationships with us;
- uncertainties caused by negative sentiment in the marketplace with respect to the Merger, which could adversely impact investor confidence in our business;
- our inability to retain and hire key personnel during the pendency of the Merger, as our personnel may experience uncertainty about their future roles following the Merger;
- diversion of our management’s time and attention, as well as distraction of our key personnel, from the Company’s ordinary course of business operations;
- the occurrence of any event, change, or other circumstance that could give rise to the termination of the Merger Agreement, including in circumstances requiring the Company to pay a termination fee; and
- our inability to solicit other acquisition proposals after the go shop period ends.

The Merger Agreement also places restrictions on how we conduct our business before the Merger is effective. These restrictions could result in our inability to respond efficiently and successfully to retention issues, competitive pressures, industry developments and future opportunities. This could harm our business, results of operations, and financial condition.

The Merger may not be completed within the expected timeframe, or at all, and any significant delay or the failure to complete the Merger could harm our business, financial condition or results of operations, or the market price of our common stock.

There can be no assurance that the Merger will be completed within the intended timeframe, or at all. If the Merger is not completed within the intended timeframe or at all, or if the Merger is significantly delayed, we may be subject to a number of material risks, including the following:

- to the extent that the current market price of our common stock reflects an assumption that the Merger will be completed, the market price may be negatively impacted because of a failure to complete the Merger within the expected timeframe, or at all;
- we could be subject to litigation related to any failure to complete the Merger;
- we have incurred, and expect to continue incurring, significant costs, expenses, and fees for professional services and other Merger-related costs, for which we may receive little or no benefit if the Merger is not completed, and many of these fees and costs will be payable by us even if the Merger is not completed;
- a significant delay in completing the Merger or the failure to complete the Merger may result in negative publicity, which, in turn, could negatively affect our relationships with business partners and could impact investor and consumer confidence in our business;
- in certain circumstances, we may be required to pay a termination fee if the Merger Agreement is terminated; and

- a 12-month tail period during which the termination fee may be payable in certain circumstances may have a chilling effect on alternatives to the Merger.

The occurrence of any of these events individually or in combination could harm our business, financial condition or results of operations, or the market price of our common stock. Additionally, even if the pending Merger is successfully completed:

- receipt of the all-cash per share Merger consideration is generally taxable to stockholders that are treated as U.S. holders for U.S. federal income tax purposes; and
- stockholders will forego the opportunity to realize the potential long-term value of the successful execution of our current strategy as a public company.

As a result of the announcement of the pending Merger, our current and prospective employees could experience uncertainty about their future with us. As a result, key or other employees may depart because of issues relating to such uncertainty or a desire not to remain with Parent or the Surviving Corporation following the completion of the Merger and we may not be able to hire replacement or additional employees.

As a result of the announcement of the pending Merger, our current and prospective employees could experience uncertainty about their future with us or decide that they do not want to continue their employment with the Surviving Company. As a result, key or other employees may depart because of issues relating to such uncertainty or a desire not to remain with Parent or the Surviving Corporation following the completion of the Merger. Losses of key employees (including officers) or other employees could materially harm our business, results of operations, and financial condition. Such adverse effects could also be exacerbated by a delay in the completion of the Merger for any reason, including delays associated with obtaining requisite regulatory approvals. We may also experience challenges in hiring new employees during the pendency of the Merger, or if the Merger Agreement is terminated, which could harm our ability to grow our business, execute on our business plans or enhance our operations. Additionally, to the extent that we are unable to hire replacement or additional employees or unable to retain employees during the pendency of the Merger, we may need to turn to more expensive and less effective resources, such as consultants or temporary workers, to support our business, which would adversely affect our business, financial condition and results of operations.

The consummation of the Merger is contingent upon the satisfaction of a number of conditions, including regulatory approvals, that may be outside of our or Parent's control and that we and Parent may be unable to satisfy or obtain or which may delay the consummation of the Merger or cause the parties to abandon the Merger.

Consummation of the Merger is contingent upon the satisfaction of a number of conditions, some of which are beyond our and Parent's control, including, among others:

- the affirmative vote of a majority of the outstanding shares of our common stock;
- the absence of an order or law prohibiting or making consummation of the Merger illegal or otherwise prohibited; and
- the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

We cannot predict whether and when the conditions to the closing of the Merger will be satisfied. The conditions to the closing of the Merger may not be fulfilled in a timely manner or at all, and, accordingly, the Merger may not be completed.

Shareholder litigation could prevent or delay the closing of the Merger or otherwise harm our business, financial condition or results of operations, or the market price of our common stock.

We may incur additional costs in connection with the defense or settlement of any future shareholder litigation related to the pending Merger. Such litigation may adversely affect our ability to complete the Merger. We could incur significant costs in connection with any such litigation, including costs associated with the indemnification of obligations to our directors, which could harm our business, financial condition or results of operations, or the market price of our common stock.

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

During the thirteen weeks ended June 30, 2024, none of our officers or directors adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

Item 6. Exhibits

Exhibit No.	Description of Exhibit
2.1	Agreement and Plan of Merger, dated as of July 17, 2024, by and among Darden Restaurants, Inc., Cheetah Merger Sub Inc. and Chuy’s Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K, filed on July 17, 2024)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	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: August 9, 2024

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 an 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: August 9, 2024

/s/ Steven J. Hislop

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 an 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: August 9, 2024

/s/ Jon W. Howie

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 June 30, 2024, 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: August 9, 2024

/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)