

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2017

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-37374



**Bojangles', Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

45-2988924  
(I.R.S. Employer  
Identification No.)

9432 Southern Pine Boulevard  
Charlotte, North Carolina  
(Address of principal executive offices)

28273  
(Zip Code)

(704) 527-2675  
(Registrant's telephone number, including area code)

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

Title of each class	Name of exchange on which registered
Common Stock, par value \$0.01 per share	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

As of June 23, 2017 (the last business day of the registrant's second quarter for fiscal 2017), the aggregate market value of the registrant's voting common stock held by non-affiliates of the registrant, based on the closing sale price as reported on the NASDAQ Global Select Market System, was approximately \$276.5 million. For purposes of the

foregoing calculation only, executive officers and directors of the registrant have been deemed to be affiliates.

As of March 1, 2018, there were 36,659,274 shares of the registrant's common stock, par value \$0.01 per share outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this Form 10-K, to the extent not set forth herein, is incorporated herein by reference from the Bojangles', Inc. definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after December 31, 2017.

**BOJANGLES', INC. AND SUBSIDIARIES**  
**FORM 10-K**  
**INDEX**

	<b>Page</b>
<b><u>PART I</u></b>	
Item 1. <a href="#">Business</a>	1
Item 1A. <a href="#">Risk Factors</a>	16
Item 1B. <a href="#">Unresolved Staff Comments</a>	40
Item 2. <a href="#">Properties</a>	41
Item 3. <a href="#">Legal Proceedings</a>	41
Item 4. <a href="#">Mine Safety Disclosures</a>	41
<b><u>PART II</u></b>	
Item 5. <a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	42
Item 6. <a href="#">Selected Financial Data</a>	45
Item 7. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	48
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	71
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	72
Item 9. <a href="#">Changes In and Disagreements with Accountants on Accounting and Financial Disclosure</a>	72
Item 9A. <a href="#">Controls and Procedures</a>	72
Item 9B. <a href="#">Other Information</a>	73
<b><u>PART III</u></b>	
Item 10. <a href="#">Directors, Officers and Corporate Governance</a>	74
Item 11. <a href="#">Executive Compensation</a>	74
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	74
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	74
Item 14. <a href="#">Principal Accountant Fees and Services</a>	74
<b><u>PART IV</u></b>	
Item 15. <a href="#">Exhibits and Financial Statement Schedules</a>	75
Item 16. <a href="#">Form 10-K Summary</a>	78

## MARKET AND INDUSTRY DATA AND FORECASTS

Certain market and industry data included in this Annual Report on Form 10-K is derived from information provided by third-party market research firms, including Technomic, Inc. (“Technomic”) and MillerPulse, LLC (“MillerPulse”), or third-party financial or analytics firms that we believe to be reliable. Market estimates are calculated by using independent industry publications, government publications and third-party forecasts in conjunction with our assumptions about our markets. We have not independently verified such third-party information. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and are subject to change based on various factors, including those discussed under the headings “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” in this Annual Report on Form 10-K.

Certain data are also based on our good faith estimates, which are derived from our knowledge of the industry and independent sources. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Statements as to our market position are based on market data currently available to us. While we are not aware of any misstatements regarding the industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading “Risk Factors” in this Annual Report on Form 10-K. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources.

## BASIS OF PRESENTATION

In this Annual Report on Form 10-K, unless the context otherwise requires:

- “we,” “us,” “our,” the “company” or “Bojangles,” refers collectively to Bojangles’, Inc., a Delaware corporation, incorporated in 2011 and its subsidiaries;
- “our restaurant system” or “our system” refers to both company-operated and franchised restaurants, and the number of restaurants presented in our restaurant system, unless otherwise indicated, is as of December 31, 2017;
- “our restaurants,” or results or statistics attributable to one or more restaurants without expressly identifying them as company-operated, franchised or both, refers to our company-operated restaurants only;
- when referring to “system-wide” financial metrics, we are referring to such financial metrics at the restaurant-level for company-operated restaurants plus those reported to us by our franchisees;
- “average check” refers to company-operated restaurant revenues from company-operated restaurants divided by company-operated restaurant transactions;
- “dayparts” refers to five dayparts consisting of breakfast as open to 11:00 a.m., lunch as 11:00 a.m. to 2:00 p.m., snack as 2:00 p.m. to 5:00 p.m., dinner as 5:00 p.m. to 8:00 p.m., and after dinner as 8:00 p.m. to close.

On May 13, 2015, we completed our initial public offering (“IPO”) of 8,912,500 shares of common stock at a price to the public of \$19.00 per share, including 1,162,500 shares sold to the underwriters pursuant to their option to purchase additional shares. All of the shares of our common stock offered as part of the IPO were sold by selling stockholders. Accordingly, we did not receive any proceeds from the sale of the shares. Prior to the consummation of the IPO (i) a 359.03843-for-1 stock split of our common stock was effected (subject to rounding to eliminate any fractional shares), (ii) the conversion ratio of our Series A Preferred Stock was

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## [Table of Contents](#)

automatically adjusted as a result of the stock split in accordance with certain anti-dilution provisions in our certificate of incorporation and (iii) each share of our Series A Preferred Stock converted into 359.03843 shares of our common stock (subject to rounding to eliminate any fractional shares). All share and per-share data herein have been adjusted to reflect the stock split as though it had occurred prior to the earliest data presented.

We use a 52- or 53-week fiscal year ending on the last Sunday of each calendar year. Fiscal 2013, fiscal 2014, fiscal 2015, fiscal 2016 and fiscal 2017 ended on December 29, 2013, December 28, 2014, December 27, 2015, December 25, 2016 and December 31, 2017, respectively.

In a 52-week fiscal year, each quarter includes 13 weeks of operations; in a 53-week fiscal year, the first, second and third quarters each include 13 weeks of operations and the fourth quarter includes 14 weeks of operations. Approximately every five or six years, a 53-week fiscal year occurs. Fiscal 2017 was a 53-week fiscal year. Fiscal 2013, fiscal 2014, fiscal 2015 and fiscal 2016 were each 52-week fiscal years.

Our point-of-sale system is used to collect detailed transaction data from company-operated restaurants, which generates information about product mix, daypart sales and other metrics that we actively analyze. In order to calculate certain key performance indicators, franchised restaurant sales are estimated based on data reported by our franchisees.

Comparable restaurant sales reflects the change in year-over-year sales for the comparable restaurant base (as applicable, system-wide, franchised or company-operated restaurants). A restaurant enters our comparable restaurant base on the first full day of the month after being open for 15 months using a mid-month convention. Refranchised restaurants are excluded from our comparable restaurant base for the twelve-month period following the date of the refranchising. The comparable restaurant base for company-operated restaurants is determined using our weekly reporting period, which is Monday through Sunday. If a company-operated restaurant is temporarily closed for a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the full weekly reporting period(s) impacted by the temporary closure. In addition, comparable restaurant sales excludes the impact of any deferred revenue associated with our recently launched Bo Rewards customer loyalty program.

System-wide comparable restaurant sales include restaurant sales at all comparable company-operated restaurants and at all comparable franchised restaurants, as reported by franchisees. The comparable restaurant base for franchised restaurants is determined using a monthly reporting period. If a franchised restaurant is temporarily closed for a period of at least a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the entire monthly period(s) impacted by the temporary closure. While we do not record franchised restaurant sales as revenues, our royalty revenues are calculated based on a percentage of franchised restaurant sales.

We measure system-wide, franchised and company-operated average unit volume (“AUV”) on a fiscal year basis and on a trailing twelve-months (“TTM”) basis for non-fiscal year-end periods. Annual AUVs are calculated using the following methodology: first, we determine the domestic free-standing restaurants with both a drive-thru and interior seating that have been open for a full twelve-month period (excluding Bojangles’ Express and drive-thru only units); and second, we calculate the revenues for these restaurants and divide by the number of restaurants in that base to arrive at our AUV calculation. Refranchised restaurants are excluded from our AUV calculation for the twelve-month period following the date of the refranchising. This methodology is similar for each TTM period in addition to the fiscal year end.

Restaurant contribution represents our operating income excluding the impact of franchise royalty revenues, other franchise revenues, general and administrative expenses, depreciation and amortization, impairment and (gain) loss on disposal of property and equipment and other. Restaurant contribution margin is defined as restaurant contribution as a percentage of company-operated restaurant revenues.

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## [Table of Contents](#)

We calculate restaurant-level cash flow as restaurant contribution (excluding reopening expense) less equipment capital lease payments. Our equipment capital leases typically have terms of 60 months.

We calculate cash-on-cash return by dividing year one restaurant-level cash flow by upfront cash investment costs (which include upfront cash equipment investments and exclude reopening costs).

Certain monetary amounts, percentages and other figures included in this Annual Report on Form 10-K have been subject to rounding adjustments. Percentage amounts included in this Annual Report on Form 10-K have not in all cases been calculated on the basis of such rounded figures, but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this Annual Report on Form 10-K may vary from those obtained by performing the same calculations using the figures in our Consolidated Financial Statements. Certain other amounts that appear in this Annual Report on Form 10-K may not sum due to rounding.

Unless otherwise indicated, all references to “dollars” and “\$” in this Annual Report on Form 10-K are to, and amounts are presented in, U.S. dollars.

### **TRADEMARKS AND COPYRIGHTS**

Bojangles’®, “Bojangles’ Express®,” “It’s Bo Time®,” “Big Bo Box®,” “Chicken Supremes™,” “Bojangles’ Cajun Pintos®,” “Bojangles’ Dirty Rice®,” “Legendary Iced Tea®,” “Tailgate Everything®,” “Cajun Filet Biscuit®,” “Bo-Tato Rounds®,” “Bo-Berry Biscuits®,” “Bo’Town Roasters™,” “Bojangles’ Seasoned Fries™,” “Bo Rewards™,” “Roasted Chicken Bites™” and other trademarks or service marks of Bojangles’ appearing in this Annual Report on Form 10-K are the property of Bojangles’ or its subsidiaries. Solely for convenience, some of the copyrights, trade names and trademarks referred to in this Annual Report on Form 10-K are listed without their ©, ®, sm and ™ symbols, but we will assert, to the fullest extent under applicable law, our rights to our copyrights, trade names, trademarks and service marks. This Annual Report on Form 10-K contains additional trade names, trademarks, and service marks of other companies. We do not intend our use or display of other companies’ trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Statements made in this Annual Report that are not statements of historical or current facts, such as those under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. These statements may be preceded by, followed by or include the words “aim,” “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “outlook,” “plan,” “potential,” “project,” “projection,” “seek,” “may,” “could,” “would,” “will,” “should,” “can,” “can have,” “likely,” the negatives thereof and other words and terms of similar meaning.

Forward-looking statements are inherently subject to risks, uncertainties and assumptions; they are not guarantees of performance. You should not place undue reliance on these statements. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that our assumptions made in connection with the forward-looking statements are reasonable, we cannot assure you that the assumptions and expectations will prove to be correct.

You should understand that the following important factors could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements:

- *our vulnerability to changes in consumer preferences and economic conditions;*

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## Table of Contents

- *our ability to open restaurants in new and existing markets and expand our franchise system;*
- *our ability to generate comparable restaurant sales growth;*
- *our restaurants and our franchisees' restaurants may close due to financial or other difficulties;*
- *new menu items, advertising campaigns, changes in discounting strategy, technology initiatives and restaurant designs and remodels may not generate increased sales or profits;*
- *anticipated future restaurant openings may be delayed or cancelled;*
- *increases in the cost of chicken, pork, dairy, wheat, corn and other products;*
- *our ability to compete successfully with other quick-service and fast-casual restaurants, including new entrants to the breakfast market and those newly expanding their breakfast menus for all day availability and those expanding their chicken menu items;*
- *our reliance on our franchisees, who may be adversely impacted by economic conditions and who may incur financial hardships, be unable to obtain credit, need to close their restaurants or declare bankruptcy;*
- *our ability to support our franchise system;*
- *our limited degree of control over the actions of our franchisees;*
- *our potential responsibility for certain acts of our franchisees;*
- *our vulnerability to conditions in the Southeastern United States;*
- *negative publicity, whether or not valid;*
- *concerns about food safety and quality and about food-borne illnesses, including adverse public perception due to the occurrence of avian flu, swine flu or other food-borne illnesses, such as salmonella, E. coli, or others;*
- *our dependence upon frequent and timely deliveries of restaurant food and other supplies;*
- *our reliance upon a limited number of suppliers for substantially all of our restaurant food and other supplies;*
- *our reliance upon just one third-party distributor for substantially all of our restaurant food and other supplies;*
- *the adverse impact of economic conditions on our operating results and financial condition, on our ability to comply with the terms and covenants of our debt agreements and on our ability to pay or to refinance our existing debt or to obtain additional financing;*
- *our ability to protect our name and logo and other intellectual property;*
- *loss of the abilities, experience and knowledge of our existing directors and officers;*
- *matters relating to employment and labor laws;*
- *labor shortages or increases in labor costs;*
- *the impact of litigation, including wage and hour class action lawsuits;*
- *our ability and the ability of our franchisees to renew leases at the end of their terms;*
- *the impact of federal, state or local government regulations relating to the preparation and sale of food, zoning and building codes, employee wages and benefits, and environmental and other matters;*
- *the fact that we are considered a "controlled company" and exempt from certain corporate governance rules primarily relating to board independence, and we may use some or all of these exemptions;*
- *the fact that we are a holding company with no operations and will rely on our operating subsidiaries to provide us with funds;*

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## Table of Contents

- *the timing and the number of shares of our common stock purchased under our share repurchase program;*
- *our expectations regarding the time during which we will be an emerging growth company under the JOBS Act; and*
- *changes in accounting standards.*

More information on potential factors that could affect our financial results is included from time to time in the “Cautionary Note Regarding Forward-Looking Statements,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” or similarly captioned sections of this Annual Report and our other periodic and current filings we make from time to time with the United States Securities and Exchange Commission (the “SEC”), and which are available on our website at <http://www.bojangles.com>. You should not place undue reliance on any of our forward-looking statements which speak only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Furthermore, we cannot guarantee future results, events, levels of activity, performance or achievements.



## PART I

### *Item 1. Business*

#### **Company Overview**

Bojangles', Inc. (together with its subsidiaries, "Bojangles'," "we," "us," "our," or the "Company") was incorporated in Delaware in 2011.

#### **It's Bo Time!**

Bojangles' is a highly differentiated and growing restaurant operator and franchisor dedicated to serving customers high-quality, craveable food made from our Southern recipes. Since 1977, we believe Bojangles' has become an iconic brand with a cult-like following due to our famous, made-from-scratch biscuits baked every 20 minutes, our fresh, never-frozen bone-in fried chicken, our unique fixin's and our Legendary Iced Tea. We believe we offer fast-casual quality food combined with quick-service speed, convenience and value. While we serve our full menu of craveable food across all dayparts, we are especially known by customers for our breakfast offerings and generated, on average, approximately \$620,000 in fiscal 2017 per company-operated restaurant before 11:00 a.m. In fiscal 2017, our 325 company-operated and 439 franchised restaurants, primarily located in the Southeastern United States, generated approximately \$1.3 billion in system-wide sales, representing \$518.4 million in company-operated restaurant revenues and \$760.0 million in franchise sales, which contributed \$29.1 million in franchise royalty and other franchise revenues. Over this same period, our restaurants generated a system-wide AUV of approximately \$1.8 million, which we believe is among the highest in the quick-service restaurant ("QSR") and fast-casual segments. Our mission is to win the hearts of our customers by delivering quality and service all day, every day, and we believe our passionate team members and culture are fundamental to our success. The excitement for our brand and enthusiasm of our customers can be best summarized by our famous tagline... "It's Bo Time!"

Since our founding in Charlotte, North Carolina in 1977, our core menu centered on "chicken 'n biscuits" has remained largely unchanged. We believe our variety of fresh, flavorful and Southern-inspired items appeals to a broad customer demographic across our five dayparts: breakfast, lunch, snack, dinner and after dinner. Bojangles' is known for its breakfast menu, which is served all day, every day, and includes our popular Cajun Filet Biscuit. We also offer hand-breaded, bone-in chicken marinated for at least 12 hours, Chicken Supremes, Homestyle Chicken Tenders and sandwiches, as well as unique fixin's including our Seasoned Fries, Bo-Tato Rounds, Cajun Pintos and Dirty Rice. Our "500 Calorie and Under" menu features items such as salads, grilled chicken sandwiches, and fat-free green beans. In addition to our individual menu items, we offer combos and family meals that appeal to large parties, as well as our Big Bo Box, which is perfect for tailgating events. Our food is complemented by our Legendary Iced Tea that is steeped the old-fashioned way, providing a rich flavor that our customers crave. Our high-quality, handcrafted food also represents a great value with an average check of only \$7.28 for company-operated restaurants in fiscal 2017. We believe our distinct menu with fresh, made-from-scratch offerings combined with a compelling average check creates an attractive value proposition for our customers.

#### **Our Industry**

The U.S. restaurant industry is divided into two segments: full service and limited service. Full service is comprised of the casual dining, mid-scale and fine dining sub-segments. We operate within the limited service segment ("LSR"), which is comprised of the QSR and fast-casual sub-segments. QSRs are defined by Technomic as traditional "fast-food" restaurants with average check sizes of \$3.00-\$8.00. Fast-casual is defined by Technomic as a limited or self-service format with average check sizes of \$8.00-\$12.00 that offers food prepared to order within a generally more upscale and developed establishment. Our restaurants combine elements of both QSRs and fast-casual restaurants. Our restaurants' convenient locations and format, drive-thru service and average check are attributes that we share with QSRs (rather than with the fast-casual segment generally), while the quality of our food, the freshness of our ingredients and our traditional cooking methods (as opposed to utilizing microwaves) are attributes that we generally share with fast-casual restaurants.

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## [Table of Contents](#)

According to Technomic, 2016 sales for the total LSR category increased 4.5% from 2015 to \$268 billion. We offer fast-casual quality food combined with quick-service speed, convenience and value across multiple dayparts. We believe our differentiated, high-quality menu, including our extensive breakfast offerings that deliver great value all day, every day, positions us to compete successfully against both QSR and fast-casual concepts, providing us with a large addressable market.

We believe that we are well-positioned to benefit from a number of culinary and demographic trends in the United States:

*Growing Breakfast Daypart:* According to MillerPulse, total morning meal dollars grew from \$53 billion in 2011 to \$75 billion in 2017, representing a CAGR of 6.0%. In addition, sales for the QSR morning meal daypart grew from \$42 billion in 2011 to \$58 billion in 2017, representing a CAGR of 6.0%. Several factors are driving growth in the breakfast daypart, including more extensive menu offerings and consumers' desire for value, portability and convenience. Consumers' breakfast eating habits tend to be more habitual than other meals because breakfast is part of many consumers' morning routines.

*Increasing Chicken Category:* In 2016, the chicken menu category for LSRs grew 7.5% from 2015, outpacing the broader LSR category, according to Technomic.

*Population Growth in Our Markets:* Since 2000, population growth in our key markets has exceeded the U.S. national average. According to the U.S. Census Bureau, growth in the Georgia, North Carolina, South Carolina, Virginia and Tennessee populations from 2000 to 2017 was on average 23.4%, as compared to 15.4% population growth in the U.S. over that same period.

### **The “Bo Difference”**

We believe the following strengths differentiate us and serve as the foundation for our continued growth:

*Iconic Brand with Loyal, Cult-Like Following.* Since opening our first restaurant in North Carolina in 1977, we believe we have become an iconic brand with a cult-like following by consistently delivering differentiated, craveable food. We believe our “Bo Fanatics,” which is our term for our most loyal customers, visit us multiple times per week and promote our brand through word of mouth and engagement on social media. We support our brand through high profile sponsorships of sporting events and venues, such as the Bojangles' Southern 500, as well as endorsements from celebrities who are fans of Bojangles'. We believe our iconic brand and cult-like following support our ability to grow our restaurant base in existing and new markets.

*High-Quality, Craveable Food.* We are committed to maintaining the integrity of our traditional, Southern food. We believe our customers crave the unique flavor of our food and the variety of our menu, which includes our signature breakfast biscuits, bone-in fried chicken, Chicken Supremes, Homestyle Chicken Tenders, sandwiches, unique fixin's, and our “500 Calorie and Under” menu. We use high-quality ingredients prepared the old-fashioned way and do not have microwaves in our restaurants. As an example of our commitment to quality, all of our specially trained biscuit makers follow 48 steps in preparing our made-from-scratch, buttermilk biscuits, which are baked fresh every 20 minutes. We prepare eggs, sausage and cured country ham on the griddle for our breakfast menu served all day. For our unique fixin's, we prepare our famous Dirty Rice and Cajun Pintos on the stove-top, and our Seasoned Fries are made with our special blend of seasonings. Finally, we steep our Legendary Iced Tea to ensure a rich brewed flavor that our customers crave. This commitment to offering high-quality food with unique flavor that we believe customers cannot find at other restaurants has earned us deep customer loyalty and a high frequency of visits.

*Diversified Daypart Mix.* We have a diversified daypart mix that supports AUVs that are among the highest in the QSR and fast-casual segments:

*Our Famous Breakfast:* While many of our competitors do not offer breakfast, in fiscal 2017, we generated 37% of our company-operated restaurant revenues before 11:00 a.m., or an average of

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## [Table of Contents](#)

approximately \$620,000 annually per company-operated restaurant. Our strong breakfast results make us a leader in an attractive daypart in the industry. Furthermore, we believe breakfast has broad customer appeal and is the most habitual daypart, which drives repeat business and customer loyalty.

*Our Craveable Menu for Lunch, Snack, Dinner and After Dinner:* In fiscal 2017, we generated 63% of our company-operated restaurant revenues from 11:00 a.m. to closing, which is typically 10:00 p.m. We believe Bojangles' menu, focused on high-quality, craveable items, is distinct in the LSR industry and provides an attractive value proposition for lunch, snack, dinner and after dinner. Our Big Bo Box, family and tailgate meals cater to group occasions and drive sales during these dayparts. Additionally, our customers can order our famous breakfast items all day, which we believe differentiates us from our peers and delivers great value at all hours.

*Unique Value Proposition: Fast-Casual Quality Food with QSR Speed, Convenience and Value.* Everything we do is driven by our intense focus on delivering a compelling value proposition to our customers. We believe that our concept combines elements of both fast-casual restaurants (quality and food preparation) and QSR (speed, convenience and value). Our value proposition is a key element of our business:

*High-Quality Ingredients:* We cook our food using high-quality ingredients. For example, our menu features our famous biscuits, which are made from fresh buttermilk, and our bone-in fried chicken, which is fresh and never-frozen. Our menu also includes items such as our Country Ham Biscuit made from traditionally dry-cured country ham and our Sausage Biscuit made from high-quality sausage with a blend of seasonings prepared especially for Bojangles'. Our Legendary Iced Tea is steeped the old-fashioned way and is never made from concentrates or poured from bottles or cans.

*Traditional Food Preparation:* We prepare our food the old-fashioned way, and never in a microwave. Our restaurant kitchens are specifically designed for our employees to prepare our food in a traditional manner; for example, our bone-in chicken is hand-breaded and is marinated for at least 12 hours. Many of our menu items are made-from-scratch and are cooked in the oven, on the griddle or on the stove-top.

*Compelling Speed and Convenience:* We locate our restaurants in places that are easily accessible and convenient to customers' homes, places of work and daily commutes. We also strive to deliver our food quickly to our customers, whether in our restaurants or through our drive-thru. We believe our customers appreciate our speed and convenience, as evidenced by over 80% of our company-operated restaurant revenues in fiscal 2017 generated via drive-thru and carry-out.

*Attractive Price Point:* Our average check was \$7.28 for company-operated restaurants in fiscal 2017. We believe this average check is lower than any fast-casual and most QSR restaurant concepts.

*Compelling Hybrid System that Provides Capital Efficient Growth.* Our hybrid system captures the earnings power of a company-operated model with strong economics and the capital efficiency of a franchised model. As of December 31, 2017, 43% of our restaurant base was company-operated and 57% was franchised.

*Company-Operated:* As of December 31, 2017 we had 325 company-operated restaurants, which has grown from 196 as of the end of fiscal 2011, representing a CAGR of 8.8%. In fiscal 2017, our company-operated restaurants generated \$518.4 million in revenues, which increased from \$281.9 million in fiscal 2011. This sales growth contributed to our restaurant contribution increase from \$44.3 million in fiscal 2011 to \$80.6 million in fiscal 2017, representing a CAGR of 10.5%. With approximately 43% of the restaurant base operated by the company, we are aligned with our franchisees and take a leadership role in executing brand and operational initiatives. Our company-operated restaurants have achieved strong performance, thereby illustrating to franchisees the potential of our brand and generating significant credibility within our franchise base.

*Franchised:* As of December 31, 2017, our franchisees operated 439 restaurants, which has grown from 312 as of fiscal 2011, representing a CAGR of 5.9%. Royalties and other franchise revenues totaled

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## [Table of Contents](#)

\$29.1 million in fiscal 2017, which increased from \$18.0 million in fiscal 2011. We believe royalties and fees generated from our franchise base provide us with significant, predictable cash flow to invest in executing our strategies. Our approximately 90 franchise entities are important partners in our system-wide growth as they allow us to expand the Bojangles' brand in new and existing markets in a capital efficient manner.

*Highly Productive Restaurant Base with Strong Unit Economics.* We believe our differentiated customer value proposition generates strong restaurant-level financials and attractive returns on investment. For fiscal 2017, our system-wide AUV was approximately \$1.8 million, which we believe is among the highest in the QSR and fast-casual segments. Our new company-operated restaurant model targets strong cash flows and compelling cash-on-cash returns. Unlike some other restaurant concepts, we primarily utilize build-to-suit developments and equipment financing leases for our new company-operated restaurants, which requires minimal upfront investment for construction and equipment costs. Our new company-operated restaurant model is based on a year one target AUV of \$1.5 million, as well as restaurant-level cash flow of approximately \$110,000 and average upfront cash equipment investment of approximately \$85,000 for locations under build-to-suit and equipment financing leases. Given our build-to-suit and equipment financing lease strategy that minimizes our upfront cash investment, our new company-operated restaurant model delivers, on average, a less than one-year payback on cash investment for these locations, which we are able to assess once the restaurant has been open for a full twelve months. Our new company-operated restaurants that utilize a build-to-suit and equipment financing lease strategy and opened during fiscal year 2016, which is the most recent class for which a full twelve months of results is available, fell short of meeting our targets. On average, we have exceeded the one-year payback on cash investment target for our new company-operated restaurants utilizing a build-to-suit and equipment financing lease strategy that were opened during fiscal years 2012-2016. We believe our low cash investment provides a platform for compelling returns on our new restaurants. See “—Construction” for more information.

*Strong Management Team Driving Culture Based on People.* We have a highly experienced management team. Our leadership team is committed to instilling our strong culture, which is based on trust, servant leadership and total commitment in all that we do. Our values of hard work, teamwork, harmony, listening and respect underlie everything that we do, both in our interactions with each other and with customers. We view our restaurant-level employees as the true heroes of our business, working daily to deliver our high-quality food with a strong sense of pride in our brand. We believe our strong management team and commitment to a culture based on people and integrity are key drivers of our success as a differentiated restaurant concept and position us well for long-term growth.

### **Spreading the “Bo-Buzz”**

We plan to pursue the following strategies to continue to grow our revenues and profits:

*Continue to Open New Company-Operated and Franchised Restaurants.* We believe we are in the early stages of our growth story. We have expanded our system-wide restaurant count from 508 restaurants as of the end of fiscal 2011 to 764 restaurants as of the end of fiscal 2017, representing a CAGR of 7.0%. In fiscal 2017, we opened 26 company-operated restaurants and 26 franchised restaurants, contributing to annual system-wide unit growth of 6.7%. We continue to expand our footprint into adjacent markets and expect our franchisees will continue to lead our expansion efforts because we intend to open fewer new company-operated restaurants on a go-forward basis. Given the strength of our brand, existing restaurant base and new unit economics, we believe we can continue opening restaurants in our core North Carolina and South Carolina markets. Additionally, given the performance of our 314 company-operated and franchised restaurants in adjacent markets as of December 31, 2017, we believe there is a significant opportunity to continue to grow in our existing footprint.

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## [Table of Contents](#)

*Drive Comparable Restaurant Sales.* We strive to deliver comparable restaurant sales growth through the following strategies:

*Attract New Customers Through Expanded Brand Awareness:* We expect to attract new customers as Bojangles' becomes more widely known due to new restaurant openings and marketing efforts focused on broadening the reach and appeal of our brand. We expect consumers will become more familiar with Bojangles' as we continue to penetrate our markets, which we believe will benefit our existing restaurant base. Our marketing strategy centers on our "It's Bo Time" campaign, which highlights the craveability and made-from-scratch quality of our food. We also utilize social media community engagement and public relations to increase the reach of our brand. Additionally, our system will benefit from increased contributions to our marketing and various co-op advertising funds as we continue to grow our restaurant base.

*Increase Existing Customer Frequency:* We are striving to increase customer frequency by providing "Bo-Size Service," a service experience and environment that "compliments" the quality of our food and models our culture. We expect to accomplish this by enhancing customer engagement, while also improving throughput, order execution and quality. Additionally, in early fiscal 2014 we began implementing a customer experience measurement system, which provides us with real-time feedback and customers' insights to enhance our service experience. We also previously announced that we have or will be strategically adding labor initiatives, such as enhanced service and more full-time versus part-time team members, where we believe it will significantly enhance the customer service experience over time. We believe that always striving for excellent customer service will create an experience and environment that will support increased existing customer visits.

*Continue to Grow Dayparts:* We believe we have an opportunity to complement our strong breakfast daypart with our lunch, snack, dinner and after dinner dayparts. We expect to drive growth across these dayparts through optimized labor and management allocation, enhanced menu offerings, innovative merchandising and marketing campaigns, such as our Big Bo Box packaging and Tailgate Everything campaign, which have successfully driven growth in our post-breakfast dayparts over time. We plan to continue to introduce and market limited time offers to increase occasions across our dayparts as well as to educate customers on our lunch and dinner offerings.

*Leverage Technology.* We are investing in new technology, such as our new point-of-sale system, XPIENT, which will allow us to enhance efficiency and throughput in our restaurants. The installation of XPIENT in all company-operated restaurants was completed in fiscal 2015. Additionally, we introduced the Bojangles' Mobile App during the fourth quarter of fiscal 2017, which includes features such as mobile payment and our Bo Rewards customer loyalty program. Further, we are targeting fiscal 2018 for the roll out the next phase of our Bojangles' Mobile App launch, which we expect to include mobile ordering from a limited menu of select Bojangles' favorites, like our Big Bo Boxes for tailgating and large catering events. We believe the launch of, and future enhancements to, the Bojangles' Mobile App will improve our customer experience, capture large group ordering and increase transactions.

*Continue to Enhance Profitability.* We focus on expanding our profitability over the long term while also investing in personnel, technology and infrastructure to support our future growth. We will seek to further enhance our long-term margins by maintaining fiscal discipline and leveraging fixed costs. We constantly focus on restaurant-level operations, including cost controls, while ensuring that we do not sacrifice the quality and service for which we are known. Additionally, as our restaurant base grows, we believe we will be able to leverage support costs over the long term as general and administrative expenses grow at a slower rate than our revenues.

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[Table of Contents](#)

**Our Food**

***Our Menu***

Our core menu has been centered on “chicken ‘n biscuits” since our founding in 1977. We believe we offer craveable, Southern-inspired food with unique flavor that customers cannot find at other restaurants. We prepare our food using high-quality ingredients with many of our items made-from-scratch, and we do not permit microwave ovens in any of our restaurants, ever. Our menu includes our famous, made-from-scratch, buttermilk biscuits baked fresh every 20 minutes; our fresh, never-frozen bone-in fried chicken; our unique fixin’s; our “500 Calorie or Under” menu items such as salads, our grilled chicken sandwich, and fat-free green beans; our freshly baked and delicious sweets menu; and our Legendary Iced Tea. Our goal is that every menu item at Bojangles’ has a unique or special flavor that differentiates our restaurants and our brand.

Our food is offered a la carte and in combos which may be favorably priced compared to individual orders. A Bojangles’ customer may order a single piece of chicken or one of our chicken dinners with a choice of our unique fixin’s, and always accompanied by a made-from-scratch, fresh buttermilk biscuit. Our chicken, fixin’s, biscuits and Legendary Iced Tea may also be ordered in boxes or family meals, and larger combinations may be offered as tailgate specials or may be packaged in our iconic Big Bo Box. The addition of boxes, family meals and tailgate specials to our menu has helped increase our dinner and carry-out business over time, resulting in a higher average check and comparable restaurant sales growth over time.

***Breakfast***

We are especially known for our breakfast offering, which is served all day, every day. Each morning, our specially trained and certified biscuit makers begin preparing our made-from-scratch biscuits, which are made using fresh buttermilk and flour. Biscuit sandwiches are typically made-to-order with combinations of chicken, ham, sausage, cheese, eggs, gravy and other fillings. Our Cajun Filet Biscuit is our most popular biscuit sandwich, featuring our marinated chicken filet with special Cajun-inspired seasonings. For our ham biscuits, we use dry-cured country ham that is rubbed with salt, sugar and other ingredients and then cured for 90 days and our steak biscuits are made with breaded chopped steak. We also offer limited-time-only biscuit sandwiches utilizing the same made-from-scratch biscuit platform, including our grilled pork chop biscuit. To complement our biscuits, many customers choose our Bo-Tato Rounds, which are mini seasoned hash browns fried to a golden brown, and our Bo’Town Roasters coffee.

Below are just a few of our breakfast biscuits served all day, every day:

**Cajun Chicken Filet**



**Country Ham**



**Sausage**



**Steak**



**Gravy**



***Lunch, Snack, Dinner and After Dinner***

Our menu centers on our fresh, never-frozen, bone-in chicken and a variety of unique fixin’s. Our bone-in chicken is marinated for at least 12 hours, and then hand-dipped and breaded before cooking. In addition to our bone-in chicken, we offer our Chicken Supremes and our Homestyle Chicken Tenders, which have a milder flavor profile, both of which are made with boneless whole breast chicken select tenderloin.

To accompany our chicken, we offer our famous fixin’s including our Dirty Rice and Cajun Pintos which are cooked on the stove-top. For our Dirty Rice, we use sausage made to our specification using our exclusive blend of seasonings, and our Cajun Pintos are prepared using our exclusive rancho style seasonings. Our Seasoned

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## [Table of Contents](#)

Fries are skin-on, entrée fries which are sprinkled with our special seasoning blend. In addition, we offer Southern style mac 'n cheese made from two cheeses; fat-free green beans; cole slaw; and mashed potatoes with gravy. We also offer flavorful bowls, which include our Chicken Rice Bowl and our JamBolaya Bowl, each served with a biscuit.

**2-Piece Dinner**



**Fixin's**



**Chicken Supremes**



**Chicken Rice Bowl**



**20-Piece Tailgate**



Our menu also features salads, sandwiches and our whole meat Roasted Chicken Bites. For our sandwiches, our customers can order grilled chicken or a Cajun Filet on a toasted bun. Our sandwiches are served with crisp lettuce and fresh tomato, with the option of adding hardwood-smoked bacon and sharp American cheese. We offer salads, made fresh daily and featuring a mix of crisp romaine and iceberg lettuce, red cabbage, grated carrots, sliced cucumber, grape tomatoes and Monterey jack and cheddar cheese. Our customers can also add our seasoned, grilled chicken breast filet, Roasted Chicken Bites and boneless whole breast tenderloin filets to our salads for a delicious and satisfying meal.

**Grilled Chicken Sandwich**



**Chicken Supremes Salad**



**Grilled Chicken Salad**



**Roasted Chicken Bites**



In addition, we serve a selection of sweets including our customers' favorite Bo-Berry Biscuit, which is a made-from-scratch sweet biscuit, freshly baked and topped with delicious icing. We also offer our cinnamon biscuit and our signature sweet potato pie.

**Bo-Berry Biscuit**



**Cinnamon Biscuit**



**Sweet Potato Pie**



Overall, we believe our differentiated menu of high-quality, hand-crafted food represents a great value with an average check of only \$7.28 for company-operated restaurants in fiscal 2017.

### **Restaurant Design**

Our typical full-size restaurant is a modern, free-standing building which is approximately 3,900 square feet in size and can seat approximately 70 customers. Our restaurant locations are typically free-standing urban or suburban locations, and are located on approximately one acre of land and include a drive-thru window and approximately 45 parking spaces. Our restaurants are characterized by a unique exterior and interior design, color schemes, and layout, including specially designed decor and furnishings. The exterior of our current restaurant design is characterized by orange mansard roofs, tall brick towers and stucco arches. Restaurant interiors incorporate modern designs and rich colors in an effort to provide a clean and inviting environment and fun, family-friendly atmosphere.

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## [Table of Contents](#)

During fiscal 2016, we completed the initial phase of our “Bojangles’ of the Future” project, which included a complete review of the interior and exterior design of our restaurants, as well as what elements could potentially be incorporated into future restaurant remodels. Our new restaurant design features a distinctive, contemporary exterior that combines sophisticated materials like brick and tile, as well as steel canopies. Soft lighting and landscaped planters alongside the building and in the drive-thru lane are designed to provide the restaurant with a warm, welcoming feel. The new restaurant interior will center on the star of the Bojangles’ menu—our made-from-scratch biscuits. Upon entering the restaurant and proceeding to the counter, guests will be able to view our new “Biscuit Theater” where they can watch biscuits being made fresh every 20 minutes by a Bojangles’ Master Biscuit Maker. The dining room will also get a refresh with wireless internet, multi-device electrical charging stations, unique high-top community tables and a variety of seating options to accommodate different sized groups. During fiscal 2017, we unveiled our new restaurant design, which we believe will enhance our brand and unit growth opportunity. During fiscal 2017, we opened a total of five company-operated “Bojangles’ of the Future” locations and completed three remodels that included many of the design elements in the “Bojangles’ of the Future” prototype.

Although we have not yet determined if the “Bojangles’ of the Future” will become our system-wide new unit standard, certain of these design features are being incorporated into current construction projects. We believe our “Kitchen of the Future” redesign, which is now a new unit standard for our company-operated full-size restaurants, will support greater efficiency, better throughput and increased transactions.

In addition to our standard restaurants, as of December 31, 2017, we had 38 locations that were either Bojangles’ Express or drive-thru only. Bojangles’ Express restaurants are located in or attached to another business or other structures such as shopping malls, food courts, travel plazas, grocery stores, college campuses, airports, transportation centers, military bases or convention centers or sports arenas and may be as small as 800 square feet and as large as 3,800 square feet. Bojangles’ Express locations may be part of a larger structure or complex.

### **Site Selection and Expansion**

#### ***New Restaurant Development***

We believe our restaurant model is designed to generate compelling cash flow, restaurant-level financial results and returns on invested capital, which we believe provide us with an attractive foundation for expansion. In fiscal 2015, we opened 29 company-operated and 34 franchised restaurants, in fiscal 2016, we opened 29 company-operated and 29 franchised restaurants and in fiscal 2017, we opened 26 company-operated and 26 franchised restaurants, contributing to annual system-wide unit growth of 6.4% in fiscal 2015, 8.2% in fiscal 2016 and 6.7% in fiscal 2017. We continue to expand our footprint into adjacent markets and expect our franchisees will continue to lead our expansion efforts as we intend to open fewer new company-operated restaurants on a go-forward basis.

#### ***Strategic Growth Plan***

Our strategic plan targets opening both company-operated and franchised restaurant units, increasing comparable restaurant sales and growing AUVs. This integrated strategy seeks to expand our market share by further penetrating existing markets and growing into primarily contiguous new markets, leveraging our brand awareness. Our expansion into new markets typically follows a pattern over the long term of increasing AUVs as more consumers “discover” Bojangles’ and become loyal to our brand and food. Increasing restaurant penetration and leveraging our broader marketing programs drive the “conversion” of customers in new markets. As we penetrate existing markets and enhance our market share, more marketing dollars are available and we are able to increase our marketing spending through the use of various media types, benefiting both new and existing restaurants. When a marketing region reaches a specified level of penetration, the region is elevated to a new marketing threshold which allows for higher impact advertising and drives traffic across the region. We experience significantly higher AUVs in Designated Market Areas (“DMAs”) where our restaurant density is



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## [Table of Contents](#)

high enough to support elevated marketing spending. Our growth strategy is to continue opening restaurants in DMAs where we have higher unit penetration. In addition, we plan to open restaurants in DMAs where we have lower unit penetration so that we can achieve the unit density required to benefit from pooled marketing dollars and increased customer awareness.

### ***Site Selection Process***

We consider the location of a restaurant to be a critical variable in its long-term success and as such, we devote significant effort to the investigation and evaluation of potential restaurant locations. Our in-house development team has significant real estate experience in the restaurant industry. We adhere to a disciplined restaurant site selection plan, which contains criteria based on a variety of factors, including population, demographics, access to “breakfast traffic,” unit visibility and acceptable ingress and egress. This detailed site selection plan allows us to target new restaurant locations primarily on the “going-to-work” side of the street to support breakfast sales, and near traffic light intersections on thoroughfares typically travelled by approximately 20,000 cars or more per day. In addition, we use a third-party data analytics tool to assist in the site selection, and acquire information from data services to support our analysis. New company-operated and franchised restaurants are reviewed and approved by our real estate committee, which includes our senior leadership team.

### **Construction**

On average, it takes approximately one year from identification of a specific site to the opening of a new restaurant, which includes approximately five to six months of due diligence review of the site and three to four months of construction time. Our new restaurants are typically ground-up prototypes but may include conversions. We estimate the land, building and equipment of a new company-operated restaurant requires an average investment of approximately \$2.7 million, including approximately \$0.8 million for land, approximately \$1.5 million for the building construction, which includes the building and site and soft costs, and approximately \$0.4 million for equipment. We primarily utilize build-to-suit developments and equipment financing leases for our new company-operated restaurants, requiring minimal upfront cash investment. Each new company-operated restaurant under a build-to-suit development and equipment financing lease typically requires an upfront cash equipment investment of approximately \$85,000, and we target a year one cash-on-cash payback for our new company-operated restaurants utilizing build-to-suit development and an equipment financing lease. While we primarily utilize a build-to-suit development strategy, our new restaurant strategy may change over time. We expect our average investment for new company-operated restaurants to increase related to our “Bojangles’ of the Future” project. In addition, if our “Bojangles’ of the Future” project is successful, we may undertake more remodels than in previous years, which we expect will increase our total and average investment for remodels as we incorporate the new design elements.

### **Restaurant Management and Operations**

#### ***Service Philosophy***

We are extremely focused on customer service. In fiscal 2014, we introduced Bo-Size Service, which aims to deliver a Star Service experience and environment that “compliments” the quality of our food and models our culture. Our Star Service culture includes key points of difference—“speak to me,” “act like you care,” “hurry,” “get it right” and “bring me back”—which are defined as the simple, but specific, opportunities for us to elevate the level of our service and customer satisfaction. We believe the key points of difference provide us a competitive advantage and a unique opportunity to exceed our customers’ expectations. Understanding these points of difference, developing a culture of genuine customer-service values, and implementing them properly is an essential element of new team member training.

We utilize tools such as our Bo-Sat Monitor guest survey program, which is powered by the Service Management Group, to capture and measure customer feedback. During fiscal 2016, we completed the rollout of

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## [Table of Contents](#)

our Bo-Sat Monitor program to our franchise community, which allowed the entire Bojangles' system to operate under the same program. We believe this industry standard yields valuable data that is informing decisions across the organization, and transforming the way some things are done. As a result of knowledge gained with this effort, we believe we can now dig much deeper into customer service opportunities and potentially elevate the Bojangles' experience even higher for all our customers.

We also previously announced that we have and will be strategically adding labor initiatives, such as service enhancements and more full-time versus part-time team members, where we believe it will significantly enhance the customer service experience over time.

### ***Quality, Food Safety and Handling Procedures***

We and our franchisees are focused on maintaining high food quality and food safety in each restaurant through the careful training and supervision of personnel and by following rigorous quality and cleanliness standards that have been established. Standards for food preparation and cleaning procedures are defined, monitored and maintained by our Operations and Training Departments. In company-operated restaurants, we utilize third-party inspectors to regularly monitor restaurant performance through food safety audits. As part of our food quality assurance program, we have processes in place to monitor, as well as inspect and evaluate production runs of our products to ensure they meet specifications mutually agreed upon with our suppliers.

### ***Managers and Team Members***

Our restaurants operate with five distinct dayparts (breakfast, lunch, snack, dinner and after dinner) and a staff of approximately 30 to 35 team members on average led by the unit director, assistant unit directors, and shift managers. Quality is constantly monitored by area directors at company-operated restaurants and by franchise business consultants ("FBCs") at franchised restaurants.

Before, during and after our restaurants are serving customers, our team members focus intensely on daily operational execution. Our hard working and dedicated team members typically begin food preparation an hour before the restaurant opens and continue through closing. Bojangles' has a strict pre-closing policy that keeps each member of the team focused on customer service. Each team member has responsibility for cleaning throughout the day and the entire unit is thoroughly cleaned each night. The restaurant level management team utilizes proven operational systems such as The Manager's Walk to effectively manage each shift.

We are diligent in our team member selection processes, only hiring approximately 10% of those who began the application process in fiscal 2017. We aim to staff our restaurants with team members that are friendly, customer-focused, driven to provide high-quality food, and who are also a good fit for our culture. As of December 31, 2017, our team member base was comprised of approximately 9,650 restaurant employees and approximately 250 support center personnel.

The heart of our business is our people and we encourage them to possess a strong sense of pride in their jobs and to excel by participating in competitions that test and reward high performing restaurants and team members. Our ShowBo competition focuses on rewarding and recognizing the best team and involves unannounced visits to evaluate each restaurant on service, quality and cleanliness.

### ***Our Master Biscuit Makers***

Our reputation is built on our signature "chicken 'n biscuits." Our biscuit makers are at the heart of our business, baking made-from-scratch biscuits all day, every day in our restaurants system-wide. Our biscuit makers strictly follow our 48-step biscuit recipe, which includes using fresh buttermilk, hand rolling and cutting the dough and baking biscuits fresh in the oven every 20 minutes to ensure a consistent offering for every customer. We maintain high standards for our biscuit makers and require them to be re-certified every year to make sure we are providing the best possible biscuits for our customers.

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## [Table of Contents](#)

To highlight our strong sense of pride in our biscuit makers and how vital they are to our business, we encourage them to excel in annual competitions that test and reward high performers. Our annual “Master Biscuit Maker Challenge” brings together team members from across our entire system of restaurants to compete for the honor of being named one of our Champion Master Biscuit Makers. Each participant is judged on their ability to adhere to our 48-step biscuit recipe, taking into account the size, shape and color of the biscuits and time it takes to complete the process without sacrificing quality. The finalists for the competition have earned the highest scores out of hundreds of biscuit makers at the individual restaurant, area and regional levels and are invited to the final round at our headquarters in Charlotte, North Carolina. The competition serves as a reminder to all team members who the real heroes of our company are and illustrates the pride our team members have in delivering our “biscuit magic.”

### ***Training***

We ensure that new unit directors in company-operated restaurants possess the experience and passion necessary to deliver strong performance, and we support them with five to seven weeks of training in the Bojangles’ training program, including one week at our training center located in Charlotte, North Carolina and known as Bojangles’ University. Many of our new restaurants draw experienced team members from nearby locations, in addition to utilizing an “all-star” team provided by the company to support the workforce from the opening day through the early weeks of operation. Leveraging our base of existing team members ensures that new restaurants operate seamlessly from day one and cultivates Bojangles’ workplace culture, key drivers of our continued success and that of our franchisees’.

We allow our and our franchisees’ principal operating officer or partner, managers and other restaurant team members to attend optional training programs and seminars that we offer from time to time. We currently provide training in our certified company-operated restaurants and Bojangles’ University. The initial training program is approximately five to seven weeks in duration consisting of classroom instruction and on-the-job training, and is conducted approximately 10 times per year. We bear the cost of maintaining Bojangles’ University, including the overhead costs of training, staff salaries, materials and training tools. We require each trainee to complete the training program to our satisfaction in order to be certified as a Bojangles’ company-operated restaurant manager.

### **Franchise Program**

#### ***Overview***

We use a franchising strategy to increase new restaurant growth, leveraging the ownership of entrepreneurs with specific local market expertise and requiring a relatively minimal capital commitment by us. As of December 31, 2017, we had approximately 90 franchise entities that operated 439 restaurants. Our franchisees range in size from single-restaurant operators to the largest franchisee, which operated 66 restaurants as of December 31, 2017. Our existing franchise base consists of many successful, longstanding restaurant operators, 58 of which operate multiple restaurants. As of December 31, 2017, our franchisees operated restaurants in 38 DMAs. Of our franchised restaurants, 401 were owned and operated by franchisees that have been with us for more than five years, some of which have developed franchised restaurants as part of multi-unit, multi-year development agreements. In addition, many of our existing franchisees continue to develop restaurants without development agreements. We also support our growth by attracting highly qualified and experienced new franchisees. We will continue to recruit new franchisees who we believe are capable of successful multi-unit development. We believe the revenues generated from our franchise base, including royalty revenues, have historically served as an important source of stable and recurring cash flows to us and, as such, we plan to expand our base of franchised restaurants. We expect franchise development, which may also include refranchising some areas outside of our core North Carolina and South Carolina markets, will continue to lead our expansion efforts.

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## [Table of Contents](#)

### ***Description of Franchise and Development Agreements***

Our typical agreements for a full-size traditional unit grant a franchisee the right to operate for an initial term of 20 years with additional renewal terms that total 20 years subject to various conditions that include upgrades to the restaurant facility and brand image. Our typical Bojangles' Express franchise agreements grant the right to operate for a period of 10 years without renewal so that we can assess at the time of expiration if the market is better served by a full-size replacement. All franchise agreements grant licenses to use the Bojangles' trademarks, trade secrets and proprietary methods, recipes and procedures. Our obligations under the franchise agreement include an initial training program, ongoing advice and consultation in connection with operations and management of the restaurants, the development of advertising materials, as well as advice and assistance in local marketing and inspections of a franchisee's restaurants.

The initial franchise fee for each full-size traditional unit is \$25,000, and \$15,000 for each Bojangles' Express unit. Franchisees are required to pay as royalties 4% of franchise unit sales, except for certain grandfathered units that may pay a lesser percentage and international locations that pay 5%. Franchisees, except for certain grandfathered units that may pay a lesser amount and international locations that are not required to contribute, are also required to pay 1% of franchise unit sales to the Bojangles' marketing development fund, to which we also contribute, which creates a pooled fund for the creation of marketing and advertising materials, marketing and media research, marketing promotions and a portion of our marketing employees' salaries and expenses. Franchisees are required to sign an advertising co-operative agreement, or the co-op agreement, in connection with their franchise agreements that provides for pooled advertising funds when franchisees share a market with other franchisees or us. Typically, the co-op agreement requires that when an advertising co-operative is activated, franchisees and the company units within the co-operative market must contribute up to 2% of unit sales to the co-operative. Finally, the franchise agreements require that franchisees spend from one to three percent of franchise unit sales on local marketing, depending upon whether an advertising co-operative has been activated in a franchisee's market.

We often enter into development agreements with new and existing franchisees that provide for planned assigned areas of unit development on a multi-unit, multi-year basis by a franchisee. A development agreement typically provides for the opening of one restaurant per year over a five-year term, but we may grant rights to develop larger numbers of units more quickly, or may shorten the time allowed for development. Moreover, many franchisees develop on a case-by-case submittal basis rather than by formal development agreements. The development fee paid by a franchisee under a development agreement is \$5,000 per each assigned unit, and this unit fee is deductible against the franchise fee for each unit developed under the terms of the development agreement. Typically, more than one franchisee and, at times, we may develop in a market to increase the rate of penetration in that market in order to increase consumer awareness and, as a result, the availability of pooled advertising funds in that market.

### ***Franchise Owner Support***

We value our franchisee relationships and provide strong support for their operations and growth initiatives to produce sustainable, long-term success. Our restaurant development team provides consultation regarding site selection and approval processes and our franchise operating team provides consultation in all aspects of operations and preopening preparation. We also have all-star teams to provide assistance for the first two units a franchisee opens. Additionally, we conduct a mandatory management training program, requiring that for at least the first restaurant, a minimum of five of each franchisee's operating managers successfully complete a five to seven-week training program prior to opening. The program consists of hands-on training in the operation and management of the restaurant and is conducted by a training manager who has been certified by us. Instructional materials for the initial training include our operations manual, wall charts, job aids, product build charts, ServSafe (food safety) book, videos and other materials we may create from time to time. For the second and subsequent restaurants, franchisees have the option of training their own managers or using our training program without payment of additional fees.

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## [Table of Contents](#)

We also offer support well beyond restaurant opening. We provide ongoing leadership and assistance to the franchisee network through our FBCs who maintain an open dialogue with franchisees on brand initiatives through webinars and quarterly market meetings, and help franchisees to evaluate sales growth and cost initiatives. By continuing to support our franchise network and monitoring local performance, our FBCs help protect our brand. Additionally, we communicate with franchisees on at least a monthly basis, and senior company representatives meet quarterly with our franchise advisory council to discuss system-wide initiatives, share ideas and resolve issues. In addition, we provide local marketing consultation and support, and prepare marketing materials for use by all franchisees in various media including television and radio through the Bojangles' marketing development fund.

### **Marketing and Advertising**

We use multiple marketing channels, including television, radio, print advertising, billboard advertising, internet and social media and loyalty programs to broadly drive brand awareness and traffic to our restaurants. We advertise on local network and cable television in our primary markets, and utilize heavier cable schedules for some of our less developed markets. During fiscal 2017, we and our franchisees were active in television advertising, including cable placement, in approximately 27 DMAs of the 38 DMAs in which our system has restaurants, and we expect to add television advertising in additional DMAs in the future. During fiscal 2017, we and our franchisees utilized radio advertising in approximately 23 radio metro areas. We also sponsor arenas, race tracks, broadcast and sporting events including the Bojangles' Coliseum in Charlotte, North Carolina, the Carolina Panthers National Football League team, the Charlotte Hornets National Basketball Association team, the Fox Sports South-Atlanta Braves Television Network, the Atlantic Coast Conference basketball and football and other events and venues. In addition, we are active in various charity and goodwill events and activities, including in-restaurant fundraising, auctions and events for the Muscular Dystrophy Association, Toys for Tots and St. Jude's Children's Hospital. We engage in one on one conversations with our consumers using social media platforms such as Facebook, YouTube, Instagram and Twitter. We also use social media as a research and customer service tool, and apply insight we gain to future marketing efforts.

We promote our restaurants and food through our "It's Bo Time" advertising campaign, which has become synonymous with our brand. The campaign aims to deliver our message that our products are craveable and that Bojangles' is a warm and friendly place to be. All domestic franchisees and the company contribute to the marketing development fund for the development of marketing materials for use in various media, including radio and television commercials, promotions and sponsorships, marketing research as well as the cost of administration of the marketing development fund. The company administers and may require franchisees' participation in advertising co-operatives with other franchisees and the company to increase advertising levels based in pooled media advertising.

### **Purchasing and Distribution**

Maintaining a high degree of quality in our restaurants depends in part on our ability to acquire fresh ingredients and other necessary supplies that meet our specifications from reliable suppliers. We regularly inspect vendors to ensure that products purchased conform to our standards and that prices offered are competitive. Our Quality Assurance Department works with our suppliers to obtain third-party audits. We negotiate terms, conditions and pricing directly with all suppliers of food and packaging. We contract with our foodservice distributor for the distribution of all of our food and most of our supplies delivered to our restaurants.

In September 2015, we entered into a Master Distribution Agreement with McLane Foodservice, Inc. ("McLane"), pursuant to which McLane was appointed as an approved distributor for substantially all of the items used in our stores. We transitioned to McLane from our prior approved distributor during the first quarter of fiscal 2016. Our agreement with McLane extends through March 31, 2023 and generally restricts us from using alternative distributors for most products. McLane delivers frozen, refrigerated and dry products, as well as most of our restaurant supplies, to most of our restaurants at least two times per week. We contract with four

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## [Table of Contents](#)

primary suppliers for our bone-in chicken, which is supplied to our company-operated restaurants by McLane. Our franchisees are required to use an approved distributor and approved manufacturers for the purchase of their food and supplies. Certain of our franchisees have elected to transition to bone-in chicken distribution through McLane. If quality standards can be met, those franchisees that have not transitioned to bone-in chicken distribution through McLane can continue to receive deliveries from other approved chicken distributors.

In our normal course of business, we evaluate bids from multiple suppliers for various products. Poultry and other proteins are our largest product cost items and represented approximately 45% of company-operated food and supplies costs in fiscal 2017. Fluctuations in supply and prices can significantly impact our restaurant service and profit performance. We actively manage cost volatility for poultry by negotiating directly with multiple suppliers, purchasing from suppliers with what we believe are the most favorable terms given existing market conditions.

### **Intellectual Property**

We have registered Bojangles® and certain other names used by our restaurants as trademarks or service marks with the United States Patent and Trademark Office. The Bojangles® trademark is also registered in some form in approximately 25 foreign countries. Our current brand campaign tag line, It's Bo Time®, has also been registered with the United States Patent and Trademark Office. We also have registered the configuration of our Big Bo Box as a trademark, and we continue to expand the family of Bojangles' related trademarks. In addition, the Bojangles' logo, website name and address and Facebook and Twitter accounts are our intellectual property. Our policy is to pursue and maintain registration of service marks and trademarks in those countries where permitted and where business strategy requires us to do so and to oppose vigorously any infringement or dilution of the service marks or trademarks. We or our suppliers maintain the seasonings and additives for our chicken and biscuits, and our other products, as well as certain standards, specifications and operating procedures, as trade secrets or confidential information.

### **Competition**

We operate in the limited service restaurant industry, which is highly competitive and fragmented. The number, size and strength of competitors vary by region. Our competition includes a variety of locally owned restaurants and national and regional chains that offer dine-in, carry-out and delivery services. Our competition in the broadest perspective includes restaurants, convenience food stores, delicatessens, supermarkets and club stores. However, more specifically, we compete with fast-casual restaurants, such as Chipotle and Panera Bread Company, quick-service restaurants who serve breakfast, such as McDonald's and Hardee's, and chicken-specialty and Cajun quick-service restaurants, such as Chick-fil-A, Popeyes Louisiana Kitchen and Zaxby's.

We believe competition within the fast-casual restaurant segment is based primarily on fresh ingredients and preparation of food, quality, taste, service and ambience. We also believe that QSR competition is based primarily on value, speed of service, convenience of drive-thru service, brand recognition and restaurant location. In addition, we compete with franchisors of other restaurant concepts for prospective franchisees.

### **Environmental Matters**

We are subject to federal, state and local laws and regulations relating to environmental protection, including regulation of discharges into the air and water, storage and disposal of waste and clean-up of contaminated soil and groundwater. Under various federal, state and local laws, an owner or operator of real estate may be liable for the costs of removal or remediation of hazardous or toxic substances on, in or emanating from such property. Such liability may be imposed without regard to whether the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances, and in some cases we may have obligations imposed by indemnity provisions in our leases.

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## [Table of Contents](#)

We have not conducted a comprehensive environmental review of all of our properties, although for new company development, a Phase I environmental review is typically completed, and when advisable, a Phase II review, prior to our undertaking a long-term lease. No assurance can be given that we have identified all of the potential environmental liabilities at our properties or that such liabilities will not have a material adverse effect on our financial condition.

### **Regulation and Compliance**

We are subject to extensive federal, state and local government regulation, including those relating to, among others, public health and safety, zoning and fire codes, and franchising. Failure to obtain or retain food or other licenses and registrations or exemptions would adversely affect the operations of restaurants, or the ability to franchise. Although we have not experienced and do not anticipate any significant problems in obtaining required licenses, permits or approvals, any difficulties, delays or failures in obtaining such licenses, permits, registrations, exemptions, or approvals could delay or prevent the opening of, or adversely impact the viability of, a restaurant in a particular area.

The development and construction of additional restaurants will be subject to compliance with applicable regulations, including those relating to zoning, land use, water quality and retention, and environment.

We believe federal and state environmental regulations have not had a material effect on operations, but more stringent and varied requirements of local government bodies with respect to zoning, land use and environmental factors, among others, could delay construction and increase development costs for new restaurants.

We are also subject to the Fair Labor Standards Act, the Immigration Reform and Control Act of 1986 and various federal and state laws governing such matters as minimum wages, exempt versus non-exempt, overtime, unemployment tax rates, workers' compensation rates, citizenship requirements and other working conditions. A significant portion of the hourly staff is paid at rates consistent with the applicable federal or state minimum wage and, accordingly, increases in the minimum wage and/or changes in exempt versus non-exempt status will increase labor costs. In addition, the Patient Protection and Affordable Care Act of 2010 ("PPACA") increased medical costs beginning in fiscal 2015 and we expect further increases in subsequent years. We are also subject to the Americans with Disabilities Act, which prohibits discrimination on the basis of disability in public accommodations and employment, which may require us to design or modify our restaurants to make reasonable accommodations for disabled persons.

For a discussion of the various risks we face from regulation and compliance matters, see "Risk Factors."

### **Management Information Systems**

All of our company-operated restaurants use computerized point-of-sale and back office systems, which we believe are scalable to support our long-term growth plans. The point-of-sale system provides a touch screen interface and integrated, high speed credit card, mobile payment, and gift card processing, as well as the ability to interact with our customer loyalty program. The point-of-sale system is used to collect daily transaction data from company-operated restaurants, which generates information about product mix and daily sales that we actively analyze. During fiscal 2015, we completed migrating our company-operated restaurants to a new point-of-sale system and during the post-transition there may be a period of time during which the transactional data for the restaurants that migrated to the new point-of-sale system is in a format that is not easily usable for analytical purposes.

Our in-restaurant back office computer system is designed to assist in the management of our restaurants and provide labor and food cost management tools. The system also provides our support center and restaurant operations management quick access to detailed business data and reduces the time our restaurant managers spend on administrative needs. The system also provides sales, bank deposit and variance data to our finance

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## [Table of Contents](#)

department on a daily basis. For company-operated restaurants, we use this data to generate daily, weekly and/or period reports regarding sales and other key measures. The XPIENT point-of-sale and back office systems are available for use in franchised restaurants, but there are other systems currently in use and otherwise available that may be used by franchisees.

During the fourth quarter of fiscal 2017, we introduced the Bojangles' Mobile App. Once downloaded, customers can use the Bojangles' Mobile App to explore our menu, locate the nearest Bojangles' restaurant, pay for their purchase at the register using a pre-loaded balance in their Bojangles' Wallet and earn rewards under our Bo Rewards customer loyalty program, which are redeemable for free Bojangles' food. Although the Bojangles' Wallet feature and our Bo Rewards customer loyalty program are currently only available for use at our company-operated restaurants, we are collaborating with our franchisees to facilitate their adoption of the Bojangles' Wallet and our Bo Rewards customer loyalty program. In addition, we are targeting fiscal 2018 for the roll out of the next phase of our the Bojangles' Mobile App launch, which we expect to include mobile ordering from a limited menu of select Bojangles' favorites, like our Big Bo Boxes for tailgating and large catering events.

### **Geographic Footprint**

As of December 31, 2017, we had 325 domestic company-operated restaurants and 436 domestic franchised restaurants located in eleven states, including North Carolina, South Carolina, Georgia, Tennessee, Virginia, Alabama, Kentucky, West Virginia, Florida, Maryland and Pennsylvania, and the District of Columbia. In addition, we currently have three international franchised restaurants in Roatan Island, Honduras. International stores represented less than 1% of our revenues in each of fiscal 2017, fiscal 2016 and fiscal 2015.

### **Employees**

As of December 31, 2017, we had approximately 9,900 employees, of whom approximately 9,650 were restaurant employees and approximately 250 were support center personnel. None of our employees are part of a collective bargaining agreement, and we believe our relationships with our employees are satisfactory.

### **Seasonality**

Seasonal factors cause our revenues to fluctuate from fiscal quarter to fiscal quarter. Our revenues per restaurant are typically lower in the first fiscal quarter. As a result, our quarterly and annual operating results and key performance indicators may fluctuate significantly.

### ***Item 1A. Risk Factors***

*You should consider carefully the following risks and uncertainties when reading this Annual Report. If any of the following risks actually occurs, our business, financial condition and results of operations could be materially and adversely affected. In that event, the trading price of our common stock could decline. Although we believe that we have identified and discussed below the key risk factors affecting our business, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be significant that may adversely affect our performance or financial condition.*

### **Risks Related to Our Business and Industry**

***We are vulnerable to changes in consumer preferences and economic conditions that could harm our business, financial condition, results of operations and cash flow.***

Food service businesses depend on consumer discretionary spending and are often affected by changes in consumer tastes, national, regional and local economic conditions and demographic trends. Factors such as traffic



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## [Table of Contents](#)

patterns, weather, fuel prices, local demographics and the type, number and locations of competing restaurants may adversely affect the performances of individual locations. In addition, economic downturns, inflation or increased food or energy costs could harm the restaurant industry in general and our locations in particular. Adverse changes in any of these factors could reduce consumer traffic or impose practical limits on pricing that could harm our business, financial condition, results of operations and cash flow. There can be no assurance that consumers will continue to regard Southern-inspired, chicken-based or fried food favorably or that we will be able to develop new menu items that appeal to consumer preferences. Also, changes in consumer shopping habits, such as increased utilization of online retailers, could reduce traffic and transactions in our restaurants and negatively impact our business. Our business, financial condition and results of operations depend in part on our ability to anticipate, identify and respond to changing consumer preferences and economic conditions. In addition, the restaurant industry is currently under heightened legal and legislative scrutiny related to menu labeling and resulting from the perception that the practices of restaurant companies have contributed to nutritional, caloric intake, obesity or other health concerns of their guests. If we are unable to adapt to changes in consumer preferences and trends, we may lose customers and our revenues may decline.

***Our growth strategy depends in part on opening new restaurants in existing and new markets and expanding our franchise system. We may be unsuccessful in opening new company-operated or franchised restaurants or establishing new markets, which could adversely affect our growth.***

One of the key means to achieving our growth strategy will be through opening restaurants and operating those restaurants on a profitable basis. We opened 29 company-operated restaurants in fiscal 2015, opened 29 company-operated restaurants in fiscal 2016 and opened 26 company-operated restaurants in fiscal 2017. Our franchisees opened 34 franchise operated restaurants in fiscal 2015, opened 29 franchise operated restaurants in fiscal 2016 and opened 26 franchise operated restaurants in fiscal 2017. We expect to slow the pace of system-wide unit expansion by reducing development of company-operated restaurants while shifting our focus towards enabling new and existing franchised partners to lead brand expansion on a go-forward basis. Our ability to open new restaurants is dependent upon a number of factors, many of which are beyond our control, including our and our franchisees' ability to:

- identify available and suitable restaurant sites;
- compete for restaurant sites;
- reach acceptable agreements regarding the lease or purchase of locations;
- obtain or have available the financing required to acquire and operate a restaurant, including construction and opening costs, which includes access to build-to-suit leases and equipment financing leases at favorable interest and capitalization rates;
- respond to unforeseen engineering or environmental problems with leased premises;
- avoid the impact of inclement weather, natural disasters and other calamities;
- hire, train and retain the skilled management and other employees necessary to meet staffing needs;
- obtain, in a timely manner and for an acceptable cost, required licenses, permits and regulatory approvals and respond effectively to any changes in local, state or federal law and regulations that adversely affect our and our franchisees' costs or ability to open new restaurants; and
- control construction and equipment cost increases for new restaurants.

There is no guarantee that a sufficient number of suitable restaurant sites will be available in desirable areas or on terms that are acceptable to us in order to achieve our growth plan. If we are unable to open new restaurants or sign new franchisees, or if existing franchisees do not open new restaurants, or if restaurant openings are significantly delayed, our revenues or earnings growth could be adversely affected and our business negatively affected.

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## [Table of Contents](#)

As part of our longer term growth strategy, we may enter into geographic markets in which we have little or no prior operating or franchising experience through company-operated restaurant growth and through franchise development agreements. The challenges of entering new markets include: difficulties in hiring experienced personnel; unfamiliarity with local real estate markets and demographics; consumer unfamiliarity with our brand; and different competitive and economic conditions, consumer tastes and discretionary spending patterns that are more difficult to predict or satisfy than in our existing markets. Consumer recognition of our brand has been important in the success of company-operated and franchised restaurants in our existing markets. Restaurants we open in new markets may take longer to reach expected sales and profit levels on a consistent basis and may have higher construction, occupancy and operating costs than existing restaurants, thereby affecting our overall profitability. In addition, consumer tastes and breakfast preferences may vary geographically for Southern-inspired items, which could affect our overall sales and profitability. Any failure on our part to recognize or respond to these challenges may adversely affect the success of any new restaurants. Expanding our franchise system could require the implementation, expense and successful management of enhanced business support systems, management information systems and financial controls as well as additional staffing, franchise support and capital expenditures and working capital.

Due to brand recognition and logistical synergies, as part of our growth strategy, we also intend to open new restaurants in areas where we have existing restaurants. The operating results and comparable restaurant sales for our restaurants could be adversely affected due to close proximity with our other restaurants and market saturation.

***New restaurants, once opened, may not be profitable or may close, and historical average restaurant revenues and comparable restaurant sales may not be indicative of future results.***

Some of our restaurants open with an initial start-up period of higher than normal sales volumes, which subsequently decrease to stabilized levels. In new markets, the length of time before average sales for new restaurants stabilize is less predictable and can be longer as a result of our limited knowledge of these markets and consumers' limited awareness of our brand. In addition, our average restaurant revenues and comparable restaurant sales may not increase at historical rates. We may also not be successful in our new restaurant design for new restaurants and remodels of our existing restaurants in connection with our "Bojangles' of the Future" project. Our ability to operate new restaurants profitably and increase average restaurant revenues and comparable restaurant sales will depend on many factors, some of which are beyond our control, including:

- consumer awareness and understanding of our brand;
- general economic conditions, which can affect restaurant traffic, local labor costs and prices we pay for the food products and other supplies we use;
- consumption patterns and food preferences that may differ from region to region;
- changes in consumer preferences and discretionary spending;
- difficulties obtaining or maintaining adequate relationships with distributors or suppliers in new markets;
- increases in prices for commodities, including chicken and other proteins;
- inefficiency in our labor costs as the staff gains experience;
- competition, either from our competitors in the restaurant industry or our own restaurants;
- temporary and permanent site characteristics of new restaurants;
- changes in government regulation;
- increased remodeling projects and associated costs, construction costs, cash capital expenditures, operating costs, depreciation and amortization expenses, and general and administrative expenses associated with our "Bojangles' of the Future" and technology projects; and
- other unanticipated increases in costs, any of which could give rise to delays or cost overruns.

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## [Table of Contents](#)

If our new restaurants do not perform as planned or close, our business and future prospects could be harmed. We may rebrand more company-operated restaurants to franchisees over time and also expect closures of underperforming company-operated and franchised restaurants during fiscal 2018, and potentially in subsequent years, to exceed levels experienced in recent years. In addition, an inability to achieve our expected average restaurant revenues could have a material adverse effect on our business, financial condition and results of operations.

***Opening new restaurants in existing markets may negatively impact sales at our and our franchisees' existing restaurants.***

The consumer target area of our and our franchisees' restaurants varies by location, depending on a number of factors, including population density, other local retail and business attractions, area demographics and geography. As a result, the opening of a new restaurant in or near markets in which we or our franchisees already have restaurants could adversely impact sales at these existing restaurants. Existing restaurants could also make it more difficult to build our and our franchisees' consumer base for a new restaurant in the same market. Our core business strategy does not entail opening new restaurants that we believe will materially affect sales at our or our franchisees' existing restaurants. However, we cannot guarantee there will not be significant impact in some cases and we may selectively open new restaurants in and around areas of existing restaurants that are operating at or near capacity to effectively serve our customers. Sales cannibalization between our restaurants may become significant in the future as we continue to expand our operations and could affect our sales growth, which could, in turn, materially and adversely affect our business, financial condition and results of operations.

***Our sales growth and ability to achieve profitability could be adversely affected if comparable restaurant sales are less than we expect.***

The level of comparable restaurant sales, which reflect the change in year-over-year sales for restaurants in the fiscal month following 15 months of operation using a mid-month convention, will affect our sales growth and will continue to be a critical factor affecting our ability to generate profits because the profit margin on comparable restaurant sales is generally higher than the profit margin on new restaurant sales. Our ability to increase comparable restaurant sales depends in part on our ability to successfully implement our initiatives to build sales. It is possible such initiatives will not be successful, that we will not achieve our target comparable restaurant sales growth or that the change in comparable restaurant sales could be negative, which may cause a decrease in sales growth and ability to achieve profitability that would have a material adverse effect on our business, financial condition and results of operations.

***Our marketing programs may not be successful, and our new menu items, advertising campaigns, technology initiatives and restaurant designs and remodels may not generate increased sales or profits.***

We incur costs and expend other resources in our marketing efforts on new menu items, advertising campaigns and restaurant designs and remodels to raise brand awareness and attract and retain customers. We recently introduced the Bojangles' Mobile App, which includes features such as mobile payment and our Bo Rewards customer loyalty program, and we are also working on several other key technology initiatives, including mobile ordering and a potential test of delivery. We believe these technology solutions will improve our customer experience, capture large group ordering and increase transactions. These initiatives may not be successful, resulting in expenses incurred without the benefit of higher revenues. If our technology initiatives are not adopted by our customers and/or our franchisees, we may experience a decrease in our revenues, which could have a material adverse effect on our results of operations and financial condition. In addition, if we choose higher price points for promotional items, do less targeted discounting or increase our prices too much, our sales could be negatively impacted, which could have a material adverse effect on our results of operations and financial condition.

Further, if we are successful with the implementation of our technology initiatives related to mobile payment, our Bo Rewards customer loyalty program, and mobile ordering and delivery, we may be required to introduce new

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## [Table of Contents](#)

in-store procedures and tools in order to execute operationally, which could include adding new roles and resources. Further, utilizing a third-party delivery service may not be profitable and may introduce additional food safety and food quality risks. Any changes to our restaurant operations associated with our technology initiatives could result in additional restaurant operating expenses and could negatively impact our results of operations.

Additionally, some of our competitors have greater financial resources, which enable them to spend significantly more on marketing and advertising and other initiatives than we are able to. Some of our competitors have implemented, and may continue to implement, discounting strategies, which may have a negative impact on our revenues and profitability. Should our competitors increase spending on marketing and advertising and other initiatives such as additional discounting or our marketing funds decrease for any reason, or should our advertising, promotions, new menu items, technology initiatives and restaurant designs and remodels be less effective than our competitors, there could be a material adverse effect on our results of operations and financial condition.

### ***Changes in food and supplies costs, especially for chicken, could adversely affect our business, financial condition and results of operations.***

Our profitability depends in part on our ability to anticipate and react to changes in food and supplies costs. We are susceptible to increases in food costs as a result of factors beyond our control, such as general economic conditions, seasonal economic fluctuations, weather conditions, global demand, food safety concerns, infectious diseases, fluctuations in the U.S. dollar, product recalls and government regulations. The costs of many basic foods for humans and animals, including wheat and cooking oil, can increase markedly in a short period of time, which can result in upward pricing pressures on all of our raw ingredients at various points in time, including chicken (especially limited service restaurant-sized chickens) and pork. Food prices for a number of our key ingredients escalated markedly at various points in fiscal 2015, fiscal 2016 and fiscal 2017. As a result of such pricing pressures, we have experienced, and expect to continue to experience, significant increases in the costs of certain ingredients for items on our menu. In addition, due to the avian flu the cost of our eggs and seasoned fried turkeys were significantly higher at various points in time. Weather related issues, such as freezes or drought, may also lead to temporary spikes in the prices of some ingredients such as produce or meats. Any increase in the prices of the ingredients most critical to our menu, such as chicken, pork, dairy and wheat, would adversely affect our operating results. Alternatively, in the event of cost increases with respect to one or more of our raw ingredients, we may choose to temporarily suspend serving menu items rather than paying the increased cost for the ingredients. Any such changes to our available menu may negatively impact our restaurant traffic, business and comparable restaurant sales during the shortage and thereafter. We have implemented menu price increases in the past to significantly offset the higher prices of food and supplies costs. We may not be able to offset all or any portion of increased food and supplies costs through higher menu prices in the future. If we or our franchisees implement further menu price increases in the future to protect our margins, restaurant traffic could be materially adversely affected, at both company-operated and franchised restaurants.

Our principal food product is chicken. In fiscal 2015, fiscal 2016 and fiscal 2017, the cost of chicken and other proteins included in our product cost was approximately 46%, 45% and 45%, respectively, of our food and supplies costs from company-operated restaurants. Material increases in the cost of chicken and other proteins could materially adversely affect our business, operating results and financial condition. Changes in the cost and availability of chicken can result from a number of factors, including seasonality, increases in the cost of grain, disease and other factors that affect availability, greater international demand for domestic chicken products, decreased numbers of size and choice chickens, especially limited service restaurant-sized chickens, increased costs for larger-sized chickens, which must be purchased if we are unable to purchase sufficient quantities of limited service restaurant-sized chickens, and increased transportation costs.

A major driver of the price of corn, which is the primary feed source for chicken, has been the increasing demand for corn by the ethanol industry as an alternative fuel source, as most ethanol plants in the United States use corn

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## [Table of Contents](#)

as the primary source of grain to make ethanol. This increased demand on the nation's corn crop has had and may continue to have an adverse impact on chicken prices. While we have some supply agreements that allow us to lock in prices of certain raw ingredients for certain periods of time, we currently do not make extensive use of futures contracts or other financial risk management strategies with respect to potential price fluctuations in the cost of chicken, pork or other raw ingredients, food and supplies.

Wheat is an ingredient in some of our principal food products. Changes in the cost and availability of wheat may be affected by a number of factors, including economic and industry conditions, crop disease, weed control, water availability, various planting/growing/harvesting problems, and severe weather conditions such as drought, floods or frost that are difficult to anticipate and which cannot be controlled. Demand for food products made from wheat flour is affected by changes in consumer tastes, demographic trends and national, regional and local economic conditions.

Another of our principal food products is pork. Material increases in the cost of pork could materially adversely affect our business, operating results and financial condition. Changes in the cost of pork can result from a number of factors, including seasonality, increases in the cost of grain, disease and viruses and other factors that affect availability and greater international demand for domestic pork products.

***We may not be able to compete successfully with other quick-service and fast-casual restaurants. Intense competition in the restaurant industry could make it more difficult to expand our business and could also have a negative impact on our operating results if customers favor our competitors or we are forced to change our pricing and other marketing strategies.***

The food service industry, and particularly its quick-service and fast-casual segments, is intensely competitive. In addition, the Southeastern United States, the primary market in which we compete, consists of what we believe to be the most competitive Southern-inspired quick-service and fast-casual market in the United States. We expect competition in this market and each of our other markets to continue to be intense because consumer trends are favoring limited service restaurants that offer healthier menu items made with better quality products, and many limited service restaurants are responding to these trends. Competition in our industry is primarily based on price, convenience, quality of service, brand recognition, restaurant location and type and quality of food. If our company-operated and franchised restaurants cannot compete successfully with other quick-service and fast-casual restaurants in new and existing markets, we could lose customers and our revenues could decline. Our company-operated and franchised restaurants compete with national and regional quick-service and fast-casual restaurant chains for customers, restaurant locations and qualified management and other staff. Compared with us, some of our competitors have substantially greater financial and other resources, have been in business longer, have greater brand recognition or are better established in the markets where our restaurants are located or are planned to be located. In addition, competition has increased in the breakfast market as more competitors have entered the breakfast market or expanded their breakfast menu to be served all day, and some competitors have expanded their lunch and dinner menus to include more chicken items, all of which may negatively impact our sales and profitability. Also, certain of our competitors have significantly increased discounting and others have introduced or expanded their online and mobile ordering, loyalty program and delivery options, all of which may negatively impact our sales. Any of these competitive factors may materially adversely affect our business, financial condition or results of operations.

***The financial performance of our franchisees can negatively impact our business.***

As 57% of our restaurants are franchised as of December 31, 2017, our financial results are dependent in part upon the operational and financial success of our franchisees. We receive royalties, franchise fees, contributions to our marketing development fund and co-op advertising funds, and other fees from our franchisees. We have established operational standards and guidelines for our franchisees; however, we have limited control over how our franchisees' businesses are run. While we are responsible for ensuring the success of our entire system of restaurants and for taking a longer term view with respect to system improvements, our franchisees have

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## [Table of Contents](#)

individual business strategies and objectives, which might conflict with our interests. Our franchisees may not be able to secure adequate financing to open or continue operating their Bojangles' restaurants. If they incur too much debt or if economic or sales trends deteriorate such that they are unable to repay existing debt, our franchisees could experience financial distress or even bankruptcy. We and our franchisees have been and could further be financially impacted by the implementation of, and any potential changes to, the health care reform legislation and labor regulations. If a significant number of franchisees become financially distressed, it could harm our operating results through reduced royalty revenues and the impact on our profitability could be greater than the percentage decrease in the royalty revenues. Closure of franchised restaurants, which during fiscal 2018, and potentially in subsequent years, could exceed levels experienced in recent years, would reduce our royalty revenues and could negatively impact margins, since we may not be able to reduce fixed costs which we continue to incur.

***We have limited control with respect to the operations of our franchisees, which could have a negative impact on our business.***

Franchisees are independent business operators and are not our employees, and we do not exercise control over the day-to-day operations of their restaurants. We provide training and support to franchisees, and set and monitor operational standards, but the quality of franchised restaurants may be diminished by any number of factors beyond our control. Consequently, franchisees may not successfully operate restaurants in a manner consistent with our standards and requirements, or may not hire and train qualified managers and other restaurant personnel. If franchisees do not operate to our expectations, our image and reputation, and the image and reputation of other franchisees, may suffer materially and system-wide sales could decline significantly, which would reduce our royalty revenues, and the impact on profitability could be greater than the percentage decrease in royalties and fees.

***The challenging economic environment may affect our franchisees, with adverse consequences to us.***

We rely in part on our franchisees and the manner in which they operate their locations to develop and promote our business. As of December 31, 2017, our top three franchisees operated 170 of our franchised restaurants and accounted for approximately 44% of our royalty revenues in both fiscal 2017 and fiscal 2016. Due to the continuing challenging economic environment, it is possible that some franchisees could file for bankruptcy or become delinquent in their payments to us, which could have a significant adverse impact on our business due to loss or delay in payments of royalties, contributions to our marketing development fund and co-op advertising funds and other fees. Bankruptcies by our franchisees could prevent us from terminating their franchise agreements so that we can offer their territories to other franchisees, negatively impact our market share and operating results as we may have fewer well-performing restaurants, and adversely impact our ability to attract new franchisees.

Although we have developed criteria to evaluate and screen prospective developers and franchisees, we cannot be certain that the developers and franchisees we select will have the business acumen or financial resources necessary to open and operate successful franchises in their franchise areas, and state franchise laws may limit our ability to terminate or modify these franchise arrangements. Moreover, franchisees may not successfully operate restaurants in a manner consistent with our standards and requirements, or may not hire and train qualified managers and other restaurant personnel. The failure of developers and franchisees to open and operate franchises successfully could have a material adverse effect on us, our reputation, our brand and our ability to attract prospective franchisees and could materially adversely affect our business, financial condition, results of operations and cash flows.

Franchisees may not have access to the financial or management resources that they need to open the restaurants contemplated by their agreements with us, or be able to find suitable sites on which to develop them. Franchisees may not be able to negotiate acceptable lease or purchase terms for restaurant sites, obtain the necessary permits

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## [Table of Contents](#)

and government approvals or meet construction schedules. Any of these problems could slow our growth and reduce our franchise revenues. Additionally, our franchisees typically depend on financing from banks and other financial institutions, which may not always be available to them, in order to construct and open new restaurants. For these reasons, franchisees operating under development agreements may not be able to meet the new restaurant opening dates required under those agreements. Also, as of December 31, 2017, we sublease certain restaurants and equipment to six franchisees which comprise twelve restaurants and lease land, building and equipment we own to one of our franchisees. If any such franchisees cannot meet their financial obligations under their subleases, or otherwise fail to honor or default under the terms of their subleases, we would be financially obligated under a master lease and could be adversely affected.

***Our system-wide restaurant base is geographically concentrated in the Southeastern United States, and we could be negatively affected by conditions specific to that region.***

Our company-operated and franchised restaurants in the Southeastern United States represent approximately 99% of our system-wide restaurants as of December 31, 2017. Our company-operated and franchised restaurants in North Carolina and South Carolina represent approximately 59% of our system-wide restaurants as of December 31, 2017. Approximately 68% of our company-operated restaurants are located in North Carolina and South Carolina as of December 31, 2017. Adverse changes in demographic, unemployment, economic, regulatory or weather conditions in the Southeastern United States have had, and may continue to have, material adverse effects on our business. As a result of our concentration in this market, we have been, and in the future may be, disproportionately affected by these adverse conditions compared to other chain restaurants with a national footprint.

In addition, our competitors could open additional restaurants in North Carolina and South Carolina, where we have significant concentration with 447 of our system restaurants as of December 31, 2017, which could result in reduced market share for us and may adversely impact our profitability.

***Negative publicity could reduce sales at some or all of our restaurants.***

We may, from time to time, be faced with negative publicity relating to food quality, the safety, sanitation and welfare of our restaurant facilities, customer complaints or litigation alleging illness or injury, health inspection scores, integrity of our or our suppliers' food processing and other policies, practices and procedures, employee relationships and welfare or other matters at one or more of our restaurants. Negative publicity may adversely affect us, regardless of whether the allegations are valid or whether we are held to be responsible. In addition, the negative impact of adverse publicity relating to one restaurant may extend far beyond the restaurant involved, especially due to the high geographic concentration of many of our restaurants, to affect some or all of our other restaurants, including our franchised restaurants. The risk of negative publicity is particularly great with respect to our franchised restaurants because we are limited in the manner in which we can regulate them, especially on a real-time basis and negative publicity from our franchised restaurants may also significantly impact company-operated restaurants. A similar risk exists with respect to food service businesses unrelated to us, if customers mistakenly associate such unrelated businesses with our operations. Employee claims against us based on, among other things, wage and hour violations, discrimination, harassment or wrongful termination may also create not only legal and financial liability but negative publicity that could adversely affect us and divert our financial and management resources that would otherwise be used to benefit the future performance of our operations. These types of employee claims could also be asserted against us, on a co-employer theory, by employees of our franchisees. A significant increase in the number of these claims or an increase in the number of successful claims could materially adversely affect our business, financial condition, results of operations and cash flows.

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## [Table of Contents](#)

***Food safety and quality concerns may negatively impact our business and profitability, our internal operational controls and standards may not always be met and our employees may not always act professionally, responsibly and in our and our customers' best interests. Any possible instances of food-borne illness could reduce our restaurant sales.***

Incidents or reports of food-borne or water-borne illness or other food safety issues, food contamination or tampering, employee hygiene and cleanliness failures or improper employee conduct at our restaurants could lead to product liability or other claims. Such incidents or reports could negatively affect our brand and reputation as well as our business, revenues and profits. Similar incidents or reports occurring at limited service restaurants unrelated to us could likewise create negative publicity, which could negatively impact consumer behavior towards us.

We cannot guarantee to consumers that our internal controls and training will be fully effective in preventing all food-borne illnesses. Furthermore, our reliance on third-party food processors makes it difficult to monitor food safety compliance and may increase the risk that food-borne illness would affect multiple locations rather than single restaurants. Some food-borne illness incidents could be caused by third-party food suppliers and transporters outside of our control. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of food-borne illness in one of our company-operated or franchised restaurants could negatively affect sales at all of our restaurants if highly publicized, especially due to the high geographic concentration of many of our restaurants. This risk exists even if it were later determined that the illness was wrongly attributed to one of our restaurants. A number of other restaurant chains have experienced incidents related to food-borne illnesses that have had material adverse impacts on their operations, and we cannot assure you that we could avoid a similar impact upon the occurrence of a similar incident at one of our restaurants. Additionally, even if food-borne illnesses were not identified at our restaurants, our restaurant sales could be adversely affected if instances of food-borne illnesses at other restaurant chains were highly publicized. In addition, our restaurant sales could be adversely affected by publicity regarding other high-profile illnesses such as avian flu or swine flu that customers may associate with our food products.

***We rely on one company to distribute substantially all of our food and supplies to company-operated and franchised restaurants. We also rely on a limited number of companies, and, in some cases, a sole company, to supply certain products, supplies and ingredients to our distributor. Failure to receive timely deliveries of food or other supplies could result in a loss of revenues and materially and adversely impact our operations.***

Our and our franchisees' ability to maintain consistent quality menu items and prices significantly depends upon our ability to acquire quality food products, including chicken and related items, from reliable sources in accordance with our specifications on a timely basis. Shortages or interruptions in the supply of food products caused by unanticipated demand, problems in production or distribution, contamination of food products, an outbreak of poultry or pork diseases, inclement weather or other conditions could materially adversely affect the availability, quality and cost of ingredients, which would adversely affect our business, financial condition, results of operations and cash flows. We have contracts with a limited number of suppliers, and, in some cases, a sole supplier, for certain products, supplies and ingredients. Certain menu items and ingredients are provided to us and our franchisees by single suppliers for various proteins and a single supplier for spices. We have limited rights to access the exclusive formulas used for us by one of the single-source suppliers. McLane is the approved distributor for substantially all of the food and supplies used in our company-operated and franchised stores. Our franchisees are required to purchase their food and supplies from approved distributors and approved manufacturers. Certain of our franchisees have elected to transition to bone-in chicken distribution through McLane, and other franchisees purchase fresh bone-in chicken from other approved distributors. If McLane or our other suppliers fail to perform as anticipated or seek to terminate agreements with us or our franchisees, or if there is any disruption in any of our supply or distribution relationships for any other reason, we or our franchisees could be forced to temporarily close a restaurant or remove popular items from a restaurant's menu due to a supply shortage. In such event, that restaurant may experience a significant reduction in revenues during



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## [Table of Contents](#)

the time affected by the shortage and thereafter if our customers change their dining habits as a result, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

### ***Our level of indebtedness could materially and adversely affect our business, financial condition and results of operations.***

The total debt outstanding under our credit facility and capital lease obligations at December 31, 2017 was \$156.0 million and we had no borrowings outstanding under our revolving credit facility. Our indebtedness could have significant effects on our business, such as:

- limiting our ability to borrow additional amounts to fund working capital, capital expenditures, acquisitions, debt service requirements, execution of our growth strategy and other purposes;
- requiring us to dedicate a substantial portion of our cash flow from operations to pay principal and interest on our debt, which would reduce availability of our cash flow to fund working capital, capital expenditures, acquisitions, execution of our growth strategy and other general corporate purposes;
- making us more vulnerable to adverse changes in general economic, industry and competitive conditions, in government regulation and in our business by limiting our ability to plan for and react to changing conditions;
- placing us at a competitive disadvantage compared with our competitors that have less debt; and
- exposing us to risks inherent in interest rate fluctuations because our borrowings are at variable rates of interest, which could result in higher interest expense in the event of increases in interest rates.

In addition, we may not be able to generate sufficient cash flow from our operations to repay our indebtedness when it becomes due and to meet our other cash needs. If we are not able to pay our debts as they become due, we will be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional debt or equity securities. We may not be able to refinance our debt or sell additional debt or equity securities or our assets on favorable terms, if at all, and if we must sell our assets, it may negatively affect our ability to generate revenues.

Our agreements relating to our term loan and revolving credit facility contain a number of covenants that, among other things, restrict, subject to certain exceptions, our ability to (i) incur additional indebtedness, (ii) issue preferred stock, (iii) create liens on assets, (iv) engage in mergers or consolidations, (v) sell assets, (vi) make investments, loans, or advances, (vii) make certain acquisitions, (viii) engage in certain transactions with affiliates, (ix) authorize or pay dividends, (x) change our lines of business or fiscal year and (xi) not exceed pre-determined maximum cash capital expenditures. In addition, our term loan and revolving credit facility requires us to maintain, on a consolidated basis, a minimum fixed charge coverage ratio, not to exceed a maximum total lease adjusted leverage ratio and not to exceed a maximum cash capital expenditure limit. Our ability to borrow under our revolving credit facility depends on our compliance with these tests. Events beyond our control, including changes in general economic and business conditions, may affect our ability to meet these tests. We cannot assure you that we will meet these tests in the future, or that our lenders will waive any failure to meet these tests.

### ***The failure to comply with our debt covenants or the volatile credit and capital markets could have a material adverse effect on our financial condition.***

Our ability to manage our debt is dependent on our level of positive cash flow from company-operated and franchised restaurants, net of costs. An economic downturn may negatively impact our cash flows. Credit and capital markets can be volatile, which could make it more difficult for us to refinance our existing debt or to obtain additional debt or equity financings in the future. Such constraints could increase our costs of borrowing

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## [Table of Contents](#)

and could restrict our access to other potential sources of future liquidity. Our failure to comply with the debt covenants in our term loan and revolving credit facility or to have sufficient liquidity to make interest and other payments required by our debt could result in a default of such debt and acceleration of our borrowings, which would have a material adverse effect on our business and financial condition. The lack of availability or access to build-to-suit leases and equipment financing leases could result in a decreased number of new restaurants and have a negative impact on our growth.

***If the interest rate swaps entered into in connection with our credit facility prove ineffective, it could result in volatility in our operating results, including potential losses, which could have a material adverse effect on our results of operations and cash flows.***

As of December 31, 2017, we have an interest rate swap contract with one of our lenders under our current credit agreement to exchange our variable interest rate payment commitments for fixed interest rate payments on our term loans. On October 26, 2015, we entered into an interest rate swap contract with a notional amount of \$50.0 million, an effective date of October 30, 2015 and a termination date of October 31, 2019, under which we pay a fixed interest rate of 1.115% and receive the one-month LIBOR rate. Early termination of interest rate swap contracts may result in payments by us and expiration of swaps without replacement may result in increased interest payments by us, which could have a material adverse effect on our results of operations and cash flow.

We record the swaps at fair value, and are currently designated as an effective cash flow hedge under ASC 815, *Derivatives and Hedging* (“ASC 815”). Each fiscal quarter, we assess whether each derivative that qualifies for hedge accounting continues to be highly effective in offsetting changes in the cash flows of the hedged item and record in earnings any gains or losses resulting from hedge ineffectiveness. The hedge provided by our swaps could prove to be ineffective for a number of reasons, including early retirement of our term loan, as is allowed under the credit facility, or in the event the counterparty to the interest rate swaps are determined in the future to not be creditworthy. Any determination that the hedge created by the swaps is ineffective could have a material adverse effect on our results of operations and cash flows and result in volatility in our operating results. In addition, any changes in relevant accounting standards relating to the swaps, especially ASC 815, could materially increase earnings volatility.

***There can be no assurance that we will continue to repurchase stock or that we will repurchase stock at favorable prices.***

On October 31, 2017, our board of directors authorized a share repurchase program under which we may purchase up to \$50.0 million of our outstanding common stock through April 30, 2019. The purchases may be made from time to time in the open market (including, without limitation, the use of Rule 10b5-1 plans), depending on a number of factors, including our evaluation of general market and economic conditions, the trading price of the common stock, regulatory requirements, and compliance with the terms of our outstanding indebtedness. The share repurchase program may be extended, modified, suspended or discontinued at any time. We expect to fund the share repurchase program with either, or a combination of, existing cash on hand, cash generated from operations, and borrowings under our revolving line of credit. Through March 1, 2018, we have acquired 0.4 million shares at a total cost of \$4.9 million. As March 1, 2018, up to \$45.1 million of our common stock remains available for purchase under the program. A reduction in, or the completion or expiration of, our share repurchase program could have a negative effect on our stock price. We can provide no assurance that we will repurchase stock at favorable prices, if at all.

***A prolonged economic downturn could materially affect us in the future.***

The restaurant industry is dependent upon consumer discretionary spending. The recession from late 2007 to mid-2009 reduced consumer confidence to historic lows, impacting the public’s ability and desire to spend discretionary dollars as a result of job losses, home foreclosures, significantly reduced home values, investment

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## [Table of Contents](#)

losses, bankruptcies and reduced access to credit, resulting in lower levels of customer traffic and lower average check sizes in our restaurants. If the economy experiences another significant decline, our business, results of operations and ability to comply with the terms of our term loan and revolving credit facility could be materially adversely affected and may result in a deceleration of the number and timing of new restaurant openings by us and our franchisees. Deterioration in customer traffic or a reduction in average check size would negatively impact our revenues and profitability and could result in reductions in staff levels, additional impairment charges and potential restaurant closures.

***The interests of our franchisees may conflict with ours or yours in the future and we could face liability from our franchisees or related to our relationship with our franchisees.***

Franchisees, as independent business operators, may from time to time disagree with us and our strategies regarding the business or our interpretation of our respective rights and obligations under the franchise agreement and the terms and conditions of the franchisee/franchisor relationship. This may lead to disputes with our franchisees and we expect such disputes to occur from time to time in the future as we continue to offer franchises. Such disputes may result in legal action against us. To the extent we have such disputes, the attention, time and financial resources of our management and our franchisees will be diverted from our restaurants, which could have a material adverse effect on our business, financial condition, results of operations and cash flows even if we have a successful outcome in the dispute.

In addition, various state and federal laws govern our relationship with our franchisees and our potential sale of a franchise. A franchisee and/or a government agency may bring legal action against us based on the franchisee/franchisor relationships that could result in the award of damages to franchisees and/or the imposition of fines or other penalties against us.

***Information technology system failures, breaches of our network security or inability to upgrade or expand our technological capabilities could interrupt our operations and adversely affect our business.***

We and our franchisees rely on our computer systems and network infrastructure across our operations, including point-of-sale processing at our restaurants. Our and our franchisees' operations depend upon our and our franchisees' ability to protect our computer equipment and systems against damage from physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, viruses and other disruptive problems. Any damage or failure of our computer systems or network infrastructure that causes an interruption in our operations could have a material adverse effect on our business and subject us or our franchisees to litigation or to actions by regulatory authorities.

We are continuing to expand, upgrade and develop our information technology capabilities, including our point-of-sale system, as well as the adoption of cloud services for e-mail, intranet, and file storage. If we are unable to successfully upgrade or expand our technological capabilities, we may not be able to take advantage of market opportunities, manage our costs and transactional data effectively, satisfy customer requirements, execute our business plan or respond to competitive pressures. Additionally, unforeseen problems with our point-of-sale system may affect our operational abilities and internal controls and we may incur additional costs in connection with such upgrades and expansion.

***If we or our franchisees are unable to protect our customers' data, we could be exposed to data loss, litigation, liability and reputational damage.***

In connection with credit and debit card sales, we and our franchisees transmit confidential credit and debit card information by way of secure private retail networks. We also accept mobile payments from our customers in our company-operated restaurants. A number of restaurant operators and retailers have experienced actual or potential security breaches in which credit and debit card information may have been stolen. Although we and our franchisees use private networks, third parties may have the technology or know-how to breach the security

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## [Table of Contents](#)

of the customer information transmitted in connection with credit and debit card sales, and our and our franchisees' security measures and those of our and our franchisees' technology vendors may not effectively prohibit others from obtaining improper access to this information. If a person were able to circumvent these security measures, he or she could destroy or steal valuable information or disrupt our and our franchisees' operations. Any security breach could expose us and our franchisees to risks of data loss and liability and could seriously disrupt our and our franchisees' operations and any resulting negative publicity could significantly harm our reputation. We may also be subject to lawsuits or other proceedings in the future relating to these types of incidents. Proceedings related to theft of credit and debit card information may be brought by payment card providers, banks, and credit unions that issue cards, cardholders (either individually or as part of a class action lawsuit), and federal and state regulators. Any such proceedings could harm our reputation, distract our management team members from running our business and cause us to incur significant unplanned liabilities, losses and expenses.

We also sell and accept for payment Bojangles' gift cards and virtual wallets on mobile devices, and our Bo Rewards customer loyalty program provides rewards that can be redeemed for purchases. Like credit and debit cards, gift cards, virtual wallets and rewards earned by our customers are vulnerable to theft, whether physical or electronic. We believe that our gift cards are primarily vulnerable to physical theft, as we have implemented gift card policies such as requiring a physical card to be presented when redeeming value from a gift card; however, there could be instances of non-compliance with these policies. We believe that, due to their electronic nature, virtual wallets and rewards earned through our Bo Rewards customer loyalty program are primarily vulnerable to hacking. Customers affected by any loss of data or funds could litigate against us, and security breaches or even unsuccessful attempts at hacking could harm our reputation, and guarding against or responding to hacks could require significant time and resources.

We also receive and maintain certain personal information about our customers, including information received through our Bo Rewards customer loyalty program, and team members. The use of this information by us is regulated at the federal and state levels. If our security and information systems are compromised or our team members fail to comply with these laws and regulations and this information is obtained by unauthorized persons or used inappropriately, it could adversely affect our reputation, as well as the results of operations, and could result in litigation against us or the imposition of penalties. In addition, our ability to accept credit and debit cards as payment in our restaurants and online depends on us maintaining our compliance status with standards set by the PCI Security Standards Council. These standards, set by a consortium of the major credit card companies, require certain levels of system security and procedures to protect our customers' credit and debit card information as well as other personal information. Privacy and information security laws and regulations change over time, and compliance with those changes may result in cost increases due to necessary system and process changes.

***The failure to enforce and maintain our trademarks and protect our other intellectual property could materially adversely affect our business, including our ability to establish and maintain brand awareness.***

We have registered Bojangles'® and certain other names used by our restaurants as trademarks or service marks with the United States Patent and Trademark Office. The Bojangles'® trademark is also registered in some form in approximately 25 foreign countries. Our current brand campaign, "It's Bo Time" has also been approved for registration with the United States Patent and Trademark Office. In addition, the Bojangles' logo, website name and address and Facebook and Twitter accounts are our intellectual property. The success of our business strategy depends on our continued ability to use our existing trademarks and service marks in order to increase brand awareness and develop our branded products. If our efforts to protect our intellectual property are not adequate, or if any third-party misappropriates or infringes on our intellectual property, whether in print, on the Internet or through other media, the value of our brands may be harmed, which could have a material adverse effect on our business, including the failure of our brands and branded products to achieve and maintain market acceptance. There can be no assurance that all of the steps we have taken to protect our intellectual property in the United States and in foreign countries will be adequate. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States.

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## [Table of Contents](#)

We or our suppliers maintain the seasonings and additives for our chicken, biscuits and other offerings, as well as certain standards, specifications and operating procedures, as trade secrets or confidential information. We may not be able to prevent the unauthorized disclosure or use of our trade secrets or information, despite the existence of confidentiality agreements and other measures. While we try to ensure that the quality of our brand and branded products is maintained by all of our franchisees, we cannot be certain that these franchisees will not take actions that adversely affect the value of our intellectual property or reputation. If any of our trade secrets or information were to be disclosed to or independently developed by a competitor, our business, financial condition and results of operations could be materially adversely affected.

***Third-party claims with respect to intellectual property assets, if decided against us, may result in competing uses or require adoption of new, non-infringing intellectual property, which may in turn adversely affect sales and revenues.***

There can be no assurance that third parties will not assert infringement or misappropriation claims against us, or assert claims that our rights in our trademarks, service marks, trade dress and other intellectual property assets are invalid or unenforceable. Any such claims could have a material adverse effect on us or our franchisees if such claims were to be decided against us. If our rights in any intellectual property were invalidated or deemed unenforceable, it could permit competing uses of intellectual property which, in turn, could lead to a decline in restaurant revenues. If the intellectual property became subject to third-party infringement, misappropriation or other claims, and such claims were decided against us, we may be forced to pay damages, be required to develop or adopt non-infringing intellectual property or be obligated to acquire a license to the intellectual property that is the subject of the asserted claim. There could be significant expenses associated with the defense of any infringement, misappropriation, or other third-party claims.

***We depend on our executive officers, the loss of whom could materially harm our business.***

We rely upon the accumulated knowledge, skills and experience of our executive officers. If they were to leave us or become incapacitated, we might suffer in our planning and execution of business strategy and operations, impacting our brand and financial results. We also do not maintain any key man life insurance policies for any of our employees.

***Matters relating to employment and labor law may adversely affect our business.***

Various federal and state labor laws govern our relationships with our employees and affect operating costs. These laws include employee classifications as exempt or non-exempt, minimum wage requirements, unemployment tax rates, workers' compensation rates, citizenship requirements and other wage and benefit requirements for employees classified as non-exempt. Significant additional government regulations and new laws, including mandating increases in minimum wages, changes in exempt and non-exempt status, or mandated benefits such as health insurance could materially affect our business, financial condition, operating results or cash flow. Since we self-insure our medical plan, increased medical claims could negatively impact our margins, as will the PPACA. Furthermore, if our or our franchisees' employees unionize, it could materially affect our business, financial condition, operating results or cash flow.

We are also subject in the ordinary course of business to employee claims against us based, among other things, on discrimination, harassment, wrongful termination, or violation of wage and labor laws, including a current lawsuit seeking class action status against us regarding overtime and exempt versus non-exempt status. Such claims could also be asserted against us by employees of our franchisees. Moreover, claims asserted against franchisees may at times be made against us as a franchisor. These claims may divert our financial and management resources that would otherwise be used to benefit our operations. The ongoing expense of any resulting lawsuits, and any substantial settlement payment or damage award against us, could adversely affect our business, brand image, employee recruitment, financial condition, operating results or cash flows.

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## [Table of Contents](#)

***Restaurant companies have been the target of class action lawsuits and other proceedings alleging, among other things, violations of federal and state workplace and employment laws. Proceedings of this nature are costly, divert management attention and, if successful, could result in our payment of substantial damages or settlement costs.***

Our business is subject to the risk of litigation by employees, consumers, suppliers, franchisees, stockholders or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation, particularly class action and regulatory actions, is difficult to assess or quantify. In recent years, restaurant companies, including us, have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state laws regarding workplace and employment conditions, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted from time to time alleging violations of various federal and state wage and hour laws regarding, among other things, employee meal deductions, overtime eligibility of managers and failure to pay for all hours worked. Though we do not believe any lawsuits in which we are currently involved will have a material adverse effect on our financial position, results of operations, liquidity or capital resources, we may in the future be subject to lawsuits that could have such an effect.

Occasionally, our customers file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered at or after a visit to one of our restaurants, including actions seeking damages resulting from food-borne illness or accidents in our restaurants. We are also subject to a variety of other claims from third parties arising in the ordinary course of our business, including contract claims. The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their customers. We may also be subject to lawsuits from our employees, the U.S. Equal Employment Opportunity Commission or others alleging violations of federal and state laws regarding workplace and employment conditions, discrimination and similar matters.

Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations and result in increases in our insurance premiums. In addition, they may generate negative publicity, which could reduce customer traffic and sales. Although we maintain what we believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these or other matters. A judgment or other liability in excess of our insurance coverage for any claims or any adverse publicity resulting from claims could adversely affect our business and results of operations.

***If we or our franchisees face labor shortages or increased labor costs, our results of operations and our growth could be adversely affected.***

Labor is a primary component in the cost of operating our company-operated and franchised restaurants. If we or our franchisees face labor shortages or increased labor costs because of increased competition for employees, higher employee turnover rates, unionization of restaurant workers, or increases in the federally-mandated or state-mandated minimum wage, change in exempt and non-exempt status, or other employee benefits costs (including costs associated with health insurance coverage or workers' compensation insurance), our and our franchisees' operating expenses could increase and our growth could be adversely affected.

We have a substantial number of hourly employees who are paid wage rates at or based on the applicable federal or state minimum wage and increases in the minimum wage will increase our labor costs and the labor costs of our franchisees. The federal minimum wage has been \$7.25 per hour since July 24, 2009. Federally-mandated, state-mandated or locally-mandated minimum wages may be raised in the future. As of the date hereof, 29 states and the District of Columbia have set a minimum wage level higher than the federal minimum wage. We may be unable to increase our menu prices in order to pass future increased labor costs on to our customers, in which case our margins would be negatively affected. Also, reduced margins of franchisees could make it more difficult to sell franchises. If menu prices are increased by us and our franchisees to cover increased labor costs, the

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## [Table of Contents](#)

higher prices could adversely affect transactions which could lower sales and thereby reduce our margins and the royalties that we receive from franchisees.

In addition, our success depends in part upon our and our franchisees' ability to attract, motivate and retain a sufficient number of well-qualified restaurant operators, management personnel and other employees. Qualified individuals needed to fill these positions can be in short supply in some geographic areas, and in fiscal 2017 some of our stores experienced increased competition for qualified employees and were required to pay higher wages to hire employees. In addition, limited service restaurants have traditionally experienced relatively high employee turnover rates. Our turnover, which results in inefficiencies and higher labor costs, increased significantly in fiscal 2016 and fiscal 2017 at company-operated restaurants. In addition, the low unemployment rate and labor inflation have both contributed to an increase in our labor costs. Our and our franchisees' ability to recruit and retain employees may delay the planned openings of new restaurants or result in higher employee turnover in existing restaurants, which could increase our and our franchisees' labor costs and have a material adverse effect on our business, financial condition, results of operations or cash flows. If we or our franchisees are unable to recruit and retain sufficiently qualified individuals, our business and our growth could be adversely affected. Competition for these employees could require us or our franchisees to pay higher wages, which could also result in higher labor costs.

Finally, labor initiatives we or our franchisees implement across company-operated and franchised restaurants influence our labor costs. Certain initiatives, such as the expansion of our table service at company-operated restaurants, will increase our labor costs and overall operating expenses, which could adversely affect our growth. Changing the mix of full-time and part-time team members is another labor initiative that will influence our labor costs. Increasing our full-time team members at company-operated restaurants and/or franchised restaurants relative to part-time team members will result in higher labor costs for us and/or our franchisees, which could adversely affect our growth.

***We are locked into long-term and non-cancelable leases and may be unable to renew leases at the end of their terms.***

Many of our restaurant leases are non-cancelable and typically have initial terms up to between 15 and 20 years and three renewal terms of five years each that we may exercise at our option. We expect closures of underperforming company-operated restaurants during fiscal 2018, and potentially in subsequent years, to exceed levels experienced in recent years. Even if we close a restaurant, we are required to perform our obligations under the applicable lease, which could include, among other things, a provision for a closed restaurant reserve when the restaurant is closed, which would impact our profitability, and payment of the base rent, property taxes, insurance and maintenance for the balance of the lease term. In addition, in connection with leases for restaurants that we will continue to operate, we may, at the end of the lease term and any renewal period for a restaurant, be unable to renew the lease without substantial additional cost, if at all. As a result, we may close or relocate the restaurant, which could subject us to construction and other costs and risks. Additionally, the revenues and profit, if any, generated at a relocated restaurant may not equal the revenues and profit generated at the existing restaurant.

***We and our franchisees are subject to extensive government regulations that could result in claims leading to increased costs and restrict our ability to operate or sell franchises.***

We and our franchisees are subject to extensive government regulation at the federal, state and local government levels. These include, but are not limited to, regulations relating to the preparation and sale of food, zoning and building codes, franchising, land use and employee, health, sanitation and safety matters. We and our franchisees are required to obtain and maintain a wide variety of governmental licenses, permits and approvals. Difficulty or failure in obtaining them in the future could result in delaying or canceling the opening of new restaurants. Local authorities may suspend or deny renewal of our governmental licenses if they determine that our operations do not meet the standards for initial grant or renewal. This risk would be even higher if there were a major change in the licensing requirements affecting our types of restaurants.

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## [Table of Contents](#)

The PPACA requires employers such as us to provide adequate and affordable health insurance for all qualifying employees or pay a monthly per-employee fee or penalty for non-compliance beginning in fiscal 2015. The PPACA increased our costs in providing health insurance for our employees beginning in fiscal 2015, and we expect additional increases in future years.

We are also subject to regulation by the Federal Trade Commission and subject to state laws that govern the offer, sale, renewal and termination of franchises and our relationship with our franchisees. The failure to comply with these laws and regulations in any jurisdiction or to obtain required approvals could result in a ban or temporary suspension on franchise sales, fines or the requirement that we make a rescission offer to franchisees, any of which could affect our ability to open new restaurants in the future and thus could materially adversely affect our business and operating results. Any such failure could also subject us to liability to our franchisees.

### ***Compliance with environmental laws may negatively affect our business.***

We are subject to federal, state and local laws and regulations, including those concerning waste disposal, pollution, protection of the environment, and the presence, discharge, storage, handling, release and disposal of, and exposure to, hazardous or toxic substances. These environmental laws provide for significant fines and penalties for non-compliance and liabilities for remediation, sometimes without regard to whether the owner or operator of the property knew of, or was responsible for, the release or presence of hazardous toxic substances. Third parties may also make claims against owners or operators of properties for personal injuries and property damage associated with releases of, or actual or alleged exposure to, such hazardous or toxic substances at, on or from our restaurants. Environmental conditions relating to the presence of hazardous substances at prior, existing or future restaurant sites could materially adversely affect our business, financial condition and results of operations. Further, environmental laws and regulations, and the administration, interpretation and enforcement thereof, are subject to change and may become more stringent in the future, each of which could materially adversely affect our business, financial condition and results of operations.

### ***Legislation and regulations requiring the display and provision of nutritional information for our menu offerings, and new information or attitudes regarding diet and health or adverse opinions about the health effects of consuming our menu offerings, could affect consumer preferences and negatively impact our results of operations.***

Government regulation and consumer eating habits may impact our business as a result of changes in attitudes regarding diet and health or new information regarding the health effects of consuming our menu offerings, including our buttermilk biscuits, legendary sweet tea and bone-in fried chicken. These changes have resulted in, and may continue to result in, the enactment of laws and regulations that impact the ingredients and nutritional content of our menu offerings, or laws and regulations requiring us to disclose the nutritional content of our food offerings.

The PPACA establishes a uniform, federal requirement for certain restaurants to post certain nutritional information on their menus. Specifically, the PPACA amended the Federal Food, Drug and Cosmetic Act to require chain restaurants with 20 or more locations operating under the same name and offering substantially the same menus to publish the total number of calories of standard menu items on menus and menu boards, along with a statement that puts this calorie information in the context of a total daily calorie intake. In May 2017, the U.S. Food and Drug Administration (“FDA”) extended the compliance date for the menu labeling requirements from May 5, 2017 to May 7, 2018. The PPACA also requires covered restaurants to, as of May 7, 2018, provide to consumers, upon request, a written summary of detailed nutritional information for each standard menu item, and to provide a statement on menus and menu boards about the availability of this information. The PPACA further permits the FDA to require covered restaurants to make additional nutrient disclosures, such as disclosure of trans-fat content. An unfavorable report on, or reaction to, our menu ingredients, the size of our portions or the nutritional content of our menu items could negatively influence the demand for our offerings.



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## [Table of Contents](#)

Furthermore, a number of states, counties and cities have enacted menu labeling laws requiring multi-unit restaurant operators to disclose certain nutritional information to customers, or have enacted legislation restricting the use of certain types of ingredients in restaurants.

Compliance with current and future laws and regulations regarding the ingredients and nutritional content of our menu items may be costly and time-consuming. Additionally, if consumer health regulations or consumer eating habits change significantly, we may be required to modify or discontinue certain menu items, and we may experience higher costs associated with the implementation of those changes. Additionally, some government authorities are increasing regulations regarding trans-fats and sodium, which may require us to limit or eliminate trans-fats and sodium in our menu offerings or switch to higher cost ingredients or may hinder our ability to operate in certain markets. Some jurisdictions have banned certain cooking ingredients, such as trans-fats, which a limited number of our menu products contain in small, but measurable amounts, or have discussed banning certain products, such as large sodas. Removal of these products and ingredients from our menus could affect product tastes, customer satisfaction levels, and sales volumes, whereas if we fail to comply with these laws or regulations, our business could experience a material adverse effect.

We cannot make any assurances regarding our ability to effectively respond to changes in consumer health perceptions or our ability to successfully implement the nutrient content disclosure requirements and to adapt our menu offerings to trends in eating habits. The imposition of additional menu-labeling laws could have an adverse effect on our results of operations and financial position, as well as on the restaurant industry in general.

***We may become subject to liabilities arising from environmental laws that could likely increase our operating expenses and materially and adversely affect our business and results of operations.***

We are subject to federal, state and local laws, regulations and ordinances that:

- govern activities or operations that may have adverse environmental effects, such as discharges to air and water, as well as waste handling and disposal practices for solid and hazardous wastes; and
- impose liability for the costs of cleaning up, and damage resulting from, sites of past spills, disposals or other releases of hazardous materials.

In particular, under applicable environmental laws, we may be responsible for remediation of environmental conditions and may be subject to associated liabilities, including liabilities for clean-up costs and personal injury or property damage, relating to our restaurants and the land on which our restaurants are located, regardless of whether we lease or own the restaurants or land in question and regardless of whether such environmental conditions were created by us or by a prior owner or tenant. If we are found liable for the costs of remediating contamination at any of our properties, our operating expenses would likely increase and our results of operations would be materially adversely affected. See “Business—Environmental Matters.” Some of our leases provide for indemnification of our landlords for environmental contamination, clean-up or owner liability.

***We are exposed to the risk of natural disasters, unusual weather conditions, pandemic outbreaks, political events, war and terrorism that could disrupt business and result in lower sales, increased operating costs and capital expenditures.***

Our headquarters, company-operated and franchised restaurant locations, third-party sole distributor and its facilities, as well as certain of our vendors and customers, are located in areas which have been and could be subject to natural disasters such as floods, hurricanes, tornadoes, fires or earthquakes. Adverse weather conditions or other extreme changes in the weather, including resulting electrical and technological failures, especially such events which occur in North Carolina or South Carolina, as a result of the concentration of our restaurants, may disrupt our and our franchisees’ business and may adversely affect our and our franchisees’ ability to obtain food and supplies and sell menu items. Our business may be harmed if our or our franchisees’ ability to obtain food and supplies and sell menu items is impacted by any such events, any of which could

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## [Table of Contents](#)

influence customer trends and purchases and may negatively impact our and our franchisees' revenues, properties or operations. Such events could result in physical damage to one or more of our or our franchisees' properties, the temporary closure of some or all of our company-operated restaurants, franchised restaurants and third-party sole distributor, the temporary lack of an adequate work force in a market, temporary or long-term disruption in the transport of goods, delay in the delivery of goods and supplies to our company-operated and franchised restaurants and third-party sole distributor, disruption of our technology support or information systems, or fuel shortages or dramatic increases in fuel prices, all of which would increase the cost of doing business. These events also could have indirect consequences such as increases in the costs of insurance if they result in significant loss of property or other insurable damage. Any of these factors, or any combination thereof, could adversely affect our operations.

***Because of our international franchised restaurants, we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery and anti-kickback laws.***

We currently have three franchised locations located outside the United States. The U.S. Foreign Corrupt Practices Act, and other similar anti-bribery and anti-kickback laws and regulations, generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. We cannot assure you that we will be successful in preventing our franchisees or other agents from taking actions in violation of these laws or regulations. Such violations, or allegations of such violations, could disrupt our business and result in a material adverse effect on our financial condition, results of operations and cash flows.

### **Risks Related to Ownership of Our Common Stock**

***If the ownership of our common stock continues to be highly concentrated, it may prevent minority stockholders from influencing significant corporate decisions and may result in conflicts of interest.***

Advent International Corporation ("Advent") indirectly beneficially owns approximately 51% of our outstanding common stock outstanding as of December 31, 2017. As a result, Advent indirectly beneficially owns shares sufficient for majority votes over all matters requiring stockholder votes, including: the election of directors; mergers, consolidations and acquisitions; the sale of all or substantially all of our assets and other decisions affecting our capital structure; amendments to our certificate of incorporation or our bylaws; and our winding up and dissolution.

This concentration of ownership may delay, deter or prevent acts that would be favored by our other stockholders. The interests of Advent may not always coincide with our interests or the interests of our other stockholders. This concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of us. Also, Advent may seek to cause us to take courses of action that, in its judgment, could enhance its investment in us, but which might involve risks to our other stockholders or adversely affect us or our other stockholders. As a result, the market price of our common stock could decline or stockholders might not receive a premium over the then-current market price of our common stock upon a change in control. In addition, this concentration of share ownership may adversely affect the trading price of our common stock because investors may perceive disadvantages in owning shares in a company with significant stockholders.

***The interests of Advent may conflict with ours or those of our other stockholders in the future.***

Advent engages in a range of investing activities, including investments in restaurants and other consumer-related companies in particular. In the ordinary course of its business activities, Advent may engage in activities where its interests conflict with our interests or those of our other stockholders. Our amended and restated certificate of incorporation contains provisions renouncing any interest or expectancy held by our directors affiliated with Advent in certain corporate opportunities. Accordingly, the interests of Advent may supersede ours, causing them or their affiliates to compete against us or to pursue opportunities instead of us, for which we

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## [Table of Contents](#)

have no recourse. Such actions on the part of Advent and inaction on our part could have a material adverse effect on our business, financial condition and results of operations. In addition, Advent may have an interest in pursuing acquisitions, divestitures and other transactions that, in its judgment, could enhance its investment in us, even though such transactions might involve risks to our stockholders, including, without limitation, debt financed acquisitions, repurchases of stock and dividends.

***As a controlled company, we are not subject to all of the corporate governance rules of NASDAQ.***

We are considered a “controlled company” under the rules of NASDAQ. Controlled companies are exempt from NASDAQ corporate governance rules requiring that listed companies have (i) a majority of the board of directors consist of “independent” directors under the listing standards of NASDAQ, (ii) a nominating/corporate governance committee composed entirely of independent directors and a written nominating/corporate governance committee charter meeting NASDAQ requirements and (iii) a compensation committee composed entirely of independent directors and a written compensation committee charter meeting the requirements of NASDAQ. As a result of relying on certain of these exceptions, our nominating and corporate governance committee does not consist entirely of independent directors. While we have chosen not to rely on certain of the exceptions, we may in the future choose to rely on such exceptions as long as we continue to be a controlled company. Accordingly, our stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of NASDAQ.

***Bojangles’, Inc. is a holding company with no operations and relies on its operating subsidiaries to provide it with funds necessary to meet its financial obligations and to pay dividends.***

Bojangles’, Inc. is a holding company with no material direct operations. Bojangles’, Inc.’s principal assets are the equity interests it directly or indirectly holds in its operating subsidiaries which own our operating assets. As a result, Bojangles’, Inc. is dependent on loans, dividends and other payments from its operating subsidiaries to generate the funds necessary to meet its financial obligations and to pay dividends on its common stock. Its subsidiaries are legally distinct from Bojangles’, Inc. and may be prohibited or restricted from paying dividends, including the restrictions contained in our term loan and revolving credit facility described below, or otherwise making funds available to us under certain conditions. Although Bojangles’, Inc. does not expect to pay dividends on its common stock for the foreseeable future, if it is unable to obtain funds from its subsidiaries, it may be unable to, or its board may exercise its discretion not to, pay dividends.

***We do not anticipate paying any dividends on our common stock in the foreseeable future.***

We do not expect to declare or pay any cash or other dividends in the foreseeable future on our common stock because we intend to use cash flow generated by operations to grow our business. Our term loan and revolving credit facility restrict our ability to pay cash dividends on our common stock. We may also enter into other credit agreements or other borrowing arrangements in the future that restrict or limit our ability to pay cash dividends on our common stock. As a result, our stockholders may not receive any return on an investment in our common stock unless they sell our common stock for a price greater than that which they paid for it.

***If we are unable maintain compliance with the requirements for continued listing on the NASDAQ Global Select Market, our common stock may be delisted and the price of our common stock could be negatively impacted.***

Our common stock is currently listed for trading on the NASDAQ Global Select Market. We must satisfy NASDAQ’s continued listing requirements or risk delisting, which would have a material adverse effect on our business. A delisting of our common stock from the NASDAQ Global Select Market could materially reduce the liquidity of our common stock, resulting in a corresponding material reduction in the price of our common stock, and may result in the potential loss of confidence by investors, suppliers, customers and employees and fewer business development opportunities.

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## [Table of Contents](#)

***As a public company, we incur significant costs to comply with the laws and regulations affecting public companies which could harm our business and results of operations.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Sarbanes-Oxley Act of 2002, as amended (the “Sarbanes-Oxley Act”), and the listing requirements of NASDAQ, and other applicable securities rules and regulations. These rules and regulations have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time consuming and costly, particularly after we cease to be an “emerging growth company” as defined in the JOBS Act. For example, these rules and regulations could make it more difficult and more costly for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or to incur substantial costs to maintain the same or similar coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees or as executive officers. Our management and other personnel devote a substantial amount of time to these compliance initiatives. As a result, management’s attention may be diverted from other business concerns, which could harm our business and operating results. In fiscal 2015, we hired additional employees to comply with these requirements. Despite the increase in headcount, we will need to hire more employees in the future, which will further increase our costs and expenses.

Our management team and other personnel devote a substantial amount of time to new compliance initiatives and we may not successfully or efficiently manage our ongoing transition to a public company. To comply with the requirements of being a public company, including the Sarbanes-Oxley Act, we have undertaken and will continue to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff, which will require us to incur additional expenses and harm our results of operations.

***Our management has limited experience managing a public company and our current resources may not be sufficient to fulfill our public company obligations.***

As a public company, we are subject to various regulatory requirements, including those of the SEC and NASDAQ. These requirements include record keeping, financial reporting and corporate governance rules and regulations. Our management team has limited experience in managing a public company and, historically, has not had the resources typically found in a public company. Our internal infrastructure may not be adequate to support our increased reporting obligations and we may be unable to hire, train or retain necessary staff and may be reliant on engaging outside consultants or professionals to overcome our lack of experience or employees. Our business could be adversely affected if our internal infrastructure is inadequate, we are unable to engage outside consultants or are otherwise unable to fulfill our public company obligations.

***If securities or industry analysts do not publish research, do not continue to publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.***

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Moreover, if our operating results do not meet the expectations of the investor community, or one or more of the analysts who cover our company downgrade our stock, our stock price could decline.

***For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to other public companies.***

We are an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the JOBS Act. As such, we are eligible to take advantage of certain exemptions from various reporting requirements

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## [Table of Contents](#)

that are applicable to other public companies that are not “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and of stockholder approval of any golden parachute payments not previously approved. We take advantage of some of these exceptions, and we do not know if some investors find our common stock less attractive as a result. The result may be a less-active trading market for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected not to avail ourselves of this exemption and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

We could remain an “emerging growth company” until December 27, 2020 or until the earliest of (a) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion, (b) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (c) the date on which we have issued more than \$1 billion in non-convertible debt securities in the preceding three-year period.

***If we fail to establish and maintain an effective system of integrated internal controls, we may not be able to report our financial results accurately, which could have a material adverse effect on our business, financial condition and results of operations.***

Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming effort that will need to be evaluated frequently. Section 404 of the Sarbanes-Oxley Act requires public companies to conduct an annual review and evaluation of their internal controls and attestations by independent auditors regarding the effectiveness of internal controls. We currently qualify as an emerging growth company, and thus, we are exempt from the auditors’ attestation requirement until such time as we no longer qualify as an emerging growth company. Regardless of whether we qualify as an emerging growth company, we still need to implement substantial control systems and procedures in order to satisfy the reporting requirements under the Exchange Act and applicable NASDAQ requirements, among other items. Establishing these internal controls have been and will continue to be costly and may divert management’s attention.

Evaluation by us of our internal controls over financial reporting may identify material weaknesses that may cause us to be unable to report our financial information on a timely basis and thereby subject us to adverse regulatory consequences, including sanctions by the SEC or violations of NASDAQ listing rules. There also could be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements also could suffer if we or our independent registered public accounting firm were to report a material weakness in our internal controls over financial reporting. This could materially adversely affect our business, financial condition, results of operations and stock price.

***The market price and trading volume of our common stock has been and may be volatile, which could result in rapid and substantial losses for our stockholders, and you may lose all or part of your investment.***

Prior to our IPO, there had been no public market for our common stock. Shares of our common stock were sold in our IPO in May 2015 at a price of \$19.00 per share. During fiscal year 2015, our common stock traded as high

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## [Table of Contents](#)

as \$28.45 and as low as \$14.70. During fiscal year 2016, our common stock traded as high as \$20.15 and as low as \$13.39. During fiscal year 2017, our common stock traded as high as \$22.35 and as low as \$11.45. An active, liquid and orderly market for our common stock may not be sustained, which could depress the trading price of our common stock or cause it to be highly volatile or subject to wide fluctuations. The market price of our common stock has and may continue to fluctuate or may decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- variations in our quarterly or annual operating results;
- changes in our earnings estimates (if provided) or differences between our actual financial and operating results and those expected by investors and analysts;
- the contents of published research reports about us or our industry or the failure of securities analysts to cover our common stock;
- additions or departures of key management personnel;
- any increased indebtedness we may incur in the future;
- announcements by us or others and developments affecting us;
- actions by institutional stockholders;
- litigation and governmental investigations;
- legislative or regulatory changes;
- judicial pronouncements interpreting laws and regulations;
- changes in government programs;
- changes in market valuations of similar companies;
- speculation or reports by the press or investment community with respect to us or our industry in general;
- announcements by us or our competitors of significant contracts, acquisitions, dispositions, restaurant closures, strategic relationships, joint ventures or capital commitments; and
- general market, political and economic conditions, including local conditions in the markets in which we operate.

These broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. The stock market in general has from time to time experienced extreme price and volume fluctuations, including recently. In addition, in the past, following periods of volatility in the overall market and decreases in the market price of a company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

***Future offerings of debt or equity securities by us may adversely affect the market price of our common stock.***

In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional shares of our common stock or by offering debt or other equity securities, including senior or subordinated notes, debt securities convertible into equity or shares of preferred stock. Opening new company-operated restaurants in existing and new markets could require substantial additional capital in excess of cash from operations. We would expect to finance the capital required for new company-operated restaurants through a combination of additional issuances of equity, corporate indebtedness, leases and cash from operations.

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## [Table of Contents](#)

Issuing additional shares of our common stock or other equity securities or securities convertible into equity may dilute the economic and voting rights of our existing stockholders or reduce the market price of our common stock or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our common stock. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing, or nature of our future offerings. Thus, holders of our common stock bear the risk that our future offerings may reduce the market price of our common stock and dilute their stockholdings in us.

***The market price of our common stock could be negatively affected by sales of substantial amounts of our common stock in the public markets.***

As of December 31, 2017, we had 36,899,194 shares of common stock outstanding. Of our issued and outstanding shares, all common stock is freely transferable, except for any shares held by our “affiliates,” as that term is defined in Rule 144 under the Securities Act. Approximately 51% of our outstanding common stock as of December 31, 2017 is beneficially owned by Advent, and can be resold into the public markets in the future in accordance with the requirements of Rule 144.

Sales or distributions of substantial amounts of our common stock, or the perception that such sales or distributions could occur, may cause the market price of our common stock to decline. A decline in the price of our common stock might impede our ability to raise capital through the issuance of additional common stock or other equity securities.

Pursuant to our stockholders’ agreement, certain of our stockholders may require us to file registration statements under the Securities Act at our expense, covering resales of our common stock held by them or piggyback on a registration statement in certain circumstances. Any such sales, or the prospect of any such sales, could materially impact the market price of our common stock.

***The future issuance of additional common stock in connection with the Amended and Restated 2011 Equity Incentive Plan, acquisitions or otherwise will dilute all other stockholdings.***

As of December 31, 2017, we had an aggregate of 105,602,167 shares of common stock authorized but unissued and not reserved for issuance under the Amended and Restated 2011 Equity Incentive Plan (the “Amended 2011 Plan”). We may issue all of these shares of common stock without any action or approval by our stockholders, subject to certain exceptions. Any common stock issued in connection with the Amended 2011 Plan, the exercise of outstanding stock options, or otherwise, would dilute the percentage ownership held investors.

***Delaware law and our organizational documents, as well as our existing and future debt agreements, may impede or discourage a takeover, which could deprive our investors of the opportunity to receive a premium for their shares.***

We are a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third-party to acquire control of us, even if a change of control would be beneficial to our existing stockholders. In addition, provisions of our amended and restated certificate of incorporation and bylaws may make it more difficult for, or prevent a third-party from, acquiring control of us without the approval of our board of directors. Among other things, these provisions:

- provide for a classified board of directors with staggered three-year terms;

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## Table of Contents

- do not permit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- delegate the sole power of a majority of the board of directors to fix the number of directors;
- provide the power of our board of directors to fill any vacancy on our board of directors, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;
- authorize the issuance of “blank check” preferred stock without any need for action by stockholders;
- eliminate the ability of stockholders to call special meetings of stockholders;
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings; and
- provide that a 66 2/3% supermajority vote will be required to amend or repeal provisions relating to, among other things, the classification of the board of directors, the filling of vacancies on the board of directors and the advance notice requirements for stockholder proposals and director nominations.

In addition, our term loan and revolving credit facility imposes, and we anticipate that documents governing our future indebtedness may impose, limitations on our ability to enter into change of control transactions. Thereunder, the occurrence of a change of control transaction could constitute an event of default permitting acceleration of the indebtedness, thereby impeding our ability to enter into certain transactions.

The foregoing factors, as well as the significant common stock ownership by Advent could impede a merger, takeover, or other business combination, or discourage a potential investor from making a tender offer for our common stock, which, under certain circumstances, could reduce the market value of our common stock.

***Our amended and restated bylaws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or other employees.***

Our amended and restated bylaws provide that, subject to certain exceptions, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on our behalf, (B) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (C) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or DGCL, our certificate of incorporation or our bylaws, or (D) any action asserting a claim against us governed by the internal affairs doctrine. This choice of forum provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage such lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find this provision of our amended and restated bylaws inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

### ***Item 1B. Unresolved Staff Comments***

None.



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[Table of Contents](#)**Item 2. Properties**

As of December 31, 2017, we had 325 domestic company-operated restaurants and 436 domestic franchised restaurants located in eleven states, including North Carolina, South Carolina, Georgia, Tennessee, Virginia, Alabama, Kentucky, West Virginia, Florida, Maryland and Pennsylvania, and the District of Columbia. In addition, we currently have three international franchised restaurants in Roatan Island, Honduras.

**Our Footprint As of December 31, 2017**

As of December 31, 2017, company-operated, franchised and total restaurants by jurisdiction are:

<u>State</u>	<u>Company-Operated</u>	<u>Franchised</u>	<u>Total</u>
North Carolina	156	157	313
South Carolina	66	68	134
Georgia	32	70	102
Tennessee	43	30	73
Virginia	3	64	67
Alabama	16	20	36
Kentucky	9	5	14
West Virginia	—	8	8
Florida	—	7	7
Maryland	—	5	5
Pennsylvania	—	1	1
Washington DC	—	1	1
<b>Domestic Total:</b>	<b>325</b>	<b>436</b>	<b>761</b>
Honduras	—	3	3
<b>International Total:</b>	<b>—</b>	<b>3</b>	<b>3</b>
<b>Total:</b>	<b>325</b>	<b>439</b>	<b>764</b>

For a majority of our company-operated restaurants, we lease both the building and the land on which the restaurant is built. For certain company-operated restaurants we lease only the land on which the restaurant is built. In addition, for two of our company-operated restaurants, we own both the building and the land on which the restaurant is built.

Our leases typically have terms of 15 years, with three renewal terms of five years each. Restaurant leases provide for a specified annual rent, and some leases call for additional or contingent rent based on revenues above specified levels. Our leases are “triple net leases” that require us to pay real estate taxes, insurance and maintenance costs. In addition, we lease our executive offices, consisting of approximately 47,000 square feet in Charlotte, North Carolina, for a term expiring in 2022. We believe our executive offices are suitable for near-term expansion plans and we have added, and will continue to add, additional square footage on an as-needed basis.

**Item 3. Legal Proceedings**

We are involved in various other claims and legal actions that arise in the ordinary course of business. We do not believe that the ultimate resolution of these actions will have a material adverse effect on our financial position, results of operations, liquidity or capital resources. A significant increase in the number of claims or an increase in amounts owing under successful claims could materially adversely affect our business, financial condition, results of operations and cash flows.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock has been publicly traded on the NASDAQ Global Select Market under the ticker symbol "BOJA" since May 8, 2015. We did not have any shares of common stock outstanding prior to our IPO. The following table sets forth, for the periods indicated, the intraday high and low prices of our common stock on the NASDAQ Global Select Market:

	<b>High</b>	<b>Low</b>
Fourth Fiscal Quarter (September 25, 2017 – December 31, 2017)	\$13.90	\$11.45
Third Fiscal Quarter (June 26, 2017 – September 24, 2017)	\$16.70	\$12.85
Second Fiscal Quarter (March 27, 2017 – June 25, 2017)	\$22.35	\$15.75
First Fiscal Quarter (December 26, 2016 – March 26, 2017)	\$21.85	\$17.55
	<b>High</b>	<b>Low</b>
Fourth Fiscal Quarter (September 26, 2016 – December 25, 2016)	\$20.15	\$14.55
Third Fiscal Quarter (June 27, 2016 – September 25, 2016)	\$18.50	\$15.29
Second Fiscal Quarter (March 28, 2016 – June 26, 2016)	\$19.00	\$16.08
First Fiscal Quarter (December 28, 2015 – March 27, 2016)	\$18.90	\$13.39

 **Holders**

As of March 1, 2018, there were 13 holders of record of our common stock. The number of holders of record is based upon the actual number of holders registered at such date and does not include holders of shares in "street name" or persons, partnerships, associates, corporations or other entities in security position listings maintained by depositories.

 **Dividends**

We have not declared, and currently do not plan to declare in the foreseeable future, dividends on our common stock. Instead, we anticipate that all of our earnings in the foreseeable future, if any, will be used for the operation and growth of our business. Any future determination to pay dividends on our common stock will be at the discretion of our board of directors and will depend upon many factors, including our financial position, our results of operations, our liquidity, legal requirements, restrictions that may be imposed by the terms of current and future financing instruments and other factors deemed relevant by our board of directors. Our credit facility also restricts our ability to pay cash dividends on our common stock.

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[Table of Contents](#)**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per share(1)</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(2)</b>
September 25, 2017 – October 22, 2017	N/A	N/A	N/A	N/A
October 23, 2017 – November 19, 2017	—	—	—	\$50.0 million
November 20, 2017 – December 31, 2017	170,046	\$ 11.74	170,046	\$48.0 million
Fiscal Quarter ended December 31, 2017	170,046	\$ 11.74	170,046	\$48.0 million

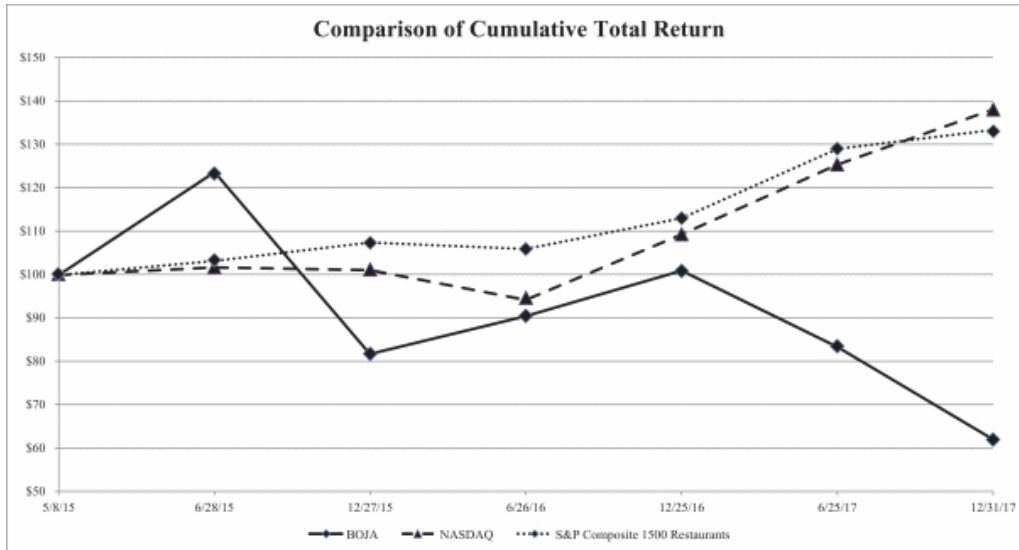
- (1) The average price paid per share does not include the cost of commissions.
- (2) On October 31, 2017, the Company's board of directors authorized a share repurchase program under which we may purchase up to \$50.0 million of our outstanding common stock through April 30, 2019. The purchases may be made from time to time in the open market (including, without limitation, the use of Rule 10b5-1 plans), depending on a number of factors, including the Company's evaluation of general market and economic conditions, the trading price of the common stock, regulatory requirements, and compliance with the terms of the Company's outstanding indebtedness. The share repurchase program may be extended, modified, suspended or discontinued at any time. The Company expects to fund the share repurchase program with either, or a combination of, existing cash on hand, cash generated from operations, and borrowings under its revolving line of credit. The Company acquired 0.2 million shares at a total cost of \$2.0 million under this program during the fourth quarter of fiscal 2017. Subsequent to December 31, 2017 and through March 1, 2018, the Company acquired an additional 0.2 million shares at a total cost of \$2.9 million. As March 1, 2018, up to \$45.1 million of the Company's common stock remains available for purchase under the program. All share repurchases during the fourth quarter of fiscal 2017 and during the first quarter of fiscal 2018 were made in accordance with Rule 10b-18 of the Exchange Act. Repurchased shares have been accounted for as treasury stock.

[Table of Contents](#)

**Stock Performance Graph**

The following graph compares the cumulative total shareholder return on our common stock from May 8, 2015 (using the price of which our shares of common stock were initially sold to the public) to December 31, 2017 to that of the total return of the NASDAQ Composite and the S&P Composite 1500 Restaurants Index. The comparison assumes \$100 was invested in our common stock on May 8, 2015 and in each of the forgoing indices on May 8, 2015 and assumes the reinvestment of dividends. The stock price performance included in this graph is not necessarily indicative of future stock price performance.

The information contained in the performance graph below shall not be deemed “soliciting material” or to be “filed” with the SEC nor shall such information be deemed incorporated by reference into any future filing under the Securities Act or the Exchange Act except to the extent we specifically incorporate it by reference into such filing.



	<u>5/8/2015</u>	<u>6/28/2015</u>	<u>12/27/2015</u>	<u>6/26/2016</u>	<u>12/25/2016</u>	<u>6/25/2017</u>	<u>12/31/2017</u>
Bojangles', Inc.	\$100.00	\$ 123.74	\$ 81.89	\$ 90.63	\$ 101.05	\$ 83.42	\$ 62.11
NASDAQ Composite	\$100.00	\$ 101.78	\$ 101.14	\$ 94.32	\$ 109.44	\$ 125.52	\$ 138.30
S&P Composite 1500 Restaurants	\$100.00	\$ 103.33	\$ 107.53	\$ 106.08	\$ 113.16	\$ 129.18	\$ 133.47

[Table of Contents](#)

**Item 6. Selected Financial Data**

The following tables contain selected historical consolidated financial data as of and for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, derived from our audited consolidated financial statements included elsewhere in this Annual Report. The selected historical financial data for the fiscal years ended December 28, 2014 and December 29, 2013 are derived from audited consolidated financial statements not included in this Annual Report. These tables should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our audited consolidated financial statements and the notes thereto.

	Fiscal Year Ended(1)				
	2017	2016	2015	2014	2013
(in thousands, except per share amounts)					
<b>Consolidated Statement of Operations Data:</b>					
Revenues:					
Company-operated restaurant revenues	\$518,380	\$504,664	\$462,138	\$406,788	\$353,592
Franchise royalty revenues	28,113	26,364	25,104	22,746	20,572
Other franchise revenues	945	853	960	938	998
Total revenues	<u>547,438</u>	<u>531,881</u>	<u>488,202</u>	<u>430,472</u>	<u>375,162</u>
Company-operated restaurant operating expenses:					
Food and supplies costs	164,666	158,644	150,563	133,191	118,563
Restaurant labor costs	151,212	138,839	126,380	112,506	99,378
Operating costs	121,935	112,256	100,916	88,476	75,160
Depreciation and amortization	13,632	12,709	11,456	9,713	9,011
Total company-operated restaurant operating expenses	<u>451,445</u>	<u>422,448</u>	<u>389,315</u>	<u>343,886</u>	<u>302,112</u>
Operating income before other operating expenses	<u>95,993</u>	<u>109,433</u>	<u>98,887</u>	<u>86,586</u>	<u>73,050</u>
Other operating expenses:					
General and administrative	38,397	39,041	42,844	32,107	27,478
Depreciation and amortization	2,918	2,917	2,809	2,372	2,177
Impairment	2,041	1,927	1,210	484	653
(Gain) loss on disposal of property and equipment and other	(305)	47	336	60	(579)
Total other operating expenses	<u>43,051</u>	<u>43,932</u>	<u>47,199</u>	<u>35,023</u>	<u>29,729</u>
Operating income	52,942	65,501	51,688	51,563	43,321
Amortization of deferred debt issuance costs	(614)	(763)	(821)	(733)	(681)
Interest income	16	4	7	2	3
Interest expense	(6,463)	(7,489)	(8,314)	(9,123)	(8,401)
Income before income taxes	45,881	57,253	42,560	41,709	34,242
Income tax benefit (expense)	26,125	(19,537)	(16,034)	(15,589)	(9,915)
Net income	<u>\$ 72,006</u>	<u>\$ 37,716</u>	<u>\$ 26,526</u>	<u>\$ 26,120</u>	<u>\$ 24,327</u>
Net income per share(2):					
Basic	\$ 1.95	\$ 1.04	\$ 1.15	\$ —	\$ —
Diluted	1.87	1.00	0.71	0.70	0.66
Weighted average shares used in computing net income per share(2):					
Basic	36,838	36,258	23,118	—	—
Diluted	38,524	37,684	37,464	37,429	36,949
<b>Consolidated Statement of Cash Flows Data:</b>					
Net cash provided by operating activities	\$ 49,745	\$ 54,300	\$ 45,526	\$ 41,643	\$ 37,930
Net cash used in investing activities	(9,453)	(9,744)	(12,186)	(10,669)	(8,619)
Net cash used in financing activities	(40,138)	(44,921)	(32,278)	(26,229)	(29,461)

[Table of Contents](#)

	Fiscal Year Ended(1)				
	2017	2016	2015	2014	2013
(Dollar amounts in thousands, except per share amounts)					
<b>Consolidated Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 14,052	\$ 13,898	\$ 14,263	\$ 13,201	\$ 8,456
Property and equipment, net	49,423	52,275	48,137	42,478	42,022
Total assets	555,468	559,772	558,306	552,643	541,336
Total debt(3)	156,037	187,281	227,645	252,758	221,840
Total stockholders' equity	285,104	210,790	167,124	137,752	160,603
<b>Other Supplemental Metrics:</b>					
Number of restaurants:					
Company-operated	325	309	281	254	225
Franchised	439	407	381	368	352
System-wide	764	716	662	622	577
Comparable restaurant sales(4):					
Company-operated	(3.7)%	1.1%	3.6%	4.0%	4.5%
Franchised	(1.1)%	1.5%	4.4%	5.0%	1.4%
System-wide	(2.1)%	1.3%	4.1%	4.6%	2.5%
System-wide sales	\$1,278,360	\$1,231,898	\$1,153,003	\$1,035,380	\$925,228
System-wide average unit volumes	\$ 1,764	\$ 1,818	\$ 1,839	\$ 1,774	\$ 1,728
Restaurant contribution(5)	\$ 80,567	\$ 94,925	\$ 84,279	\$ 72,615	\$ 60,491
as a percentage of company-operated restaurant revenues(5)	15.5%	18.8%	18.2%	17.9%	17.1%
EBITDA(6)	\$ 69,492	\$ 81,127	\$ 65,953	\$ 63,648	\$ 54,509
Adjusted EBITDA(6)	\$ 76,734	\$ 88,889	\$ 79,265	\$ 68,885	\$ 60,458
Cash capital expenditures(7)	\$ 9,616	\$ 9,695	\$ 12,047	\$ 7,495	\$ 9,431

- (1) Fiscal 2017 was a 53-week fiscal year. Fiscal 2016, fiscal 2015, fiscal 2014 and fiscal 2013 were each 52-week fiscal years.
- (2) On May 13, 2015, we completed an initial public offering of 8,912,500 shares of common stock (the "IPO"), including 1,162,500 shares sold to the underwriters pursuant to their option to purchase additional shares. We have not presented basic net income per share for the fiscal years ended December 28, 2014 and December 29, 2013 because our historical capital structure makes the presentation of net income per share not meaningful as we did not have any shares of common stock outstanding prior to our IPO.
- (3) Total debt consists of borrowings under our credit facility and capital lease obligations. See the consolidated financial statements included in Part II, Item 8 for more information about all liabilities.
- (4) Comparable restaurant sales reflects the change in year-over-year sales for the comparable restaurant base. A restaurant enters our comparable restaurant base the first full day of the month after being open for 15 months using a mid-month convention. Refranchised restaurants are excluded from our comparable restaurant base for the twelve-month period following the date of the refranchising. The comparable restaurant base for company-operated restaurants is determined using our weekly reporting period, which is Monday through Sunday. If a company-operated restaurant is temporarily closed for a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the full weekly reporting period(s) impacted by the temporary closure. If a franchised restaurant is temporarily closed for a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the entire month(s) impacted by the temporary closure. System-wide comparable restaurant sales include restaurant sales at all comparable company-operated restaurants and at all comparable franchised restaurants, as reported by franchisees. While we do not record franchised restaurant sales as revenues, our royalty revenues are calculated based on a percentage of franchised restaurant sales. In addition, comparable restaurant sales excludes the impact of any deferred revenue associated with our recently launched Bo Rewards customer loyalty program.

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[Table of Contents](#)

- (5) See Restaurant Contribution and Restaurant Contribution Margin (Non-GAAP Financial Measures) in Item 7 for additional information and a reconciliation to the most directly comparable GAAP financial measure.
- (6) See EBITDA and Adjusted EBITDA (Non-GAAP Financial Measures) in Item 7 for additional information and a reconciliation to the most directly comparable GAAP financial measure.
- (7) Cash capital expenditures represents cash for purchases of property and equipment.

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## [Table of Contents](#)

### ***Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis of the consolidated financial condition and results of operations for Bojangles', Inc. ("Bojangles'" or the "Company") should be read in conjunction with the financial statements of the Company and notes thereto included elsewhere in this annual report. In this annual report, unless the context otherwise requires, references to "we," "us," and "our" mean the Company, together with its subsidiaries, on a consolidated basis.

Operating results for any one fiscal year are not necessarily indicative of results to be expected for any other fiscal year and our key performance indicators, as discussed below, may decrease for any future period. Unless otherwise stated, comparable restaurant sales and average unit volumes are presented on a system-wide basis, which means they include sales at both company-operated restaurants and franchised restaurants. Franchise sales represent sales at all franchised restaurants and are revenues to our franchisees. We do not record franchise sales as revenues; however, our franchise royalty revenues include royalties based on a percentage of franchise sales.

#### **Overview**

Bojangles' is a highly differentiated and growing restaurant operator and franchisor dedicated to serving customers high-quality, craveable food made from our Southern recipes. We opened our first store in Charlotte, North Carolina in 1977 and, as of December 31, 2017, have expanded our system-wide restaurants to 764 across eleven states, the District of Columbia and Roatan Island, Honduras. Our system of restaurants, which includes both company-operated and franchised restaurants, generated approximately \$1.3 billion of system-wide sales during fiscal year 2017. We offer fast-casual quality food and preparation combined with quick-service speed, convenience and value.

We have a 52- or 53-week fiscal year that ends on the last Sunday of December. Fiscal year 2017 consisted of fifty-three weeks, and fiscal year 2016 and fiscal year 2015 each consisted of fifty-two weeks.

#### **Key Performance Indicators**

To evaluate the performance of our business, we utilize a variety of financial and performance measures. These key measures include company-operated restaurant revenues, franchise royalty and other franchise revenues, system-wide AUVs, comparable restaurant sales, restaurant openings and net income. In addition, we also evaluate Adjusted Net Income and Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA, and restaurant contribution and restaurant contribution margin which are considered to be non-GAAP financial measures.

#### ***Company-Operated Restaurant Revenues***

Company-operated restaurant revenues consist of sales of food and beverages in company-operated restaurants. Company-operated restaurant revenues in a period are influenced by several factors, including the number of operating weeks in such period, the number of open restaurants and comparable restaurant sales.

Seasonal factors cause our revenues to fluctuate from fiscal quarter to fiscal quarter. Our revenues per restaurant are typically lower in the first fiscal quarter. As a result, our quarterly and annual operating results and key performance indicators may fluctuate significantly.

#### ***Franchise Royalty and Other Franchise Revenues***

Franchise royalty and other franchise revenues represents royalty income, and initial and renewal franchise fees. While we expect the majority of our total revenue growth will be driven by company-operated restaurants, our franchised restaurants and growth in franchise royalty and other franchise revenues remain an important part of our financial success.



## Table of Contents

### System-wide Average Unit Volumes

We measure system-wide AUVs on a fiscal year basis and on a trailing twelve-month basis for each non-fiscal year-end period for system-wide restaurants. Annual AUVs are calculated using the following methodology: first, we determine the domestic free-standing restaurants with both a drive-thru and interior seating that have been open for a full twelve-month period (excluding Bojangles' Express and drive-thru only units); and second, we calculate the revenues for these restaurants and divide by the number of restaurants in that base to arrive at our AUV calculation. Refranchised restaurants are excluded from our AUV calculation for the twelve-month period following the date of the refranchising. This methodology is similar for each trailing twelve-month period outside the fiscal year end.

(Dollar amounts in thousands)	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Average Unit Volumes</b>			
Total system-wide	\$ 1,764	\$ 1,818	\$ 1,839

### Comparable Restaurant Sales

Comparable restaurant sales reflects the change in year-over-year sales for the comparable restaurant base. A restaurant enters our comparable restaurant base the first full day of the month after being open for 15 months using a mid-month convention. Refranchised restaurants are excluded from our comparable restaurant base for the twelve-month period following the date of the refranchising. The comparable restaurant base for company-operated restaurants is determined using our weekly reporting period, which is Monday through Sunday. If a company-operated restaurant is temporarily closed for a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the full weekly reporting period(s) impacted by the temporary closure. If a franchised restaurant is temporarily closed for a full calendar week due to items such as a remodel, scrape and rebuild, casualty event, severe weather conditions or any other short-term closure, it is removed from the comparable restaurant sales calculations for the entire month(s) impacted by the temporary closure. In addition, comparable restaurant sales excludes the impact of any deferred revenue associated with our recently launched Bo Rewards customer loyalty program. While we do not record franchised sales as revenues, our royalty revenues are calculated based on a percentage of franchised restaurant sales.

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Comparable Restaurant Sales:</b>			
Company-operated	(3.7)%	1.1%	3.6%
Franchised	(1.1)%	1.5%	4.4%
Total system-wide	(2.1)%	1.3%	4.1%

### Restaurant Openings

The number of restaurant openings reflects the number of restaurants opened during a particular reporting period. Before we open company-operated restaurants, we incur preopening costs. System-wide, some of our restaurants open with an initial start-up period of higher than normal sales volume, which subsequently decreases to stabilized levels. Newly opened restaurants typically have lower annual sales volumes than our established company-operated restaurants. Newly opened company-operated restaurants typically experience normal inefficiencies such as higher food and supplies, labor and other direct operating costs and, as a result, restaurant contribution margins are typically lower during the start-up period of operations. In addition, newly opened restaurants typically have high occupancy costs compared to existing restaurants and may cannibalize sales of existing restaurants. When entering new markets, we may be exposed to longer start-up times and lower contribution margins than reflected in our average historical experience.

## Table of Contents

The following is the number of Bojangles' company-operated, franchised and system-wide restaurants at the beginning and end of fiscal 2017, 2016 and 2015:

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Company-operated restaurant activity:</b>			
Restaurants at the beginning of the fiscal year	309	281	254
Opened during the fiscal year	26	29	29
Closed during the fiscal year	(4)	(2)	(3)
Refranchised during the fiscal year	(6)	1	1
Restaurants at the end of the fiscal year	<u>325</u>	<u>309</u>	<u>281</u>
<b>Franchised restaurant activity:</b>			
Restaurants at the beginning of the fiscal year	407	381	368
Opened during the fiscal year	26	29	34
Closed during the fiscal year	—	(2)	(20)
Refranchised during the fiscal year	6	(1)	(1)
Restaurants at the end of the fiscal year	<u>439</u>	<u>407</u>	<u>381</u>
<b>Total system-wide restaurant activity:</b>			
Restaurants at the beginning of the fiscal year	716	662	622
Opened during the fiscal year	52	58	63
Closed during the fiscal year	(4)	(4)	(23)
Restaurants at the end of the fiscal year	<u>764</u>	<u>716</u>	<u>662</u>

Restaurant closures reflect permanent closures and exclude any temporary closures for items such as remodels, scrape and rebuilds, casualty events, severe weather conditions or any other short-term closure. A relocation results in a closure and an opening. During the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, our franchisees closed 0, 2 and 20 restaurants, respectively, of which 0, 1 and 7, respectively, were relocations. During the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, we closed 4, 2 and 3 Company-operated restaurants, respectively, of which 3, 2 and 3, respectively were relocations.

### ***Net Income, Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA***

We consider net income to be a key performance indicator that shows the overall health of our entire business. We typically utilize net income in conjunction with the non-GAAP financial measures Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA when assessing the operational strength and the performance of our business.

Adjusted Net Income represents company net income before items that we do not consider representative of our ongoing operating performance, as well as an estimate of recurring incremental legal, accounting, insurance and other operating and compliance costs we expect to incur as a public company for those periods where they had not yet been incurred, both as identified in the reconciliation table below. Adjusted Diluted Net Income per Share represents company diluted net income per share before items that we do not consider representative of our ongoing operating performance, as well as an estimate of recurring incremental legal, accounting, insurance and other operating and compliance costs we expect to incur as a public company for those periods where they had not yet been incurred, both as identified in the reconciliation table below.

EBITDA represents company net income before interest expense (net of interest income), provision for income taxes and depreciation and amortization. Adjusted EBITDA represents company net income before interest

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## [Table of Contents](#)

expense (net of interest income), provision for income taxes, depreciation and amortization, items that we do not consider representative of our ongoing operating performance and certain non-cash items, as identified in the reconciliation table below.

Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA as presented in this Form 10-K are supplemental measures of our performance that are neither required by, nor presented in accordance with, GAAP. Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with GAAP or as alternatives to cash flow from operating activities as a measure of our liquidity. In addition, in evaluating Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA, you should be aware that in the future we will incur expenses or charges such as those added back to calculate Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA. Our presentation of Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Adjusted Net Income, Adjusted Diluted Net Income per share, EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are (i) they do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments, (ii) they do not reflect changes in, or cash requirements for, our working capital needs, (iii) EBITDA and Adjusted EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt, (iv) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements, (v) they do not adjust for all non-cash income or expense items that are reflected in our statements of cash flows, (vi) they do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations, and (vii) other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.

We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from such non-GAAP financial measures. We further compensate for the limitations in our use of non-GAAP financial measures by presenting comparable GAAP measures more prominently.

We believe Adjusted Net Income, Adjusted Diluted Net Income per Share, EBITDA and Adjusted EBITDA facilitate operating performance comparisons from period to period by isolating the effects of some items that vary from period to period without any correlation to core operating performance or that vary widely among similar companies. These potential differences may be caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation of facilities and equipment (affecting relative depreciation expense). We also present EBITDA and Adjusted EBITDA because (i) we believe these measures are frequently used by securities analysts, investors and other interested parties to evaluate companies in our industry, (ii) we believe investors will find these measures useful in assessing our ability to service or incur indebtedness, and (iii) we use EBITDA and Adjusted EBITDA internally as benchmarks to evaluate our operating performance or compare our performance to that of our competitors.

## Table of Contents

The following tables set forth reconciliations of net income to Adjusted Net Income and diluted net income per share to Adjusted Diluted Net Income per Share:

(Dollar amounts in thousands)	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Net income</b>	<b>\$ 72,006</b>	<b>\$ 37,716</b>	<b>\$ 26,526</b>
Certain professional, transaction and other costs(a)	3	464	5,254
Incremental public company costs(b)	—	—	(940)
Vesting of performance-based stock options(c)	—	495	708
Payroll taxes associated with stock option exercises(d)	122	124	28
Executive separation expenses(e)	551	278	533
Distributor transition costs(f)	—	81	594
Federal income tax rate change(g)	(40,113)	—	—
State income tax rate change(h)	(367)	(908)	(903)
Tax impact of adjustments(i)	(253)	(392)	(673)
<b>Total adjustments</b>	<b>(40,057)</b>	<b>142</b>	<b>4,601</b>
<b>Adjusted Net Income</b>	<b>\$ 31,949</b>	<b>\$ 37,858</b>	<b>\$ 31,127</b>

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Diluted net income per share</b>	<b>\$ 1.87</b>	<b>\$ 1.00</b>	<b>\$ 0.71</b>
Certain professional, transaction and other costs(a)	—	0.01	0.14
Incremental public company costs(b)	—	—	(0.03)
Vesting of performance-based stock options(c)	—	0.01	0.02
Payroll taxes associated with stock option exercises(d)	—	—	—
Executive separation expenses(e)	0.02	0.01	0.01
Distributor transition costs(f)	—	—	0.02
Federal income tax rate change(g)	(1.04)	—	—
State income tax rate change(h)	(0.01)	(0.02)	(0.02)
Tax impact of adjustments(i)	(0.01)	(0.01)	(0.02)
<b>Total adjustments</b>	<b>(1.04)</b>	<b>0.00</b>	<b>0.12</b>
<b>Adjusted Diluted Net Income per Share</b>	<b>\$ 0.83</b>	<b>\$ 1.00</b>	<b>\$ 0.83</b>

- (a) Includes costs associated with third-party consultants for one-time projects, public offering expenses and certain professional fees and transaction costs related to financing transactions. We could incur similar expenses in future periods if we commence additional public offerings, financing transactions or other one-time projects.
- (b) Reflects an estimate of recurring incremental legal, accounting, insurance and other operating and compliance costs we expect to incur as a public company in addition to actual amounts incurred. By its nature, this adjustment involves risks and uncertainties, and the actual costs incurred could be different than this adjustment. No adjustments will be made beyond the second fiscal quarter 2016 since the one-year anniversary of our IPO occurred during the thirteen weeks ended June 26, 2016.
- (c) Includes non-cash, stock-based compensation related to the vesting of certain performance-based stock option awards. We could incur similar expenses in future periods upon the achievement of the performance metrics indicated in the stock option grants.
- (d) Represents payroll taxes associated with stock option exercises related to stock options that were outstanding prior to our IPO. We expect to incur similar expenses in future periods when stock options that were outstanding prior to our IPO are exercised.

## Table of Contents

- (e) Represents severance and legal fees associated with former executives departing the Company.
- (f) Includes expenses incurred in connection with the transition to our new distributor.
- (g) As a result of enacted reductions to the federal corporate income tax rate, we adjusted our deferred income taxes by applying the lower rate, which resulted in a corresponding decrease to income tax expense.
- (h) As a result of enacted reductions to the North Carolina corporate income tax rate, we adjusted our deferred income taxes by applying the lower rate, which resulted in a corresponding decrease to income tax expense.
- (i) Represents the income tax expense associated with the adjustments in (a) through (h) that are deductible for income tax purposes.

The following table sets forth reconciliations of net income to EBITDA and Adjusted EBITDA:

<u>(Dollar amounts in thousands)</u>	<b>Fiscal Year Ended</b>		
	<b>December 31, 2017</b>	<b>December 25, 2016</b>	<b>December 27, 2015</b>
<b>Net income</b>	\$ 72,006	\$ 37,716	\$ 26,526
Income tax (benefit) expense	(26,125)	19,537	16,034
Interest expense, net	6,447	7,485	8,307
Depreciation and amortization(a)	17,164	16,389	15,086
<b>EBITDA</b>	<b>69,492</b>	<b>81,127</b>	<b>65,953</b>
Non-cash rent(b)	1,372	1,556	1,642
Stock-based compensation(c)	1,745	1,827	1,963
Payroll taxes associated with stock option exercises(d)	122	124	28
Preopening expenses(e)	1,550	1,407	1,540
Sponsor and board member fees and expenses(f)	—	—	166
Certain professional, transaction and other costs(g)	3	464	5,254
Executive separation expenses(h)	551	278	533
Distributor transition costs(i)	—	81	594
Impairment and dispositions(j)	1,899	2,025	1,592
<b>Adjusted EBITDA</b>	<b>\$ 76,734</b>	<b>\$ 88,889</b>	<b>\$ 79,265</b>

- (a) Includes amortization of deferred debt issuance costs.
- (b) Includes deferred rent, which represents the extent to which our rent expense has been above or below our cash rent payments, amortization of favorable (unfavorable) leases and closed store reserves for rent net of cash payments. We expect to continue to incur similar expenses in future periods as we record rent expense in accordance with GAAP, as well as continue to amortize favorable (unfavorable) leases and record closed store reserves.
- (c) Represents non-cash, stock-based compensation. We expect to incur similar expenses in future periods as we record stock-based compensation related to existing grants (and any potential future grants) in accordance with GAAP.
- (d) Represents payroll taxes associated with stock option exercises related to stock options that were outstanding prior to our IPO. We expect to incur similar expenses in future periods when stock options that were outstanding prior to our IPO are exercised.
- (e) Includes expenses directly associated with the opening of company-operated restaurants and incurred prior to the opening of a company-operated restaurant. We expect to continue to incur similar expenses as we open company-operated restaurants.
- (f) Includes reimbursement of expenses to our sponsor prior to our IPO and compensation and expense reimbursement to members of our board prior to our IPO.
- (g) Includes costs associated with third-party consultants for one-time projects, public offering expenses and certain professional fees and transaction costs related to financing transactions. We could incur similar expenses in future periods if we commence additional public offerings, financing transactions or other one-time projects.

## Table of Contents

- (h) Represents severance and legal fees associated with former executives departing the Company.
- (i) Includes expenses incurred in connection with the transition to our new distributor.
- (j) Includes (gain) loss on disposal of property and equipment and other, impairment and cash proceeds on disposals from disposition of property and equipment. We could continue to record impairment expense in future periods if performance of company-operated restaurants is not sufficient to recover the carrying amount of the related long-lived assets. We may incur future (gains) losses and receive cash proceeds on disposal of property and equipment associated with retirement, replacement or write-off of fixed assets.

### **Restaurant Contribution and Restaurant Contribution Margin**

Restaurant contribution and restaurant contribution margin are neither required by, nor presented in accordance with, GAAP. Restaurant contribution represents our operating income excluding the impact of franchise royalty revenues, other franchise revenues, general and administrative expenses, depreciation and amortization, impairment and (gain) loss on disposal of property and equipment and other. Restaurant contribution margin is defined as restaurant contribution as a percentage of company-operated restaurant revenues. Fluctuations in restaurant contribution and restaurant contribution margin can be attributed to changes in company-operated comparable restaurant sales, sales volumes of newly opened company-operated restaurants, and changes in company-operated restaurant food and supplies costs, restaurant labor costs and operating costs.

Restaurant contribution and restaurant contribution margin are supplemental measures of operating performance of our company-operated restaurants and our calculations thereof may not be comparable to those reported by other companies. Restaurant contribution excludes certain costs, such as general and administrative expenses, which are considered normal, recurring cash operating expenses and are essential to support the operation and development of our company-operated restaurants. Therefore, this measure may not provide a complete understanding of the operating results of Bojangles' as a whole and restaurant contribution and restaurant contribution margin should be reviewed in conjunction with our GAAP financial results. Restaurant contribution and restaurant contribution margin have limitations as analytical tools, and should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP. We believe that restaurant contribution and restaurant contribution margin are important tools for investors as they are widely-used metrics within the restaurant industry to evaluate restaurant-level productivity, efficiency and performance. We use restaurant contribution and restaurant contribution margin as key metrics to evaluate profitability and performance of our restaurants across periods and to evaluate our restaurant financial performance compared to our competitors.

A reconciliation of Operating income to restaurant contribution is as follows:

(Dollar amounts in thousands)	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
Operating income	\$ 52,942	\$ 65,501	\$ 51,688
Less: Franchise royalty revenues	(28,113)	(26,364)	(25,104)
Other franchise revenues	(945)	(853)	(960)
Plus: General and administrative	38,397	39,041	42,844
Depreciation and amortization	16,550	15,626	14,265
Impairment	2,041	1,927	1,210
(Gain) loss on disposal of property and equipment and other	(305)	47	336
<b>Restaurant contribution</b>	<b>\$ 80,567</b>	<b>\$ 94,925</b>	<b>\$ 84,279</b>
Company-operated restaurant revenues	\$ 518,380	\$ 504,664	\$ 462,138
<b>Restaurant contribution margin</b>	<b>15.5%</b>	<b>18.8%</b>	<b>18.2%</b>

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## [Table of Contents](#)

### **Key Financial Definitions**

#### ***Total Revenues***

Our revenues are derived from two primary sources: company-operated restaurant revenues and franchise revenues. Franchise revenues are comprised of franchise royalty revenues and, to a lesser extent, other franchise revenues which include initial and renewal franchisee fees.

#### ***Food and Supplies Costs***

Food and supplies costs include the direct costs associated with food, beverage and packaging of our menu items at company-operated restaurants. The components of food and supplies are variable in nature, change with sales volume, are affected by menu mix and are subject to fluctuations in commodity costs.

#### ***Restaurant Labor Costs***

Restaurant labor costs, including preopening labor, consist of company-operated restaurant-level management and hourly labor costs, including salaries, wages, payroll taxes, workers' compensation expense, benefits and bonuses paid to our company-operated restaurant-level team members. Like other cost items, we expect restaurant labor costs at our company-operated restaurants to grow due to inflation and as our company-operated restaurant revenues grows. Factors that influence labor costs include minimum wage and employer payroll tax legislation, exempt versus non-exempt classification, a tightening labor market, employee turnover levels, health care costs and the performance of our restaurants. In addition, the PPACA has increased health care costs for our restaurants, and we expect the PPACA will continue to result in increased health care costs for our restaurants in the future.

Although the implementation of the Department of Labor ("DOL") regulations related to overtime and exempt versus non-exempt classification that were scheduled to become effective December 1, 2016 were enjoined and ultimately found invalid, we increased the salaries of certain of our team members during the fourth quarter of fiscal 2016 in response to the then-pending effectiveness of these regulations. Increasing the salary of these employees and overall labor inflation, along with various labor initiatives we intend to implement, including service enhancements and employing more full-time versus part-time team members, and higher health care costs will increase our restaurant labor costs. The DOL continues to consider regulations related to overtime and exempt versus non-exempt classification, and our restaurant labor costs could increase further if new regulations are adopted and implemented. In addition, our employee turnover, which results in inefficiencies and higher labor costs, increased significantly in fiscal 2016 and fiscal 2017 at company-operated restaurants and could negatively impact the future performance of our company-operated restaurants.

#### ***Operating Costs***

Restaurant operating costs include all other company-operated restaurant-level operating expenses, such as repairs and maintenance, utilities, credit and debit card processing, occupancy expenses and other restaurant operating costs. In addition, our advertising costs are included in operating costs and are comprised of our company-operated restaurants' portion of spending on all advertising which includes, but is not limited to, television, radio, social media, billboards, point-of-sale materials, sponsorships, and creation of media, such as commercials and marketing campaigns.

#### ***Restaurant Depreciation and Amortization***

Restaurant depreciation and amortization primarily consists of the depreciation of property and equipment and amortization of intangible assets at the restaurant level. We expect that growth in company-operated restaurant count, as well as restaurant remodels, investments in technology and other initiatives, will increase restaurant depreciation and amortization.

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[Table of Contents](#)

***General and Administrative Expenses***

General and administrative expenses include expenses associated with corporate and administrative functions that support our operations, including compensation and benefits, travel expense, stock-based compensation expense, legal and professional fees, training, and other corporate costs. We expect we will incur incremental increases in general and administrative expenses as a result of being a public company.

***Other Depreciation and Amortization***

Other depreciation and amortization primarily consists of the depreciation of property and equipment and amortization of intangible assets not directly located at company-operated restaurants. We expect that growth in system-wide restaurant count, as well as investments in technology and other initiatives, will increase other depreciation and amortization.

***Impairment***

Long-lived assets such as property, equipment and intangible assets are reviewed on a unit-by-unit basis for impairment. When circumstances indicate a carrying value of the assets may not be recoverable, an appropriate impairment is recorded. Impairments could increase if performance of company-operated restaurants is not sufficient to recover the carrying amount of the related long-lived assets.

***(Gain) Loss on Disposal of Property and Equipment and Other***

(Gain) loss on disposal of property and equipment and other includes the net (gain) loss on disposal of assets related to retirements and replacements or write-off of leasehold improvements, equipment and other fixed assets. These (gains) losses are related to normal disposals in the ordinary course of business and gains from insurance proceeds, if any.

***Amortization of Deferred Debt Issuance Costs***

Deferred debt issuance costs are amortized over the term of the related debt on the effective interest method.

***Interest Expense***

Interest expense primarily consists of interest on our debt outstanding under our credit facility and capital lease obligations.

***Income Tax Benefit (Expense)***

Income tax benefit (expense) represent federal, state, and local current and deferred income tax benefit (expense).



[Table of Contents](#)

**Results of Operations**

***Fiscal Year 2017 Compared to Fiscal Year 2016***

We have a 52- or 53-week fiscal year that ends on the last Sunday of December. Fiscal year 2017 consisted of fifty-three weeks, and fiscal year 2016 consisted of fifty-two weeks.

Our operating results for the fiscal years ended December 31, 2017 and December 25, 2016 are compared below:

	Fiscal Year Ended			
	December 31, 2017	December 25, 2016	Increase/ (Decrease)	Percentage Change
(Dollar amounts in thousands)				
<b>Statement of Operations Data:</b>				
Revenues:				
Company-operated restaurant revenues	\$ 518,380	\$ 504,664	\$ 13,716	2.7%
Franchise royalty revenues	28,113	26,364	1,749	6.6%
Other franchise revenues	945	853	92	10.8%
Total revenues	<u>547,438</u>	<u>531,881</u>	<u>15,557</u>	2.9%
Company-operated restaurant operating expenses:				
Food and supplies costs	164,666	158,644	6,022	3.8%
Restaurant labor costs	151,212	138,839	12,373	8.9%
Operating costs	121,935	112,256	9,679	8.6%
Depreciation and amortization	13,632	12,709	923	7.3%
Total company-operated restaurant operating expenses	<u>451,445</u>	<u>422,448</u>	<u>28,997</u>	6.9%
Operating income before other operating expenses	<u>95,993</u>	<u>109,433</u>	<u>(13,440)</u>	(12.3)%
Other operating expenses:				
General and administrative	38,397	39,041	(644)	(1.6)%
Depreciation and amortization	2,918	2,917	1	0.0%
Impairment	2,041	1,927	114	5.9%
(Gain) loss on disposal of property and equipment and other	(305)	47	(352)	(748.9)%
Total other operating expenses	<u>43,051</u>	<u>43,932</u>	<u>(881)</u>	(2.0)%
Operating income	52,942	65,501	(12,559)	(19.2)%
Amortization of deferred debt issuance costs	(614)	(763)	149	(19.5)%
Interest income	16	4	12	n/m
Interest expense	(6,463)	(7,489)	1,026	(13.7)%
Income before income taxes	45,881	57,253	(11,372)	(19.9)%
Income tax benefit (expense)	26,125	(19,537)	45,662	(233.7)%
Net income	<u>\$ 72,006</u>	<u>\$ 37,716</u>	<u>\$ 34,290</u>	90.9%

n/m = not meaningful

***Company-Operated Restaurant Revenues***

Company-operated restaurant revenues increased \$13.7 million, or 2.7%, during fiscal 2017 compared to fiscal 2016. The growth in company-operated restaurant revenues was primarily due to an increase in the non-comparable restaurant base (net additions of 16 company-operated restaurants as of December 31, 2017 compared to December 25, 2016) and \$8.5 million due to an additional week in fiscal 2017, partially offset by a decrease in comparable company-operated restaurant sales of 3.7%, composed of a decrease in transactions, partially offset by increases in price and mix at our comparable company-operated restaurants.

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[Table of Contents](#)

***Franchise Royalty Revenues***

Franchise royalty revenues increased \$1.7 million during fiscal 2017 compared to fiscal 2016. The increase was primarily due to an additional net 32 franchised restaurants at December 31, 2017 compared to December 25, 2016, as well as an additional week in fiscal 2017, partially offset by a decrease in franchised comparable restaurant sales of 1.1%.

***Other Franchise Revenues***

Other franchise revenues increased \$0.1 million during fiscal 2017 compared to fiscal 2016. The increase was primarily due to franchise fees related to the refranchising of company-operated restaurants.

***Food and Supplies Costs***

Food and supplies costs increased \$6.0 million during fiscal 2017 compared to fiscal 2016. This increase was primarily driven by an increase in company-operated restaurant revenues, which includes the impact of an additional week in fiscal 2017. Food and supplies costs as a percentage of company-operated restaurant revenues during fiscal 2017 was 31.8% versus 31.4% during fiscal 2016. This increase was primarily due to commodity inflation and menu mix changes, partially offset by our menu price increases.

***Restaurant Labor Costs***

Company-operated restaurant labor increased \$12.4 million during fiscal 2017 compared to fiscal 2016, primarily due to an increase in the number of company-operated restaurants, wage inflation and an additional week in fiscal 2017. As a percentage of company-operated restaurant revenues, restaurant labor costs increased to 29.2% in fiscal 2017 from 27.5% in fiscal 2016. This increase was primarily driven by an increase in direct labor and medical costs, partially offset by lower incentive compensation.

We expect that our restaurant labor costs will continue to increase due to the tightening labor market and higher medical costs, as well as certain labor initiatives across company-operated restaurants, including service enhancements and increasing the number of full-time versus part-time team members. In addition, we expect that our restaurant labor costs will increase as a result of overall labor inflation and inefficiencies due to higher employee turnover. We may incur increased labor costs if the DOL were to propose new regulations related to overtime and exempt versus non-exempt classification and those regulations are adopted and implemented.

***Operating Costs***

Operating costs increased \$9.7 million during fiscal 2017 compared to fiscal 2016, primarily due to an increase in the number of company-operated restaurants and an additional week in fiscal 2017. As a percentage of company-operated restaurant revenues, operating costs increased to 23.5% for fiscal 2017 from 22.2% in fiscal 2016. Operating costs as a percentage of company-operated restaurant revenues increased primarily due to higher occupancy and utilities costs, as well as our uniform refresh program.

***Restaurant Depreciation and Amortization***

Restaurant depreciation and amortization increased \$0.9 million during fiscal 2017 compared to fiscal 2016, due primarily to the increased number of company-operated restaurants. As a percentage of company-operated restaurant revenues, depreciation and amortization was 2.6% and 2.5% during fiscal 2017 and fiscal 2016, respectively.

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[Table of Contents](#)

***General and Administrative Expenses***

General and administrative expenses decreased \$0.6 million during fiscal 2017 compared to fiscal 2016. The decrease was primarily due to \$2.8 million of lower incentive compensation, \$0.4 million in legal, accounting and other expenses directly related to public offerings incurred during fiscal 2016, partially offset by \$0.5 million of higher expense recorded in connection with the identification and due diligence of potential new locations for company-operated restaurants that we ultimately decided not to pursue, \$0.3 million of higher executive separation expenses, and \$0.3 million of higher employee relocation expenses, as well as annual merit increases, an extra week in fiscal 2017 and our technology initiatives. As a percentage of total revenues, general and administrative expenses were 7.0% and 7.3% during fiscal 2017 and fiscal 2016, respectively.

We expect our recurring general and administrative expenses will increase as we grow our business and incur additional expenses related to being a newer public company. In addition, our incentive compensation costs could increase in future years upon the achievement of the performance metrics indicated in our incentive compensation plan.

***Interest Expense***

Interest expense decreased \$1.0 million during fiscal 2017 compared to fiscal 2016. The decrease was due primarily to principal payments of \$32.4 million on our long-term debt, a reduction in our applicable rate for a portion of fiscal 2017 and lower interest expense associated with interest rate swaps, partially offset by an increase in the LIBOR rate.

***Income Tax Benefit (Expense)***

We recorded an income tax benefit of \$26.1 million during fiscal 2017 compared to an income tax expense of \$19.5 million during fiscal 2016. Our effective income tax rates were (56.9)% and 34.1% during fiscal 2017 and fiscal 2016, respectively. On December 22, 2017 the Tax Cuts and Jobs Act (the "Tax Act") was signed into law. Among other provisions, the Tax Act reduces the Federal statutory corporate income tax rate from 35% to 21%. The effective income tax rate for fiscal 2017 reflects a deferred income tax benefit of \$40.1 million due to the revaluation of our deferred tax assets and liabilities to reflect the new lower rate. The effective income tax rate for both fiscal 2017 and fiscal 2016 also reflects a deferred income tax benefit due to a reduction in the North Carolina corporate income tax rate and the recognition of certain tax credits. In addition, the income tax rate for fiscal 2017 reflects the recognition of \$1.7 million of net excess tax benefits associated with stock options and restricted stock units. The effective income tax rate for fiscal 2016 was also impacted by public offering expenses that were not deductible for income tax purposes.

[Table of Contents](#)

**Fiscal Year 2016 Compared to Fiscal Year 2015**

Our operating results for the fiscal years ended December 25, 2016 and December 27, 2015 are compared below:

	Fiscal Year Ended			
	December 25, 2016	December 27, 2015	Increase/ (Decrease)	Percentage Change
(Dollar amounts in thousands)				
<b>Statement of Operations Data:</b>				
Revenues:				
Company-operated restaurant revenues	\$ 504,664	\$ 462,138	\$ 42,526	9.2%
Franchise royalty revenues	26,364	25,104	1,260	5.0%
Other franchise revenues	853	960	(107)	(11.1)%
Total revenues	<u>531,881</u>	<u>488,202</u>	<u>43,679</u>	8.9%
Company-operated restaurant operating expenses:				
Food and supplies costs	158,644	150,563	8,081	5.4%
Restaurant labor costs	138,839	126,380	12,459	9.9%
Operating costs	112,256	100,916	11,340	11.2%
Depreciation and amortization	12,709	11,456	1,253	10.9%
Total company-operated restaurant operating expenses	<u>422,448</u>	<u>389,315</u>	<u>33,133</u>	8.5%
Operating income before other operating expenses	<u>109,433</u>	<u>98,887</u>	<u>10,546</u>	10.7%
Other operating expenses:				
General and administrative	39,041	42,844	(3,803)	(8.9)%
Depreciation and amortization	2,917	2,809	108	3.8%
Impairment	1,927	1,210	717	59.3%
Loss on disposal of property and equipment	47	336	(289)	(86.0)%
Total other operating expenses	<u>43,932</u>	<u>47,199</u>	<u>(3,267)</u>	(6.9)%
Operating income	65,501	51,688	13,813	26.7%
Amortization of deferred debt issuance costs	(763)	(821)	58	(7.1)%
Interest income	4	7	(3)	n/m
Interest expense	(7,489)	(8,314)	825	(9.9)%
Income before income taxes	57,253	42,560	14,693	34.5%
Income tax expense	(19,537)	(16,034)	(3,503)	21.8%
Net income	<u>\$ 37,716</u>	<u>\$ 26,526</u>	<u>\$ 11,190</u>	42.2%

n/m = not meaningful

**Company-Operated Restaurant Revenues**

Company-operated restaurant revenues increased \$42.5 million, or 9.2%, during fiscal 2016 compared to fiscal 2015. The growth in company-operated restaurant revenues was primarily due to an increase in the non-comparable restaurant base (net additions of 28 company-operated restaurants as of December 25, 2016 compared to December 27, 2015) accounting for \$37.8 million and an increase in comparable company-operated restaurant sales of \$4.7 million, or 1.1%, composed of increases in price, offset by decreases in transactions and mix at our comparable company-operated restaurants.

**Franchise Royalty Revenues**

Franchise royalty revenues increased \$1.3 million during fiscal 2016 compared to fiscal 2015. The increase was primarily due to an additional net 26 franchised restaurants at December 25, 2016 compared to December 27, 2015 and franchised comparable restaurant sales growth of 1.5%.

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## [Table of Contents](#)

### ***Other Franchise Revenues***

Other franchise revenues decreased \$0.1 million during fiscal 2016 compared to fiscal 2015. The decrease was primarily due to fewer openings of franchised restaurants during fiscal 2016 compared to fiscal 2015.

### ***Food and Supplies Costs***

Food and supplies costs increased \$8.1 million during fiscal 2016 compared to fiscal 2015. This increase was primarily driven by an increase in company-operated restaurant revenues. Food and supplies costs as a percentage of company-operated restaurant revenues during fiscal 2016 was 31.4% versus 32.6% during fiscal 2015. This percentage decrease was primarily due to our menu price increases and lower commodity costs.

### ***Restaurant Labor Costs***

Company-operated restaurant labor increased \$12.5 million during fiscal 2016 compared to fiscal 2015, primarily due to higher company-operated restaurant revenues as a result of an increase in the number of company-operated restaurants. As a percentage of company-operated restaurant revenues, restaurant labor costs increased to 27.5% in fiscal 2016 from 27.3% in fiscal 2015. This increase was primarily driven by an increase in direct labor, partially offset by lower medical claims and incentive compensation. Although medical claims during fiscal 2016 were below historical levels, we expect overall health care costs, which includes medical claims, will increase in future fiscal years.

We expect our restaurant labor costs will continue to increase due to the tightening labor market, as well as certain labor initiatives across company-operated restaurants, including the expansion of our table service and increasing the number of full-time versus part-time team members. In addition, we expect that our restaurant labor costs will increase as a result of increasing the salaries of certain of our team members due to the DOL regulations that were scheduled to go in to effect December 1, 2016.

### ***Operating Costs***

Operating costs increased \$11.3 million during fiscal 2016 compared to fiscal 2015, primarily due to higher company-operated restaurant revenues. As a percentage of company-operated restaurant revenues, operating costs increased to 22.2% for fiscal 2016 from 21.8% in fiscal 2015. Operating costs as a percentage of company-operated restaurant revenues increased primarily due to higher occupancy costs, partially offset by lower marketing costs.

### ***Restaurant Depreciation and Amortization***

Restaurant depreciation and amortization increased \$1.3 million during fiscal 2016 compared to fiscal 2015, due primarily to the increased number of company-operated restaurants and the completion of the implementation of our new point-of-sale system during fiscal 2015. As a percentage of company-operated restaurant revenues, depreciation and amortization was 2.5% during both fiscal 2016 and fiscal 2015.

### ***General and Administrative Expenses***

General and administrative expenses decreased \$3.8 million during fiscal 2016 compared to fiscal 2015. The decrease was primarily due to \$4.6 million in legal, accounting and other expenses directly related to public offerings incurred during fiscal 2015, \$0.5 million of lower legal and other expenses incurred in connection with the transition to a new distributor, \$0.5 million of lower meetings and convention expenses primarily due to our bi-annual franchise convention and unit director leadership conference occurring during fiscal 2015, \$1.0 million of lower incentive compensation and \$0.3 million of lower executive separation expenses, partially offset by additional positions added to support an increased number of restaurants in our system, additional costs as a

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## [Table of Contents](#)

result of operating as a public company and \$0.4 million in legal, accounting and other expenses directly related to public offerings incurred during fiscal 2016. As a percentage of total revenues, general and administrative expenses were 7.3% and 8.8% during fiscal 2016 and fiscal 2015, respectively.

We expect our recurring general and administrative expenses will continue to increase as we grow our business and incur additional expenses related to being a newer public company.

### ***Interest Expense***

Interest expense decreased \$0.8 million during fiscal 2016 compared to fiscal 2015. The decrease was due primarily to principal payments of \$42.7 million on our long-term debt and a reduction in our applicable rate, partially offset by an increase in the LIBOR rate and interest expense associated with interest rate swaps.

### ***Income Tax Expense***

Income tax expense increased \$3.5 million during fiscal 2016 compared to fiscal 2015. Our effective income tax rates were 34.1% and 37.7% during fiscal 2016 and fiscal 2015, respectively. The effective income tax rate for both fiscal 2016 and fiscal 2015 reflects a deferred income tax benefit due to a reduction in the North Carolina corporate income tax rate and the recognition of certain tax credits. The effective income tax rate for both fiscal 2016 and fiscal 2015 was also impacted by public offering expenses that were not deductible for income tax purposes.

### **Liquidity and Capital Resources**

Our primary requirements for liquidity and capital are new company-operated restaurants, existing restaurant capital investments (remodels and maintenance), information technology investments, principal and interest payments on our term debt and capital lease obligations, operating lease obligations, working capital, share repurchases and general corporate needs. Our customers pay primarily for their purchases in cash or by payment card (credit or debit) at the time of sale. Therefore, we are able to sell many of our inventory items before we have to pay our suppliers for such items. Our restaurants do not require significant inventories or receivables. We do have accounts receivable from our franchisees primarily related to royalty revenues, as well as from certain vendors.

Our growth plan is dependent upon many factors, including economic conditions, real estate markets, restaurant locations and the nature of our lease agreements. Our capital expenditure outlays are also dependent on costs for maintenance in our existing restaurants as well as information technology and other general corporate expenditures. We primarily utilize build-to-suit developments and equipment financing leases for our new company-operated restaurants, requiring minimal upfront cash investment. While we currently utilize a build-to-suit development strategy, our new restaurant strategy may change over time.

We currently expect our cash capital expenditures for fiscal 2018 will range between \$11.5 million and \$12.5 million excluding approximately \$0.4 million to \$0.6 million of restaurant preopening costs for restaurants that are not capitalized. These capital estimates are based on restaurant capital expenditures for the opening of 6 to 10 company-operated restaurants as well as investments to remodel and improve our existing restaurants, investments in technology and for general corporate purposes.

We believe that cash and cash equivalents and expected cash flow from operations are adequate to fund debt service requirements, capital lease obligations, operating lease obligations, capital expenditures and working capital needs for at least the next 12 months. However, our ability to continue to meet these requirements and obligations will depend on, among other things, our ability to achieve anticipated levels of revenues and cash flow from operations, our ability to manage costs and working capital successfully and the continued availability of build-to-suit and equipment financing leases for our new company-operated restaurants. We have used excess cash flows to make payments on our outstanding long-term debt in advance of the required due date, and we may continue to do so in future periods.

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**[Table of Contents](#)**

The following table presents summary cash flow information for the periods indicated (in thousands):

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
Net cash provided by (used in):			
Operating activities	\$ 49,745	\$ 54,300	\$ 45,526
Investing activities	(9,453)	(9,744)	(12,186)
Financing activities	(40,138)	(44,921)	(32,278)
Net increase (decrease) in cash	<u>\$ 154</u>	<u>\$ (365)</u>	<u>\$ 1,062</u>

***Operating Activities***

Net cash provided by operating activities decreased from \$54.3 million during the fiscal year ended December 25, 2016 to \$49.7 million during the fiscal year ended December 31, 2017. The decrease was primarily attributable to a decline in cash generated from our operations and increased outflows during fiscal 2017 related to working capital needs, partially offset by an increase in franchise royalty revenues.

Net cash provided by operating activities increased from \$45.5 million during the fiscal year ended December 27, 2015 to \$54.3 million during the fiscal year ended December 25, 2016. The increase was primarily attributable to an increase in cash generated from our operations due to the net increase in company-operated restaurants, an increase in franchise royalty revenues and an increase in comparable restaurant sales, as well as the costs associated with our IPO incurred during fiscal 2015.

***Investing Activities***

Net cash used in investing activities decreased from \$9.7 million during the fiscal year ended December 25, 2016 to \$9.5 million during the fiscal year ended December 31, 2017. The decrease was primarily attributable to an increase in proceeds from the disposition of property and equipment and a decline in purchases of a franchisee's assets.

Net cash used in investing activities decreased from \$12.2 million during the fiscal year ended December 27, 2015 to \$9.7 million during the fiscal year ended December 25, 2016. The decrease was primarily attributable to a reduction in purchases of property and equipment.

***Financing Activities***

Net cash used in financing activities decreased from \$44.9 million during the fiscal year ended December 25, 2016 to \$40.1 million during the fiscal year ended December 31, 2017. This decrease was primarily due to \$10.4 million of lower principal payments on long-term debt and \$1.2 million increase in proceeds received from the exercises of stock options, partially offset by \$2.0 million of our common stock acquired under our share repurchase program, \$1.4 million of higher principal payments on capital lease obligations, a \$2.7 million decrease in excess tax benefits from stock-based compensation arrangements, and \$0.6 million of debt issuance costs incurred during fiscal 2017.

Net cash used in financing activities increased from \$32.3 million during the fiscal year ended December 27, 2015 to \$44.9 million during the fiscal year ended December 25, 2016. This increase was primarily due to \$14.7 million and \$1.4 million of higher principal payments on long-term debt and capital lease obligations, respectively, partially offset by a \$0.9 million increase in proceeds received from the exercises of stock options and a \$2.0 million increase in the associated excess tax benefit, as well as \$0.6 million of debt issuance costs incurred during fiscal 2015.

## **Debt and Other Obligations**

### ***Credit Agreement***

On October 9, 2012, we entered into a credit agreement (“Credit Agreement”) with several financial institutions. The Credit Agreement is secured by substantially all of our assets and originally provided for borrowings under a term loan of \$175.0 million, and a revolving credit facility of \$25.0 million, with a maturity date of October 9, 2017. In May 2013, we amended the Credit Agreement to provide for an additional \$50.0 million term loan, the proceeds of which were used to fund a distribution to the holders of our Series A preferred stock. In April 2014, we further amended the Credit Agreement to provide for an additional \$50.0 million term loan, the proceeds of which were also used to fund a distribution to the holders of our Series A preferred stock, and to extend the maturity date to October 9, 2018. On July 23, 2015, we amended the credit agreement in order to permit the merger of BHI Intermediate Holding Corp., our former wholly owned subsidiary into us. On September 25, 2015, we further amended the credit agreement to, among other things, extend the maturity date on the Credit Agreement to October 9, 2020 and lower the applicable interest rate. On October 19, 2016, we further amended the Credit Agreement to, among other things, increase allowable indebtedness associated with capital lease obligations, synthetic lease obligations and purchase money obligations, as well as to increase allowable cash capital expenditures during each fiscal year. On December 20, 2017, we further amended the Credit Agreement to, among other things, extend the maturity date on the Credit Agreement to December 20, 2022 and increase the revolving line of credit from up to \$25.0 million to up to \$50.0 million. We had \$125.1 million of outstanding term loans and no outstanding borrowings under our revolving credit facility as of December 31, 2017.

Borrowings under the Credit Agreement are allowed under base rate and Eurodollar rate loans. Base rate loans bear interest at the higher of (1) the Bank of America prime rate, (2) the Federal Funds Rate plus 0.50%, or (3) the LIBOR rate for one-month loans plus 1.00% and an applicable rate. Eurodollar rate loans may be entered or converted into one-, two-, three-, or six-month periods and are charged interest at the LIBOR rate on the effective date for the period selected, plus an applicable rate. As of December 31, 2017, all of our outstanding term loan debt was in one-month Eurodollar loans with an interest rate of approximately 3.82%.

### ***Debt Covenants***

Our Credit Agreement contains various covenants that, among other things, do not allow us to exceed a maximum consolidated total lease adjusted leverage ratio, requires us to maintain a minimum consolidated fixed charge coverage ratio, and place certain limitations on cash capital expenditures and our ability to pay dividends. We were in compliance with all of the covenants under our Credit Agreement as of December 31, 2017.

### ***Hedging Arrangements***

In connection with our Credit Agreement, we have one variable-to-fixed interest rate swap agreement to manage fluctuations in cash flows resulting from changes in the benchmark interest rate of LIBOR as of December 31, 2017. On October 26, 2015, we entered into an interest rate swap contract with an effective date of October 30, 2015, a termination date of October 31, 2019 and a notional amount of \$50.0 million, under which we pay interest fixed at 1.115% and receive the one-month LIBOR rate.

### ***Share Repurchase Program***

On October 31, 2017, our board of directors authorized a share repurchase program under which we may purchase up to \$50.0 million of our outstanding common stock through April 30, 2019. The purchases may be made from time to time in the open market (including, without limitation, the use of Rule 10b5-1 plans), depending on a number of factors, including our evaluation of general market and economic conditions, the trading price of the common stock, regulatory requirements, and compliance with the terms of our outstanding indebtedness. The share repurchase program may be extended, modified, suspended or discontinued at any time. We expect to fund the share repurchase program with either, or a combination of, existing cash on hand, cash



## Table of Contents

generated from operations, and borrowings under our revolving line of credit. We acquired 0.2 million shares at a total cost of \$2.0 million under this program during the fourth quarter of fiscal 2017. Subsequent to December 31, 2017 and through March 1, 2018, we acquired an additional 0.2 million shares at a total cost of \$2.9 million. As of March 1, 2018, up to \$45.1 million of our common stock remains available for purchase under the program.

### **Contractual Obligations**

The table below summarizes our contractual commitments to make future payments pursuant to our long-term debt and other obligations including operating lease obligations, capital lease obligations, marketing commitments, purchase obligations and financing obligations under build-to-suit leases outstanding as of December 31, 2017, our most recent fiscal year-end for which a balance sheet is presented. The table does not include any new transactions after the fiscal year ended December 31, 2017 including, but not limited to, new operating and capital leases, new marketing commitments and new financing obligations under build-to-suit leases:

<b>(Amounts in thousands)</b>	<b>Total</b>	<b>Less than</b>			<b>More than</b>
		<b>1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	
Long-term debt	\$125,101	\$ —	\$ —	\$125,101	\$ —
Interest on long-term debt <sup>(1)</sup>	24,580	4,654	10,143	9,783	—
Operating leases	421,729	43,896	85,708	78,435	213,690
Capital leases	35,018	9,971	15,361	6,496	3,190
Marketing commitments <sup>(2)</sup>	6,713	3,397	3,316	—	—
Purchase obligations <sup>(3)</sup>	2,603	503	1,045	1,018	37
Financing obligations under build-to-suit leases	530	530	—	—	—
Total	<u>\$616,274</u>	<u>\$62,951</u>	<u>\$115,573</u>	<u>\$220,833</u>	<u>\$216,917</u>

- (1) Includes estimated interest payments calculated based on current interest rates as of December 31, 2017. Interest includes interest and fees under our credit facility.
- (2) Includes commitments for various marketing sponsorships and expenses.
- (3) We have entered into unconditional purchase obligations related to equipment, services and supplies for use in our restaurants. The expected timing of payments of the purchase obligations above are estimated based on current information.

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

We are not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

### **Emerging Growth Company**

We are an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, or the JOBS Act (the “JOBS Act”). As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and of stockholder approval of any golden parachute payments not previously approved.

## Table of Contents

In addition, Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected not to avail ourselves of this exemption and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

We could remain an “emerging growth company” until December 27, 2020 or until the earliest of (a) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion, (b) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (c) the date on which we have issued more than \$1 billion in non-convertible debt securities in the preceding three-year period.

### New Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). This update was issued to replace the current revenue recognition guidance, creating a more comprehensive revenue model. This update was originally to be effective in fiscal periods beginning after December 15, 2016 and early application was not permitted. In July 2015, the FASB affirmed its proposal to defer the effective date by one year to annual reporting periods beginning after December 15, 2017. The FASB also affirmed its proposal to permit early adoption of the standard, but not before the original effective date of December 15, 2016. We did not early adopt ASU 2014-09. ASU 2014-09 permits two transition approaches: full retrospective or modified retrospective. We will utilize the full retrospective approach reflecting the application of the standard in each prior reporting period. The adoption of ASU 2014-09 will not have a material impact on Company-operated restaurant revenues or Franchise royalty revenues. The adoption of ASU 2014-09 requires us to recognize initial and renewal franchisee fees on a straight-line basis over the life of the franchise agreement, which will impact our Other franchise revenues. In addition, funds contributed by franchisees to the advertising funds actively managed by us, as well as the associated advertising fund expenditures, will be reported on a gross basis, and the advertising fund revenues and expenses may be reported in different periods. The adoption of ASU 2014-09 will result in a cumulative effect adjustment of \$1.8 million to reduce the opening balance of retained earnings as of the first day of fiscal year 2016. Additionally, the adoption of ASU 2014-09 is expected to impact our reported results as follows (in thousands, except per share amounts):

	Fiscal Year Ended December 31, 2017		
	As Reported	Adjustments	As Adjusted
Franchise marketing and co-op advertising contribution revenues	\$ —	10,926	10,926
Other franchise revenues	945	(653)	292
Franchise marketing and co-op advertising costs	—	10,926	10,926
Income tax benefit (expense)	26,125	(304)	25,821
Net income	72,006	(957)	71,049
Net income per diluted share	1.87	(0.03)	1.84

	Fiscal Year Ended December 25, 2016		
	As Reported	Adjustments	As Adjusted
Franchise marketing and co-op advertising contribution revenues	\$ —	10,282	10,282
Other franchise revenues	853	(577)	276
Franchise marketing and co-op advertising costs	—	10,282	10,282
Income tax (expense) benefit	(19,537)	218	(19,319)
Net income	37,716	(359)	37,357
Net income per diluted share	1.00	(0.01)	0.99

## [Table of Contents](#)

	December 31, 2017		
	As Reported	Adjustments	As Adjusted
Other current liabilities	\$ 651	283	934
Deferred income taxes	71,190	(980)	70,210
Other noncurrent liabilities	13,458	3,774	17,232
Retained earnings	157,383	(3,077)	154,306

	December 25, 2016		
	As Reported	Adjustments	As Adjusted
Other current liabilities	\$ 4,390	240	4,630
Deferred income taxes	111,312	(1,284)	110,028
Other noncurrent liabilities	12,937	3,164	16,101
Retained earnings	85,377	(2,120)	83,257

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* (“ASU 2016-02”), which requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements. ASU 2016-02 establishes a right-of-use model (“ROU”) that requires a lessee to recognize a ROU asset and corresponding lease liability on the balance sheet for all leases with a term longer than twelve months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the statement of operations. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. We expect to adopt ASU 2016-02 on December 31, 2018, which is the first day of our fiscal year 2019. A modified retrospective transition is required for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. We expect that ASU 2016-02 will have a material effect on our consolidated financial statements. While we are continuing to assess the impact of adoption, we currently believe the most significant changes relate to (1) the recognition of new ROU assets and lease liabilities on our consolidated balance sheet for real estate and equipment operating leases and (2) the derecognition of existing assets and liabilities for certain assets under construction in build-to-suit lease arrangements that we will lease when construction is complete.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, financial instruments and hedging. Some of the proposed changes are significant and could have a material impact on our reporting. We have not yet fully evaluated the potential impact of all these proposals, but will make such an evaluation as the standards are finalized.

### **Critical Accounting Policies and Use of Estimates**

Our discussion and analysis of operating results and financial condition are based upon our financial statements. The preparation of our financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures of contingent assets and liabilities. We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis.

Accounting policies are an integral part of our financial statements. A thorough understanding of these accounting policies is essential when reviewing our reported results of operations and our financial position. Management believes that the critical accounting policies and estimates discussed below involve the most difficult management judgments due to the sensitivity of the methods and assumptions used. See Note 1 to the consolidated financial statements included in Part II, Item 8 for more information about our significant accounting policies.

### ***Goodwill and Intangible Assets Not Subject to Amortization***

The excess of the purchase price over the estimated fair value of the net assets acquired, including identified intangibles in a business combination is recorded as goodwill. In addition to goodwill, our indefinite-lived intangible asset consists of the Bojangles' brand. We do not amortize our goodwill and brand. We perform an impairment test for goodwill and our brand annually as of December 1 and when a triggering event occurs or change in circumstances indicates that impairment might exist. Such events or circumstances may be a significant change in business climate, economic and industry trends, legal factors, negative operating performance indicators, significant competition, changes in strategy or disposition.

Our impairment review for goodwill consists of a qualitative assessment of whether it is more-likely-than-not that the fair value is less than its carrying amount, and if required, followed by a two-step process of determining the fair value and comparing it to the carrying value of the net assets. If the qualitative assessment demonstrates that it is more-likely-than-not that the estimated fair value exceeds its carrying value, it is not necessary to perform the two-step goodwill impairment test. We may elect to bypass the qualitative assessment and proceed directly to the two-step process in any period. We can resume the qualitative assessment in any subsequent period. When performing the two-step process, if the fair value exceeds its carrying value, no further analysis or write-down of goodwill is required. If the fair value is less than the carrying value of its net assets, the estimated fair value is allocated to all its underlying assets and liabilities, including both recognized and unrecognized tangible and intangible assets, based on their fair value. If necessary, goodwill is then written down to its implied fair value. Our impairment review for our brand consists of a qualitative assessment similar to goodwill and, if necessary, a comparison of the fair value of our brand with its carrying amount. If the carrying amount exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. If the fair value exceeds its carrying amount, our brand is not considered impaired.

The estimated fair value is the amount for which the business could be sold in market. We estimate the fair value using a combination of market earnings multiples and discounted cash flow methodologies. This requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth of our business, the useful life over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment.

We determined the fair value of our goodwill and the fair value of our brand and both were substantially in excess of their respective carrying values when we performed our annual goodwill and brand impairment tests as of December 1, 2017. As such, we have determined that no impairment to our goodwill or our brand occurred during the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015.

### ***Long-Lived Assets***

We state the value of our long-lived assets at cost, minus accumulated depreciation and amortization. We calculate depreciation using the straight-line method over the estimated useful lives of the related assets. We amortize our leasehold improvements using the straight-line method over the shorter of the lease term (including reasonably assured renewal periods) or the estimated useful lives of the related assets. We expense repairs and maintenance as incurred, but capitalize major improvements and betterments.

Long-lived assets, such as property and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group to be tested for possible impairment, we first compare undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of a long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment loss is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

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## [Table of Contents](#)

Some of the events or changes in circumstances that would trigger an impairment test include, but are not limited to:

- bankruptcy proceedings or other significant financial distress;
- significant negative industry or economic trends;
- knowledge of transactions involving the sale of similar property at amounts below our carrying value; or
- our expectation to dispose of long-lived assets before the end of their estimated useful lives, even though the assets do not meet the criteria to be classified as “held for sale.”

We recorded impairment charges of \$2.0 million, \$1.9 million and \$1.2 million due to underperforming restaurants during the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. The impaired assets had no value at December 31, 2017. Deterioration in customer traffic or a decline in sales volumes at our company-operated restaurants would negatively impact our revenues and profitability and could result in additional impairment charges and potential restaurant closures for restaurants previously impaired or that may be impaired in the future.

### ***Leases***

We lease restaurant land and buildings, certain restaurant, office and computer equipment, office space and vehicles under operating and capital leases. Accounting for leased properties requires compliance with technical accounting rules and significant judgment by management. Application of these accounting rules and assumptions made by management will determine whether we are considered the owner for accounting purposes or whether the lease is accounted for as an operating lease or as a capital lease.

The lease term for all types of leases begins on the date we become legally obligated for the rent payments or we take possession of the building or land, whichever is earlier.

Additionally, we review leases for which we are involved in construction to determine whether build-to-suit and sale-leaseback criteria are met. For those leases that trigger specific build-to-suit accounting, we are considered the accounting owner of the construction project and in such cases, developer’s construction costs are capitalized, including the value of costs incurred up to the date we execute our lease and costs incurred during the remainder of the construction period, as such costs are incurred. During the construction period an offsetting liability is recognized as a financing lease obligation for the construction costs incurred by the developer. The construction period begins when we execute our lease agreement with the property owner and continues until the space is substantially complete and ready for its intended use.

Once construction is complete, we are required to perform a sale-leaseback analysis to determine if we can remove the developer’s assets and associated financing obligations from the balance sheet. If, in such cases, we maintain any form of “continuing involvement” in the property, it would preclude us from derecognizing the asset and associated financing obligations following the completion of construction. In those cases, we will continue to account for the asset as if we are the legal owner, and the financing obligation similar to other debt, until the lease expires or is modified to remove the continuing involvement that prohibits derecognition. If there is no “continuing involvement” and derecognition is permitted, we would be required to account for the lease as either operating or capital.

Rent expense for operating leases that contain scheduled rent increases is recognized on a straight line basis over the term of the respective lease. Favorable and unfavorable operating leases are recorded in connection with the acquisition method of accounting. We amortize favorable and unfavorable leases on a straight line basis over the remaining term of the leases. Upon early termination of a lease, the write-off of the favorable or unfavorable lease carrying value associated with the lease is recognized as a loss or gain in the consolidated statements of operations and comprehensive income.

## Table of Contents

Certain leases contain rent escalation clauses based on escalation terms. The excess of cumulative rent expense over cumulative rent payments made on leases with fixed escalation terms is recognized as deferred rents within other noncurrent liabilities in the accompanying balance sheets. Contingent rentals are generally based on sales levels in excess of stipulated amounts, and thus are not considered minimum lease payments at lease inception. We recognize contingent rent expense when it is deemed probable.

If the lease is classified as a capital lease, we record the lower of fair market value or present value of the minimum lease payments and a related capital lease obligation on our consolidated balance sheet. The asset is then amortized over the lesser of the economic life of the asset or the lease term. Rent payments for these properties are not recorded as rent expense, but rather are recognized as a reduction of the capital lease obligation and as interest expense.

### **Stock-Based Compensation**

We record the stock-based awards on the fair value of the shares at the date of grant, net of estimated forfeitures. In order to calculate our stock options' fair values and the associated compensation costs for share-based awards, we utilize the Black-Scholes-Merton option pricing model, and we have developed estimates of various inputs including expected term, expected volatility and risk-free interest rate. These assumptions generally require significant judgment. The forfeiture rate is based on historical rates and reduces the compensation expense recognized. The expected term for options granted is derived using the "simplified" method, in accordance with SEC guidance. Expected volatility is estimated using publicly-traded peer companies in our market category. Volatility is calculated with reference to the historical daily closing equity prices of our peer companies, prior to the grant date, over a period equal to the expected term. We calculate the risk-free interest rate using the implied yield for a U.S. Treasury security with constant maturity and a remaining term equal to the expected term of our employee stock options. We do not anticipate paying any cash dividends for the foreseeable future and therefore use an expected dividend yield of zero for option valuation purposes.

There were no stock options granted during the fiscal year ended December 27, 2015. The assumptions used for grants made during the fiscal years ended December 31, 2017 and December 25, 2016 are provided in the following table:

	Fiscal Year Ended	
	December 31, 2017	December 25, 2016
Valuation assumptions:		
Expected dividend yield	0%	0%
Expected volatility	25.28%	27.73%
Expected term	6.25 years	6.25 years
Risk-free interest rate	1.91%	1.41%

If in the future we determine that another method is more reasonable, or if another method for calculating these input assumptions is prescribed by authoritative guidance, and, therefore, should be used to estimate volatility or expected life, the fair value calculated for our stock options could change significantly. Higher volatility and longer expected lives result in an increase in stock-based compensation expense determined at the date of grant. Stock-based compensation expense affects our general and administrative expenses.

We granted 275,925, 151,000 and 0 stock options to employees and officers during the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. Stock option holders forfeited 117,727, 200,709 and 6,732 stock options during the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. Stock-based compensation expense of approximately \$1.7 million, \$1.8 million and \$2.0 million for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively, is included in general and administrative expenses in the consolidated statements of operations and comprehensive income.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

**Inflation Risk**

The primary inflationary factors affecting our operations are food and supplies, labor costs, energy costs and materials used in the construction of new company-operated restaurants. Increases in the minimum wage directly affect our labor costs and the PPACA has increased our health insurance costs beginning in fiscal 2015. Our leases require us to pay taxes, maintenance, repairs, insurance and utilities, all of which are generally subject to inflationary increases. Finally, the cost of constructing our restaurants is subject to inflationary increase in the costs of labor and material which results in higher rent expense on new restaurants.

**Interest Rate Risk**

Interest rate risk is the exposure to loss resulting from changes in the level of interest rates and the spread between different interest rates. We are exposed to market risk from changes in interest rates on our debt, which bears interest at variable rates. As of December 31, 2017, we had outstanding borrowings of \$125.1 million under our credit facility. As of December 31, 2017, \$50.0 million of our outstanding borrowings under the credit facility was covered by interest rate swaps that effectively fix the LIBOR component of the interest rate on those borrowings for certain periods of time. A 1.00% increase in the effective interest rate applied to our borrowings currently subject to variable interest rates would result in a pre-tax interest expense increase of \$0.8 million on an annualized basis.

Interest rate risk is highly sensitive due to many factors, including U.S. monetary and tax policies, U.S. and international economic factors and other factors beyond our control. Our credit facility debt has floating interest rates. We are exposed to changes in the level of interest rates and to changes in the relationship or spread between interest rates for our floating rate debt. Our floating rate debt requires payments based on a variable interest rate index such as LIBOR. Therefore, increases in interest rates may reduce our net income by increasing the cost of our debt. However, we seek to mitigate our floating interest rate risk on our credit facility long-term debt by entering into fixed pay interest rate derivatives on a portion of the credit facility long-term debt, as discussed above under “Debt and Other Obligations—Hedging Arrangements”.

**Commodity Market Risk**

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although these products are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimize price volatility. The purchasing contracts and pricing arrangements we use may result in unconditional purchase obligations, which are not reflected in our consolidated balance sheets. Typically, we use these types of purchasing techniques to control costs as an alternative to directly managing financial instruments to hedge commodity prices. In many cases, we believe we will be able to address material commodity cost increases by adjusting our menu pricing, promotional mix, or changing our product delivery strategy. However, increases in commodity prices, without adjustments to our menu prices, could increase food and supplies costs as a percentage of company-operated restaurant revenues and customers may react negatively to increases in our menu prices which could adversely impact customer traffic and revenues.

**Credit Risk**

Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. Risks surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows.

Certain financial instruments potentially subject us to a concentration of credit risk. These financial instruments consist primarily of cash and cash equivalents and accounts and vendor receivables. We place our cash and cash

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## [Table of Contents](#)

equivalents with high-credit, quality financial institutions. The balances in these accounts exceed the amounts insured by the Federal Deposit Insurance Corporation.

Concentration of credit risk with respect to receivables is primarily limited to franchisees, which are primarily located in the Southeastern United States, and vendors. Royalty revenues from three franchisees, one of which is a related party franchisee, accounted for approximately 44% of our total franchise royalty revenues for each of the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. Royalty and franchise fee accounts receivable from three franchisees, one of which is a related party franchisee, accounted for approximately 42% and 40% of our gross royalty and franchise fee accounts receivable as of December 31, 2017 and December 25, 2016, respectively. We continually evaluate and monitor the credit history of our franchisees and believe we have an adequate allowance for bad debts.

### ***Item 8. Financial Statements and Supplementary Data***

See Consolidated Financial Statements and Notes thereto commencing on Page F-1. Quarterly information (unaudited) is presented in Note 22 to the consolidated financial statements.

### ***Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

### ***Item 9A. Controls and Procedures***

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

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our interim chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of the end of the period covered by this Annual Report, we carried out an evaluation under the supervision and with the participation of our management, including our interim chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures. Based upon our evaluation, our interim chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective as of December 31, 2017 at the reasonable assurance level.

#### **Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our interim chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over



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[Table of Contents](#)

financial reporting based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control—Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2017 at the reasonable assurance level.

KPMG LLP, our independent registered public accounting firm, has audited the Consolidated Financial Statements as of December 31, 2017, as stated in their report herein. As we are an “emerging growth company” under the JOBS Act, KPMG LLP is not required to attest to the effectiveness of our internal control over financial reporting for so long as we are an emerging growth company.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal controls over financial reporting that occurred during the fourteen weeks ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

***Item 9B. Other Information***

None.

### PART III

We expect to file a definitive proxy statement relating to our 2018 Annual Meeting of Stockholders with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our most recent fiscal year. Accordingly, certain information required by Part III of this Annual Report has been omitted under General Instruction G(3) to Form 10-K. Only the information from the definitive proxy statement that specifically addresses disclosure requirements of Items 10-14 below is incorporated by reference.

#### ***Item 10. Directors, Officers and Corporate Governance***

We will provide information that is responsive to this Item 10 in our definitive proxy statement for our 2018 Annual Meeting of Stockholders or in an amendment to this Annual Report not later than 120 days after the end of the fiscal year covered by this Annual Report, in either case under the captions “Proposal No. 1—Election of Directors,” “Corporate Governance and Board Structure” and “Section 16(a) Beneficial Ownership Reporting Compliance,” and possibly elsewhere therein. That information is incorporated in this Item 10 by reference.

#### ***Item 11. Executive Compensation***

We will provide information that is responsive to this Item 11 in our definitive proxy statement for our 2018 Annual Meeting of Stockholders or in an amendment to this Annual Report not later than 120 days after the end of the fiscal year covered by this Annual Report, in either case under the captions “Executive and Director Compensation,” and “Corporate Governance and Board Structure,” and possibly elsewhere therein. That information is incorporated in this Item 11 by reference.

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

We will provide information that is responsive to this Item 12 in our definitive proxy statement for our 2018 Annual Meeting of Stockholders or in an amendment to this Annual Report not later than 120 days after the end of the fiscal year covered by this Annual Report, in either case under the captions “Security Ownership of Certain Beneficial Owners and Management,” and “Equity Compensation Plan Information,” and possibly elsewhere therein. That information is incorporated in this Item 12 by reference.

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

We will provide information that is responsive to this Item 13 in our definitive proxy statement for our 2018 Annual Meeting of Stockholders or in an amendment to this Annual Report not later than 120 days after the end of the fiscal year covered by this Annual Report, in either case under the captions “Related Person Transactions,” and “Corporate Governance and Board Structure,” and possibly elsewhere therein. That information is incorporated in this Item 13 by reference.

#### ***Item 14. Principal Accountant Fees and Services***

We will provide information that is responsive to this Item 14 in our definitive proxy statement for our 2018 Annual Meeting of Stockholders or in an amendment to this Annual Report not later than 120 days after the end of the fiscal year covered by this Annual Report, in either case under the caption “Proposal No. 2—Ratification of Appointment of Independent Registered Public Accounting Firm,” and possibly elsewhere therein. That information is incorporated in this Item 14 by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**(a)(1) Financial Statements**

The following financial statements are filed as a part of this Annual Report on Form 10-K:

<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-1
<a href="#">Consolidated Balance Sheets as of December 31, 2017 and December 25, 2016</a>	F-2
<a href="#">Consolidated Statements of Operations and Comprehensive Income for Fiscal Years 2017, 2016 and 2015</a>	F-3
<a href="#">Consolidated Statement of Stockholders' Equity for Fiscal Years 2017, 2016 and 2015</a>	F-4
<a href="#">Consolidated Statements of Cash Flows for Fiscal Years 2017, 2016 and 2015</a>	F-5
<a href="#">Notes to the Consolidated Financial Statements</a>	F-6

**(a)(2)** We have omitted all other schedules because the conditions requiring their filing do not exist or because the required information appears in our Consolidated Financial Statements, including the notes to those statements.

**(a)(3)** See Exhibits below.

**(b) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Second Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, effective May 12, 2015 (incorporated by reference to Exhibit 3.1 to the Company's report on Form 8-K filed May 13, 2015—Commission File No. 001-37374).</a>
3.2	<a href="#">Amended and Restated Certificate of Incorporation of Bojangles', Inc., effective May 13, 2015 (incorporated by reference to Exhibit 3.2 to the Company's report on Form 8-K filed May 13, 2015—Commission File No. 001-37374).</a>
3.3	<a href="#">Amended and Restated Bylaws of Bojangles', Inc. (incorporated by reference to Exhibit 3.4 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed April 27, 2015—Commission File No. 333-203268).</a>
4.1	<a href="#">Specimen of Common Stock Certificate of Bojangles', Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed April 27, 2015—Commission File No. 333-203268).</a>
10.1	<a href="#">Credit Agreement, dated October 9, 2012, by and among Bojangles' Restaurants, Inc., BHI Intermediate Holding Corp., Bank of America N.A., as a lender and administrative agent for all lenders, and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</a>
10.2	<a href="#">First Amendment to the Credit Agreement, dated May 15, 2013, by and among Bojangles' Restaurants, Inc., BHI Intermediate Holding Corp., Bank of America N.A., as a lender and administrative agent for all lenders, and the other lenders party thereto (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</a>

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## Table of Contents

<u>Exhibit No.</u>	<u>Description</u>
10.3	<a href="#"><u>Second Amendment to the Credit Agreement, dated April 11, 2014, by and among Bojangles' Restaurants, Inc., BHI Intermediate Holding Corp., Bank of America N.A., as a lender and administrative agent for all lenders, and the other lenders party thereto (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.4	<a href="#"><u>Amendment No. 3 dated as of July 23, 2015 between Bojangles' Restaurants, Inc., BHI Intermediate Holding Corp., Bojangles' International, LLC, BJ Georgia, LLC, BJ Restaurant Development, LLC, the lender parties thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K filed July 24, 2015—Commission File No. 001-37374).</u></a>
10.5	<a href="#"><u>Amendment No. 4 dated as of September 25, 2015 between Bojangles', Inc., Bojangles' Restaurants, Inc., Bojangles' International, LLC, BJ Georgia, LLC, BJ Restaurant Development, LLC, the lender parties thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K/A filed September 28, 2015—Commission File No. 001-37374).</u></a>
10.6	<a href="#"><u>Amendment No. 5 dated as of October 19, 2016 between Bojangles', Inc., Bojangles' Restaurants, Inc., Bojangles' International, LLC, BJ Georgia, LLC, BJ Restaurant Development, LLC, the lender parties thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.2 to the Company's report on Form 10-Q filed November 4, 2016—Commission File No. 001-37374).</u></a>
10.7	<a href="#"><u>Amendment No. 6 dated as of December 20, 2017 between Bojangles', Inc., Bojangles' Restaurants, Inc., Bojangles' International, LLC, BJ Georgia, LLC, BJ Restaurant Development, LLC, the lender parties thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K filed December 21, 2017—Commission File No. 001-37374).</u></a>
10.8 †	<a href="#"><u>Master Distribution Agreement between McLane Foodservice, Inc. and Bojangles' Restaurants, Inc. dated as of September 9, 2015 (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K filed September 9, 2015—Commission File No. 001-37374).</u></a>
10.9 †	<a href="#"><u>Amendment to Master Distribution Agreement between McLane Foodservice, Inc. and Bojangles' Restaurants, Inc. dated as of October 20, 2015 (incorporated by reference to Exhibit 10.3 to the Company's report on Form 10-Q filed November 4, 2015—Commission File No. 001-37374).</u></a>
10.10 †	<a href="#"><u>Second Amendment to Master Distribution Agreement between McLane Foodservice, Inc. and Bojangles' Restaurants, Inc. dated as of September 7, 2016 (incorporated by reference to Exhibit 10.1 to the Company's report on Form 10-Q filed November 4, 2016—Commission File No. 001-37374).</u></a>
10.11 #	<a href="#"><u>Amended and Restated Employment Agreement, dated December 18, 2014, by and between Bojangles' Restaurants, Inc. and Clifton W. Rutledge (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.12 #	<a href="#"><u>Amendment #1 to Amended and Restated Employment Agreement by and between Bojangles' Restaurants, Inc. and Clifton W. Rutledge, dated November 1, 2016 (incorporated by reference to Exhibit 10.3 to the Company's report on Form 10-Q filed November 4, 2016—Commission File No. 001-37374).</u></a>

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## Table of Contents

<u>Exhibit No.</u>	<u>Description</u>
10.13 #	<a href="#"><u>Amended and Restated Employment Agreement, dated August 18, 2012, by and between Bojangles' Restaurants, Inc., Bojangles' International, LLC, and BHI Exchange, Inc. and Eric M. Newman (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.14 #	<a href="#"><u>Separation Agreement, dated October 19, 2016, between Eric M. Newman and Bojangles', Inc. (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K filed October 25, 2016—Commission File No. 001-37374).</u></a>
10.15 #	<a href="#"><u>Amended and Restated Employment Agreement, dated April 27, 2011, by and between Bojangles' Restaurants, Inc., BHI Exchange, Inc. and Michael J. Jordan (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.16 #	<a href="#"><u>Amended and Restated Severance Agreement, dated April 27, 2011, by and between Bojangles' Restaurants, Inc., BHI Exchange, Inc. and Kenneth E. Avery (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.17 #	<a href="#"><u>Severance Letter Agreement, dated December 17, 2013, by and between Kenneth E. Avery and Bojangles' Restaurants, Inc. (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.18 #	<a href="#"><u>Agreement and Release, dated May 5, 2017, between Kenneth E. Avery and Bojangles' Restaurants, Inc. (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K filed May 11, 2017—Commission File No. 001-37374).</u></a>
10.19 #	<a href="#"><u>Employment Agreement, dated December 30, 2013, by and between BHI Holding Corp. and James R. Kibler (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.20 #	<a href="#"><u>2007 Nonqualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.21 #	<a href="#"><u>Bojangles', Inc. Amended and Restated 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.15 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed April 27, 2015—Commission File No. 333-203268).</u></a>
10.22 #	<a href="#"><u>Non-Qualified Stock Option Award Agreement for Clifton Rutledge pursuant to 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.16 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.23 #	<a href="#"><u>Form of Non-Qualified Stock Option Award Agreement for James R. Kibler, M. John Jordan, and Eric M. Newler pursuant to 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.24 #	<a href="#"><u>Non-Qualified Stock Option Award Agreements for Kenneth E. Avery pursuant to 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 filed April 6, 2015—Commission File No. 333-203268).</u></a>
10.25 #	<a href="#"><u>Form of Restricted Stock Unit Award Agreement under the Bojangles', Inc. Amended and Restated 2011 Equity Incentive Plan (Non-Employee Directors) (incorporated by reference to Exhibit 10.1 to the Company's report on Form 10-Q filed June 11, 2015—Commission File No. 001-37374).</u></a>

## Table of Contents

<u>Exhibit No.</u>	<u>Description</u>
10.26 #	<a href="#">Form of Incentive Stock Option Agreement under the Bojangles', Inc. Amended and Restated 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's report on Form 10-Q filed June 11, 2015—Commission File No. 001-37374).</a>
10.27 #	<a href="#">Form of Non-Qualified Stock Option Agreement under the Bojangles', Inc. Amended and Restated 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's report on Form 10-Q filed June 11, 2015—Commission File No. 001-37374).</a>
10.28 #	<a href="#">Form of Restricted Stock Award Agreement under the Bojangles', Inc. Amended and Restated 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.20 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed April 27, 2015—Commission File No. 333-203268).</a>
10.29 #	<a href="#">Bojangles', Inc. Performance Bonus Plan (incorporated by reference to Exhibit 10.19 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed April 27, 2015—Commission File No. 333-203268).</a>
10.30 #	<a href="#">Bojangles', Inc. Compensation Policy For Non-Employee Directors (Amended and Restated Effective June 8, 2016) (incorporated by reference to Exhibit 10.1 to the Company's report on Form 10-Q filed August 8, 2016—Commission File No. 001-37374).</a>
21	<a href="#">List of Subsidiaries of the Company.*</a>
23.1	<a href="#">Consent of KPMG LLP, an independent registered public accounting firm.*</a>
31.1	<a href="#">Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
31.2	<a href="#">Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
32.1	<a href="#">Certification required by 18 United States Code Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†</a>
32.2	<a href="#">Certification required by 18 United States Code Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†</a>
101	Sections of the Bojangles', Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2017, formatted in XBRL (eXtensible Business Reporting Language), submitted in the following files:
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith.

# Indicates a management contract or compensatory plan or arrangement.

† Indicates confidential treatment as to certain portions of this exhibit have been requested or granted. Omitted portions have been filed separately with the SEC.

‡ Furnished herewith.

### **Item 16. Form 10-K Summary**

The Company has elected not to include any summary information.

**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, on the 7<sup>th</sup> day of March 2018.

BOJANGLES', INC.

By: /s/ James R. Kibler

**James R. Kibler**  
**Director, Interim President and Interim Chief**  
**Executive Officer**

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the 7<sup>th</sup> day of March 2018.

<u>Name</u>	<u>Title</u>
<u>/s/ James R. Kibler</u> James R. Kibler	Director, Interim President and Interim Chief Executive Officer (principal executive officer)
<u>/s/ M. John Jordan</u> M. John Jordan	Senior Vice President of Finance, Chief Financial Officer and Treasurer (principal financial and accounting officer)
<u>/s/ William A. Kussell</u> William A. Kussell	Non-Executive Chairman and Director
<u>/s/ Steven J. Collins</u> Steven J. Collins	Director
<u>/s/ John E. Currie</u> John E. Currie	Director
<u>/s/ Christopher J. Doubrava</u> Christopher J. Doubrava	Director
<u>/s/ Tommy L. Haddock</u> Tommy L. Haddock	Director
<u>/s/ Robert F. Hull, Jr.</u> Robert F. Hull, Jr.	Director
<u>/s/ Starlette B. Johnson</u> Starlette B. Johnson	Director
<u>/s/ Mark A. Rowan</u> Mark A. Rowan	Director
<u>/s/ Steven M. Tadler</u> Steven M. Tadler	Director

**Report of Independent Registered Public Accounting Firm**

To the stockholders and board of directors  
Bojangles', Inc. and subsidiaries:

***Opinion on the Consolidated Financial Statements***

We have audited the accompanying consolidated balance sheets of Bojangles', Inc. and subsidiaries (the "Company") as of December 31, 2017 and December 25, 2016, the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2017, and the related notes (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and December 25, 2016, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2010.

Charlotte, North Carolina  
March 7, 2018



[Table of Contents](#)

*Item 1. Financial Statements*

**BOJANGLES', INC. AND SUBSIDIARIES**  
Consolidated Balance Sheets  
(in thousands, except per share amounts)

	December 31, 2017	December 25, 2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 14,052	13,898
Accounts and vendor receivables, net	5,863	5,421
Accounts receivable, related parties, net	553	386
Inventories, net	3,619	3,326
Other current assets	2,408	3,033
Total current assets	26,495	26,064
Property and equipment, net	49,423	52,275
Goodwill	161,140	161,140
Brand	290,500	290,500
Franchise rights, net	23,146	24,243
Favorable leases, net	688	981
Other noncurrent assets	4,076	4,569
Total assets	<u>\$ 555,468</u>	<u>559,772</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 12,956	16,818
Accrued expenses	17,797	17,940
Current maturities of long-term debt	—	2,132
Current maturities of capital lease obligations	8,502	7,299
Other current liabilities	651	4,390
Total current liabilities	39,906	48,579
Long-term debt, less current maturities and deferred debt issuance costs, net	123,376	153,630
Deferred income taxes	71,190	111,312
Capital lease obligations, less current maturities	22,434	22,524
Other noncurrent liabilities	13,458	12,937
Total liabilities	270,364	348,982
Commitments and contingencies (notes 2, 3 and 17)	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value; 25,000 shares authorized and no shares issued and outstanding as of both December 31, 2017 and December 25, 2016	—	—
Common stock, \$0.01 par value; 150,000 shares authorized, 37,069 shares issued and 36,899 shares outstanding as of December 31, 2017 and 36,547 shares issued and outstanding as of December 25, 2016	370	365
Treasury stock, 170 shares at cost	(2,000)	—
Additional paid-in capital	128,895	124,802
Retained earnings	157,383	85,377
Accumulated other comprehensive income	456	246
Total stockholders' equity	285,104	210,790
Total liabilities and stockholders' equity	<u>\$ 555,468</u>	<u>559,772</u>

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

**BOJANGLES<sup>®</sup>, INC. AND SUBSIDIARIES**  
Consolidated Statements of Operations and Comprehensive Income  
(in thousands, except per share amounts)

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
Revenues:			
Company-operated restaurant revenues	\$ 518,380	504,664	462,138
Franchise royalty revenues	28,113	26,364	25,104
Other franchise revenues	945	853	960
Total revenues	<u>547,438</u>	<u>531,881</u>	<u>488,202</u>
Company-operated restaurant operating expenses:			
Food and supplies costs	164,666	158,644	150,563
Restaurant labor costs	151,212	138,839	126,380
Operating costs	121,935	112,256	100,916
Depreciation and amortization	13,632	12,709	11,456
Total Company-operated restaurant operating expenses	<u>451,445</u>	<u>422,448</u>	<u>389,315</u>
Operating income before other operating expenses	<u>95,993</u>	<u>109,433</u>	<u>98,887</u>
Other operating expenses:			
General and administrative	38,397	39,041	42,844
Depreciation and amortization	2,918	2,917	2,809
Impairment	2,041	1,927	1,210
(Gain) loss on disposal of property and equipment and other	(305)	47	336
Total other operating expenses	<u>43,051</u>	<u>43,932</u>	<u>47,199</u>
Operating income	<u>52,942</u>	<u>65,501</u>	<u>51,688</u>
Amortization of deferred debt issuance costs	(614)	(763)	(821)
Interest income	16	4	7
Interest expense	(6,463)	(7,489)	(8,314)
Income before income taxes	45,881	57,253	42,560
Income tax benefit (expense)	26,125	(19,537)	(16,034)
Net income	<u>72,006</u>	<u>37,716</u>	<u>26,526</u>
Other comprehensive income (loss), net of tax			
Change in fair value on interest rate swaps, net of income tax (expense) benefit of (\$126), (\$137), and \$79	210	227	(127)
Comprehensive income	<u>\$ 72,216</u>	<u>37,943</u>	<u>26,399</u>
Net income per share:			
Basic	<u>\$ 1.95</u>	<u>1.04</u>	<u>1.15</u>
Diluted	<u>\$ 1.87</u>	<u>1.00</u>	<u>0.71</u>

See accompanying notes to consolidated financial statements.

**BOJANGLES<sup>®</sup>, INC. AND SUBSIDIARIES**  
 Consolidated Statement of Stockholders' Equity  
 (in thousands, except per share amounts)

	Preferred stock	Common stock		Treasury Stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Total stockholders' equity
		Shares	Amount					
Balance as of December 28, 2014	\$ 172,691	—	\$ —	—	(56,220)	21,135	146	137,752
Net income	—	—	—	—	—	26,526	—	26,526
Change in fair value on interest rate swaps, net of income tax benefit of \$79	—	—	—	—	—	—	(127)	(127)
Stock option exercise	—	106	1	—	329	—	—	330
Excess tax benefits from stock-based payment arrangements	—	—	—	—	680	—	—	680
Conversion of preferred stock to common stock	(172,691)	35,903	359	—	172,332	—	—	—
Stock-based compensation	—	—	—	—	1,963	—	—	1,963
Balance as of December 27, 2015	—	36,009	360	—	119,084	47,661	19	167,124
Net income	—	—	—	—	—	37,716	—	37,716
Change in fair value on interest rate swaps, net of income tax expense of \$137	—	—	—	—	—	—	227	227
Stock option exercise	—	530	5	—	1,205	—	—	1,210
Vesting of restricted stock units	—	8	—	—	—	—	—	—
Excess tax benefits from stock-based payment arrangements	—	—	—	—	2,686	—	—	2,686
Stock-based compensation	—	—	—	—	1,827	—	—	1,827
Balance as of December 25, 2016	—	36,547	365	—	124,802	85,377	246	210,790
Net income	—	—	—	—	—	72,006	—	72,006
Change in fair value on interest rate swaps, net of income tax expense of \$126	—	—	—	—	—	—	210	210
Stock option exercise	—	499	5	—	2,451	—	—	2,456
Common stock repurchases	—	(170)	—	(2,000)	—	—	—	(2,000)
Vesting of restricted stock units	—	23	—	—	(103)	—	—	(103)
Stock-based compensation	—	—	—	—	1,745	—	—	1,745
Balance as of December 31, 2017	\$ —	36,899	\$ 370	(2,000)	128,895	157,383	456	285,104

See accompanying notes to consolidated financial statements.

**BOJANGLES<sup>®</sup>, INC. AND SUBSIDIARIES**  
 Consolidated Statements of Cash Flows  
 (in thousands)

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Cash flows from operating activities:</b>			
Net income	\$ 72,006	37,716	26,526
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Deferred income tax benefit	(40,247)	(2,177)	(1,992)
Depreciation and amortization	16,550	15,626	14,265
Amortization of deferred debt issuance costs	614	763	821
Impairment	2,041	1,927	1,210
(Gain) loss on disposal of property and equipment and other	(305)	47	336
Provision (benefit) for doubtful accounts	156	(72)	239
Provision for inventory spoilage	15	20	23
(Benefit) provision for closed stores	—	(51)	36
Stock-based compensation	1,745	1,827	1,963
Excess tax benefit from stock-based compensation	—	(2,686)	(680)
<b>Changes in operating assets and liabilities:</b>			
Accounts and vendor receivables	(765)	(595)	(357)
Inventories	(308)	(267)	(360)
Other assets	1,063	(354)	662
Income taxes	(87)	4,069	(1,352)
Investments for nonqualified deferred compensation plan	605	(484)	(425)
Accounts payable and accrued expenses	(4,005)	(2,497)	2,860
Closed store obligation and deferred rents	1,553	1,426	1,499
Deferred revenue	40	(152)	120
Deferred compensation	(605)	484	425
Other noncurrent liabilities	(321)	(270)	(293)
Net cash provided by operating activities	<u>49,745</u>	<u>54,300</u>	<u>45,526</u>
<b>Cash flows from investing activities:</b>			
Purchases of franchisee's assets	—	(100)	(186)
Purchases of property and equipment	(9,616)	(9,695)	(12,047)
Proceeds from disposition of property and equipment	163	51	47
Net cash used in investing activities	<u>(9,453)</u>	<u>(9,744)</u>	<u>(12,186)</u>
<b>Cash flows from financing activities:</b>			
Principal payments on long-term debt	(32,357)	(42,736)	(28,055)
Debt issuance costs	(643)	—	(554)
Stock option exercise	2,456	1,210	330
Vesting of restricted stock units	(103)	—	—
Excess tax benefit from stock-based compensation	—	2,686	680
Purchases of treasury stock	(2,000)	—	—
Principal payments on capital lease obligations	(7,491)	(6,081)	(4,679)
Net cash used in financing activities	<u>(40,138)</u>	<u>(44,921)</u>	<u>(32,278)</u>
Net increase (decrease) in cash and cash equivalents	154	(365)	1,062
Cash and cash equivalents balance, beginning of fiscal year	13,898	14,263	13,201
Cash and cash equivalents balance, end of fiscal year	<u>\$ 14,052</u>	<u>13,898</u>	<u>14,263</u>
<b>Supplemental cash flow disclosures:</b>			
Non-cash conversion of preferred stock into common stock	\$ —	—	172,691
Cash paid for interest	6,776	7,589	8,395
Cash paid for income taxes	14,209	17,645	19,378
Assets acquired under capital leases	8,939	8,977	7,815
Net change in assets under financing obligations	(3,584)	2,520	657
Reduction of capital lease obligations upon return of assets	223	206	148
Reduction of capital lease obligations upon early termination of lease	—	288	—

See accompanying notes to consolidated financial statements.

**BOJANGLES', INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**Fiscal Years Ended December 31, 2017, December 25, 2016 and December 27, 2015**

**(1) Description of Business and Organization and Summary of Significant Accounting Policies**

**(a) Description of Business and Organization**

Bojangles', Inc. (formerly known as BHI Holding Corp.) (together with its subsidiaries, "Bojangles'", the "Company", "we" or "our") was formed on June 28, 2011 as a Delaware corporation. The Company's principal business is the operations and development and franchising, as franchisor, of limited service restaurants. As of December 31, 2017, there were 325 Company-operated restaurants, 62 related party franchised restaurants, and 377 independent franchised restaurants operating under the *Bojangles'*® name. The restaurants are located principally in the Southeastern United States. The Company's franchising activity is regulated by the laws of the various states in which it is registered to sell franchises, as well as rules promulgated by the Federal Trade Commission. The legislation and rules, among other things, establish minimum disclosure requirements to a prospective franchisee and require periodic registration by the Company with state administrative agencies.

On July 24, 2015, the Company completed a merger of BHI Intermediate Holding Corp. ("BHIH"), a Delaware corporation and a wholly-owned subsidiary of the Company, with and into the Company (the "Merger").

The following is the number of Bojangles' franchised, Company-operated and system-wide restaurants at the beginning and end of the fiscal years ended December 31, 2017 and December 25, 2016:

	Fiscal Year Ended					
	December 31, 2017			December 25, 2016		
	Franchised	Company-Operated	System-Wide	Franchised	Company-Operated	System-Wide
Restaurants at the beginning of the fiscal year	407	309	716	381	281	662
Opened during the fiscal year	26	26	52	29	29	58
Closed during the fiscal year	—	(4)	(4)	(2)	(2)	(4)
Refranchised during the fiscal year	6	(6)	—	(1)	1	—
Restaurants at the end of the fiscal year	<u>439</u>	<u>325</u>	<u>764</u>	<u>407</u>	<u>309</u>	<u>716</u>

Restaurant closures reflect permanent closures and exclude any temporary closures for items such as remodels, scrape and rebuilds, casualty events, severe weather conditions or any other short-term closure. A relocation results in a closure and an opening. During the fiscal years ended December 31, 2017 and December 25, 2016, our franchisees closed 0 and 2 restaurants, respectively, of which 0 and 1, respectively, were relocations. During the fiscal years ended December 31, 2017 and December 25, 2016, we closed 4 and 2 Company-operated restaurants, respectively, of which 3 and 2, respectively, were relocations.

**(b) Basis of Presentation and Consolidation**

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles and practices of the United States of America ("GAAP") and include our accounts and the accounts of our wholly-owned subsidiaries. The Company consolidates entities in which we have a controlling financial interest, the usual condition of which is ownership of a majority voting interest. All significant intercompany accounts and transactions are eliminated in consolidation.

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[Table of Contents](#)

(c) ***Fiscal Year***

The Company operates on a 52- or 53-week fiscal year ending on the last Sunday of December. The fiscal year ended December 31, 2017 consisted of 53 weeks, and both of the fiscal years ended December 25, 2016 and December 27, 2015 consisted of 52 weeks.

(d) ***Use of Accounting Estimates***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, the actual amounts could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the fiscal year in which such adjustments are determined.

(e) ***Segment Information***

We have determined that we have one operating segment, therefore, one reportable segment. Our chief operating decision maker (“CODM”) is our Chief Executive Officer; our CODM reviews financial performance and allocates resources at a consolidated level on a recurring basis. All of our assets are located in the United States of America.

(f) ***Business Combinations***

We account for business combinations using the acquisition method. As of the acquisition date, the acquirer recognizes, separately from goodwill, the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. Goodwill is initially measured at cost, being the excess of the cost of acquisition over the fair value of the net identifiable assets acquired and liabilities assumed. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. If the cost of acquisition is lower than the fair value of the net identifiable assets, the difference is recognized in profit or loss. Acquisition costs are expensed as incurred.

(g) ***Fair Value Measurements***

The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that

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[Table of Contents](#)

is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

**(h) *Cash and Cash Equivalents***

The Company considers all highly liquid investments purchased with an original maturity of three months or less and credit card receivables to be cash and cash equivalents.

**(i) *Accounts and Vendor Receivables and Allowance for Doubtful Accounts***

Accounts receivables consist of franchisee receivables from external and related parties, which are recorded at invoiced amounts, and other receivables. Royalty receivables are recorded at amounts earned based upon rates set forth in the related franchise agreements.

Vendor receivables consist of amounts due from certain beverage vendors related to long-term beverage supply agreements. Pursuant to the terms of these arrangements, marketing rebates are provided to the Company from the beverage vendors based upon the volume of purchases for Company-operated restaurants. For Company-operated restaurants, these incentives are recognized as earned throughout the year and are classified as a reduction of food and supplies costs in the consolidated statements of operations and comprehensive income.

The Company maintains allowances, which management believes are adequate to absorb estimated losses to be incurred in realizing the recorded amounts of its accounts and vendor receivables. These allowances are determined by management based primarily on an analysis of collectability of individual accounts, historical trends and current economic conditions. On a continuing basis, management analyzes delinquent receivables, and once these receivables are determined to be uncollectible, they are written off either against an existing allowance account or as a direct charge to the consolidated statement of operations.

**(j) *Inventories, Net***

Inventories, net consist of food and paper products and are stated at lower of cost or market. The cost of inventories is determined on a first-in, first-out basis. The Company maintains a provision for inventory spoilage. Marketing and maintenance supplies are expensed as purchased.

**(k) *Derivative Instruments and Hedging Activities***

The Company recognizes all derivative instruments as either assets or liabilities in the consolidated balance sheets at their respective fair values. For derivatives designated in hedging relationships, changes in the fair value are either offset through earnings against the change in fair value of the hedged item attributable to the risk being hedged or recognized in accumulated other comprehensive income (loss), to the extent the derivative is effective at offsetting the changes in cash flows being hedged until the hedged item affects earnings.

The Company only enters into derivative contracts that it intends to designate as a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge). For all hedging relationships, the Company formally documents the hedging relationship and its risk-management objective and strategy for undertaking the hedge, the hedging instrument, the hedged transaction, the nature of the risk being hedged, how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method used to measure ineffectiveness. The Company also formally assesses, both at the inception of the hedging relationship and on an ongoing basis, whether

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[Table of Contents](#)

the derivatives that are used in hedging relationships are highly effective in offsetting changes in cash flows of hedged transactions. For derivative instruments that are designated and qualify as part of a cash flow hedging relationship, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

The Company discontinues hedge accounting prospectively when it determines that the derivative is no longer effective in offsetting cash flows attributable to the hedged risk, the derivative expires or is sold, terminated, or exercised, the cash flow hedge is dedesignated because a forecasted transaction is not probable of occurring, or management determines to remove the designation of the cash flow hedge.

In all situations in which hedge accounting is discontinued and the derivative remains outstanding, the Company continues to carry the derivative at its fair value on the consolidated balance sheets and recognizes any subsequent changes in its fair value in earnings. When it is probable that a forecasted transaction will not occur, the Company discontinues hedge accounting and recognizes immediately in earnings gains and losses that were accumulated in other comprehensive income (loss) related to the hedging relationship.

**(l) *Impairment of Long-Lived Assets***

Long-lived assets, such as property and equipment, and purchased intangible assets subject to depreciation and amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

**(m) *Property and Equipment***

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Capital leases are recorded at the lesser of the estimated fair value or the present value of amounts due under the lease. Buildings, equipment and vehicles under capital leases are amortized over the shorter of the estimated useful life of the asset or the lease term. Maintenance and repairs that do not improve or extend the useful lives of the assets are not considered assets and are charged to expense when incurred.

Provisions for depreciation are made using the straight-line method over an asset's estimated useful life: up to 40 years for buildings; up to 5 years for furniture, fixtures and equipment; up to 5 years for computer hardware and software; and in the case of leasehold improvements and capital lease assets, the lesser of the economic life of the asset or the lease term.

**(n) *Leases***

The Company leases restaurant land and buildings, certain restaurant, office and computer equipment, office space and vehicles. We define a lease term as the initial term of the lease, plus any renewals covered by bargain renewal options or that are reasonably assured of exercise because non-renewal would create an economic penalty. Additionally, we review leases for which we are involved in construction to determine whether build-to-suit and sale-leaseback criteria are met. For those leases



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## [Table of Contents](#)

that trigger specific build-to-suit accounting, developer assets are recorded during the construction period with an offsetting liability as financing lease obligations.

Assets we acquire as lessee under capital leases are stated at the lower of the present value of future minimum lease payments or fair market value at the date of inception of the lease. Capital lease assets are amortized using the straight-line method over the shorter of the useful life of the asset or the underlying lease term.

We record rent expense and income from operating leases that contain rent holidays or scheduled rent increases on a straight-line basis over the lease term. Contingent rentals are generally based on sales levels in excess of stipulated amounts, and thus are not considered minimum lease payments at lease inception.

Favorable and unfavorable operating leases are recorded in connection with the acquisition method of accounting. Favorable leases represents the asset in excess of the approximate fair market value of the leases as of the date assumed. Unfavorable leases represents the liability in excess of the approximate fair market value of the leases as of the date assumed. We amortize favorable and unfavorable leases on a straight-line basis over the remaining term of the leases, as determined at the acquisition date. Upon early termination of a lease, the write-off of the favorable or unfavorable lease carrying value associated with the lease is recognized as a loss or gain within other operating expenses in the consolidated statements of operations. Amortization of favorable and unfavorable leases on company-operated restaurants is included in operating costs within company-operated restaurant operating expenses in the consolidated statements of operations.

### **(o) *Goodwill and Indefinite-Lived Intangible Assets***

Goodwill and indefinite-lived intangible assets are not amortized, but are tested for impairment on an annual basis or more frequently when circumstances arise indicating that a particular asset may be impaired. Goodwill represents the excess of the cost of the business acquired over the fair value of its net assets at the date of acquisition. The Company accounts for goodwill under ASC 350, *Intangibles—Goodwill and Other*, which requires that goodwill and indefinite-lived intangible assets, primarily the Bojangles' brand ("Brand"), are not amortized but tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

The Company performs its annual impairment review of goodwill and Brand at December 1 and when a triggering event occurs between annual impairment tests and records any resulting impairment. An impairment occurs if the carrying amount of goodwill or Brand exceeds the estimated fair value.

The impairment evaluation for goodwill includes a comparison of the fair value of the Company's reporting unit with the carrying value. The Company's reporting unit is deemed to be Bojangles', Inc. as the Company is operating under one segment. The Company estimates the fair value of its reporting unit using a discounted cash flow model. The operating assumptions used in the discounted cash flow model are generally consistent with the reporting unit's past performance and with the projections and assumptions that are used in the Company's current operating plans. Such assumptions are subject to change as a result of changing economic and competitive conditions. If the reporting unit's carrying value exceeds its fair value, goodwill is written down to its implied fair value.

The Company has determined that no impairment of goodwill and indefinite-lived intangible assets occurred during the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015.

### **(p) *Other Intangibles, Net—definite-lived***

Definite-lived intangible assets primarily consist of deferred debt issuance costs, franchise rights, and favorable and unfavorable leases and are amortized over the term of the related debt, franchise contracts, or leases.

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[Table of Contents](#)

The Company's definite-lived intangible assets (primarily franchise rights) are amortized on a straight-line basis up to 38 years based on the remaining life of the original franchise agreement or lease agreement.

**(q) *Income Taxes***

Amounts in the financial statements related to income taxes are calculated using the principles of ASC Topic 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We recognize positions taken or expected to be taken in a tax return, in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit with greater than fifty percent likelihood of being realized upon ultimate settlement. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest related to uncertain tax positions in interest expense and penalties in general and administrative expenses. The Company's uncertain tax positions are not significant.

**(r) *Closed Store Obligation***

The Company records obligations for closed stores that are under long-term lease agreements in accordance with ASC 420-10, *Exit or Disposal Cost Obligations*. The obligation represents an estimate of the fair value of the remaining obligation, which is determined by calculating the present value of the remaining non-cancelable lease payments after the anticipated closing date, net of estimated subtenant income (if applicable). In addition, estimates of future property tax and maintenance expenditures for vacant stores through their remaining lease terms are included in the obligation for closed stores. The closed store obligations are paid over the lease terms associated with the closed stores, unless settled earlier. Bojangles' management estimates the subtenant income and future cash flows based on its historical experience and knowledge of (i) the market in which the store is located, (ii) the results of its previous efforts to dispose of similar assets, and (iii) the current economic conditions. Adjustments to closed store obligations primarily relate to changes in subtenants and actual costs differing from original estimates. Adjustments are made for changes in estimates in the period in which the change becomes known. Any excess store closing obligation remaining upon settlement of the obligation is reversed to income in the period that such settlement is determined.

**(s) *Comprehensive Income (Loss)***

Comprehensive income (loss) is net income plus the change in fair value of the Company's cash flow hedges, net of income taxes, discussed in Note 2. Amounts included in accumulated other comprehensive income (loss) for the Company's derivative instruments are recorded net of the related income tax effects.

As of December 31, 2017, December 25, 2016 and December 27, 2015, accumulated other comprehensive income consisted of net unrealized gains on interest rate swap agreements. See Note 2 for further discussion of the Company's interest rate swap agreements.

(f) **Revenue Recognition**

The Company generates revenues from two sources: (i) retail sales at company-operated restaurants; and (ii) franchise revenues, consisting of royalties based on a percentage of sales reported by franchise restaurants and franchise fees paid by franchisees.

Revenue of Company-operated restaurants is primarily recognized as customers pay for products at the point of sale. The Company reports revenue net of sales and use taxes collected from customers and remitted to governmental taxing authorities.

The Company accounts for initial franchisee fees in accordance with ASC 952, *Franchisors*. The Company grants individual restaurant franchises to operators in exchange for initial franchise license fees and continuing royalty payments. Franchise license fees are deferred when received and recognized as revenue when the related restaurant begins operations. Continuing franchise royalty revenues are recognized on the accrual basis and are based on a percentage of monthly sales, generally ranging from 3% to 4% for franchisees operating within the United States of America, and 5% for franchisees with operations in other countries.

(u) **Store Opening Costs**

All costs, both direct and indirect, incurred to open Company-operated stores, such as new employee training, initial print materials, marketing, payroll expenses and rent incurred in connection with new restaurant openings are expensed in the period incurred.

(v) **Rent Expense**

Rent expense for operating leases that contain rent holidays or scheduled rent increases is recognized on a straight-line basis over the term of the respective lease. Contingent rentals are generally based on sales levels in excess of stipulated amounts, and thus are not considered minimum lease payments at lease inception. The Company amortizes favorable and unfavorable leases on a straight-line basis over the remaining term of the leases. Upon early termination of a lease, the write-off of the favorable or unfavorable lease carrying value associated with the lease is recognized as a loss or gain in the consolidated statements of operations and comprehensive income.

(w) **Advertising Costs**

Company-operated restaurants and franchise restaurants contribute to various advertising funds that we manage. The franchise portion of contributions to the marketing development fund and various co-operative advertising funds the Company manages has no impact on our statement of operations and comprehensive income. All domestic franchise restaurants contribute to the marketing development fund managed by the Company. Franchisees contributed \$5.2 million, \$4.8 million and \$4.5 million to the marketing development fund for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. The marketing development fund had \$0.5 million, \$0.1 million and \$0 in unspent funds from both franchise and Company contributions included in the consolidated balance sheets as of December 31, 2017, December 25, 2016 and December 27, 2015, respectively. Various franchise restaurants contribute to various co-operative advertising funds, most of which are actively managed by the Company. Franchisees contributed a total of \$6.3 million, \$6.0 million and \$5.3 million to various co-operative advertising funds for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively, of which \$5.8 million, \$5.5 million and \$4.8 million was contributed to funds actively managed by the Company for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. The co-operative advertising funds had unspent amounts of \$43 thousand, \$0.1 million and \$0.1 million as of December 31, 2017, December 25, 2016 and December 27, 2015, respectively, which are included in the consolidated balance sheets. Advertising and promotional costs incurred by the Company are expensed in the period incurred.

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[Table of Contents](#)

**(x) *Employee Benefit Plans***

The Company has adopted a defined contribution plan, the “401(k) Plan.” Under the provisions of the plan, the Company currently matches 50% of the first 5% of the employee contributions to the 401(k) Plan. Participants are 100% vested in their own contributions.

The Company’s rabbi trust plan is a non-qualified deferred compensation plan which allows certain eligible employees to defer a portion of their base salary and variable compensation each plan year. To offset its obligation, the Company has established fully funded participant directed investment accounts.

**(y) *Stock-Based Compensation***

Under the provisions of ASC 718, *Compensation—Stock Compensation*, compensation is recorded for awards of stock based on the fair value of the shares at the date of grant, net of estimated forfeitures, less the amount that the employee is required to pay.

The fair value of each option award is estimated using a Black-Scholes-Merton option-pricing model. The fair value of stock-based compensation is amortized either on the graded vesting attribution method or on the cliff vesting attribution method depending on the specific award.

In the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, the stock-based compensation expense of \$1.7 million, \$1.8 million and \$2.0 million, respectively is included in general and administrative expenses in the consolidated statements of operations and comprehensive income.

**(z) *Computation of Net Income per Share***

Basic net income per share is computed by dividing net income by the weighted daily average number of shares of common stock outstanding during the period. In periods when the Company generates net income from continued operations, diluted net income per share is based upon the weighted daily average number of shares of common stock outstanding for the period plus dilutive potential common shares including stock options, restricted stock units, and warrants to purchase common stock, using the treasury-stock method and from convertible stock using the “if converted” method.

**(aa) *New Accounting Pronouncements***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). This update was issued to replace the current revenue recognition guidance, creating a more comprehensive revenue model. This update was originally to be effective in fiscal periods beginning after December 15, 2016 and early application was not permitted. In July 2015, the FASB affirmed its proposal to defer the effective date by one year to annual reporting periods beginning after December 15, 2017. The FASB also affirmed its proposal to permit early adoption of the standard, but not before the original effective date of December 15, 2016. The Company did not early adopt ASU 2014-09. ASU 2014-09 permits two transition approaches: full retrospective or modified retrospective. The Company will utilize the full retrospective approach reflecting the application of the standard in each prior reporting period. The adoption of ASU 2014-09 will not have a material impact on Company-operated restaurant revenues or Franchise royalty revenues. The adoption of ASU 2014-09 requires the Company to recognize initial and renewal franchisee fees on a straight-line basis over the life of the franchise agreement, which will impact its Other franchise revenues. In addition, funds contributed by franchisees to the advertising funds actively managed by the Company, as well as the associated advertising fund expenditures, will be reported on a gross basis, and the advertising fund revenues and expenses may be reported in different periods. The adoption of ASU

[Table of Contents](#)

2014-09 will result in a cumulative effect adjustment of \$1.8 million to reduce the opening balance of retained earnings as of the first day of fiscal year 2016. Additionally, the adoption of ASU 2014-09 is expected to impact the Company's reported results as follows (in thousands, except per share amounts):

	<b>Fiscal Year Ended December 31, 2017</b>		
	<b>As Reported</b>	<b>Adjustments</b>	<b>As Adjusted</b>
Franchise marketing and co-op advertising contribution revenues	\$ —	10,926	10,926
Other franchise revenues	945	(653)	292
Franchise marketing and co-op advertising costs	—	10,926	10,926
Income tax benefit (expense)	26,125	(304)	25,821
Net income	72,006	(957)	71,049
Net income per diluted share	1.87	(0.03)	1.84

	<b>Fiscal Year Ended December 25, 2016</b>		
	<b>As Reported</b>	<b>Adjustments</b>	<b>As Adjusted</b>
Franchise marketing and co-op advertising contribution revenues	\$ —	10,282	10,282
Other franchise revenues	853	(577)	276
Franchise marketing and co-op advertising costs	—	10,282	10,282
Income tax (expense) benefit	(19,537)	218	(19,319)
Net income	37,716	(359)	37,357
Net income per diluted share	1.00	(0.01)	0.99

	<b>December 31, 2017</b>		
	<b>As Reported</b>	<b>Adjustments</b>	<b>As Adjusted</b>
Other current liabilities	\$ 651	283	934
Deferred income taxes	71,190	(980)	70,210
Other noncurrent liabilities	13,458	3,774	17,232
Retained earnings	157,383	(3,077)	154,306

	<b>December 25, 2016</b>		
	<b>As Reported</b>	<b>Adjustments</b>	<b>As Adjusted</b>
Other current liabilities	\$ 4,390	240	4,630
Deferred income taxes	111,312	(1,284)	110,028
Other noncurrent liabilities	12,937	3,164	16,101
Retained earnings	85,377	(2,120)	83,257

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"), which requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements. ASU 2016-02 establishes a right-of-use model ("ROU") that requires a lessee to recognize a ROU asset and corresponding lease liability on the balance sheet for all leases with a term longer than twelve months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the statement of operations. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company expects to adopt ASU 2016-02 on December 31, 2018, which is the first day of its fiscal year 2019. A modified retrospective transition is required for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company expects that ASU 2016-02 will have a material effect on its consolidated financial statements. While the Company is continuing to assess the impact of adoption, it currently believes the most significant changes relate to (1) the recognition of new ROU assets and lease

## [Table of Contents](#)

liabilities on the Company's consolidated balance sheet for real estate and equipment operating leases and (2) the derecognition of existing assets and liabilities for certain assets under construction in build-to-suit lease arrangements that the Company will lease when construction is complete.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, financial instruments and hedging. Some of the proposed changes are significant and could have a material impact on our reporting. The Company has not yet fully evaluated the potential impact of all these proposals, but will make such an evaluation as the standards are finalized.

### (2) Long-Term Debt

Long-term debt consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Term Loan	\$ 125,101	157,458
Revolving line of credit	—	—
Total long-term debt	125,101	157,458
Less: Current maturities of long term debt	—	(2,132)
Less: Deferred debt issuance costs, net	(1,725)	(1,696)
Long-term debt, less current maturities and deferred debt issuance costs, net	<u>\$ 123,376</u>	<u>153,630</u>

	December 31, 2017	December 25, 2016
Deferred debt issuance costs	\$ 5,452	4,809
Less: Accumulated amortization	(3,727)	(3,113)
Deferred debt issuance costs, net	<u>\$ 1,725</u>	<u>1,696</u>

Estimated future amortization expense of deferred debt issuance costs is as follows (in thousands):

For the fiscal year ended:	
2018	\$ 332
2019	343
2020	355
2021	354
2022	341
Thereafter	—
Total	<u>\$1,725</u>

#### (a) Term Loan and Revolving Line of Credit

On October 9, 2012, the Company entered into a credit agreement ("Credit Agreement") with several financial institutions, collateralized by all of the assets of the Company. The Credit Agreement, provided for borrowings under a term loan of \$175.0 million and a revolving line of credit up to \$25.0 million with a maturity date of October 9, 2017. On May 15, 2013, the Credit Agreement was amended for an additional term loan to allow the Company to borrow an additional \$50.0 million, the proceeds of which were used to fund a distribution to the Series A Preferred Stock stockholders of the Company. On April 11, 2014, the Credit Agreement was amended for an additional term loan to allow the Company to borrow an additional \$50.0 million with a maturity date on the term loan and revolver extended to October 9, 2018, the proceeds of which were used to fund a distribution to the Series A Preferred Stock stockholders of the Company.

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## [Table of Contents](#)

On July 23, 2015, in order to permit the Merger, the Company entered into Amendment No. 3 to the Credit Agreement (“Amendment No. 3”). Amendment No. 3, among other things, deemed the Company (as successor-in-interest to BHIH), as of the Merger effective date, to be a party to the Credit Agreement as a “Guarantor” and “Loan Party” thereunder.

The Credit Agreement was further amended on September 25, 2015 (“Amendment No. 4”), to, among other things, extend the maturity date on the Credit Agreement for two additional years to October 9, 2020 and lower the Applicable Rate (as defined in Amendment No. 4).

The Credit Agreement was further amended on October 19, 2016 (“Amendment No. 5”) to, among other things, increase allowable indebtedness associated with capital lease obligations, synthetic lease obligations and purchase money obligations, as well as to increase allowable cash capital expenditures during each fiscal year.

The Credit Agreement was further amended on December 20, 2017 (“Amendment No. 6”) to, among other things, extend the maturity date on the Credit Agreement to December 20, 2022 and increase the revolving line of credit from up to \$25.0 million to up to \$50.0 million.

During the term of the Credit Agreement, the Company is allowed to borrow amounts under base rate or Eurodollar rate loans. Base rate loans are charged interest at the higher of the Bank of America’s prime rate, the Federal Funds Rate plus 0.50%, or the LIBOR rate for one month loans plus 1.00% and an applicable rate. The applicable rate for base rate loans was 1.25% and 1.00% as of December 31, 2017 and December 25, 2016, respectively. As of December 31, 2017 and December 25, 2016, Bank of America’s prime rate was the highest of the three rates at 4.50% as of December 31, 2017 and 3.75% as of December 25, 2016 that resulted in a total interest rate of 5.75% and 4.75% as of December 31, 2017 and December 25, 2016, respectively. Interest on base rate loans is due on each calendar quarter end, with the same principal maturity date as the Credit Agreement. Base rate loans may be repaid or converted to a Eurodollar rate loan at any time during the term of the Credit Agreement without penalty.

Eurodollar rate loans may be entered or converted into one, two, three, or six month periods. The Eurodollar rate loans are charged interest at the LIBOR rate on the effective date for the period selected, plus an applicable rate. The applicable rate for Eurodollar rate loans was 2.25% and 2.00% as of December 31, 2017 and December 25, 2016, respectively. As of December 31, 2017, the one, two, three, and six month LIBOR rates were 1.56%, 1.62%, 1.69%, and 1.84%, respectively. As of December 25, 2016, the one, two, three, and six month LIBOR rates were 0.76%, 0.81%, 1.00%, and 1.32%, respectively. As the Eurodollar rate loans mature, they may be converted into new Eurodollar rate loans, converted into base rate loans or repaid.

As of December 31, 2017, there were outstanding balances under the term loan in one-month Eurodollar loans of \$125.1 million, all of which were accruing interest at a rate of approximately 3.82%. As of December 25, 2016, there were outstanding balances under the term loan in one-month Eurodollar loans of \$157.5 million, all of which were accruing interest at a rate of approximately 2.61%.

As of December 31, 2017 and December 25, 2016, there were no outstanding balances under the revolving line of credit.

### **(b) Debt Covenants**

Pursuant to the Credit Agreement, certain covenants restrict the Company from exceeding a maximum consolidated total lease adjusted leverage ratio, require the Company to maintain a minimum consolidated fixed charge coverage ratio, and place certain limitations on cash capital expenditures. The Company was not in violation of any covenants under the Credit Agreement as of December 31, 2017.

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**Table of Contents****(c) Contractual Principal Payments**

Contractual aggregate required principal payments on the term loans payable at December 31, 2017 are as follows (in thousands):

For the fiscal year ended:	
2018	\$ —
2019	—
2020	—
2021	7,683
2022	117,418
Thereafter	—
Total	<u>\$125,101</u>

**(d) Interest Rate Swap Agreements**

In order to minimize the effect of changes in LIBOR under the Credit Agreement, the Company has entered into three variable-to-fixed interest rate swap agreements. On May 17, 2013, the Company entered into an interest rate swap contract with an effective date of November 30, 2015, a termination date of September 29, 2017 and a notional amount of \$50.0 million, under which the Company paid a fixed interest rate of 1.3325% and received the one-month LIBOR rate. Also on May 17, 2013, the Company entered into a second interest rate swap contract with an effective date of May 31, 2013, a termination date of May 31, 2017 and a notional amount of \$25.0 million, under which the Company paid interest fixed at 0.70125% and received the one-month LIBOR rate. On October 26, 2015, the Company entered into a third interest rate swap contract with an effective date of October 30, 2015, a termination date of October 31, 2019 and a notional amount of \$50.0 million, under which the Company pays interest fixed at 1.115% and receives the one-month LIBOR rate.

The activity in accumulated other comprehensive income is as follows (in thousands):

	Fiscal Year Ended	
	December 31, 2017	December 25, 2016
Opening balance, accumulated other comprehensive income	\$ 246	19
Unrealized gain from effective interest rate swaps, net of tax	210	227
Ending balance, accumulated other comprehensive income	<u>\$ 456</u>	<u>246</u>

**(3) Leases**

On May 5, 2017, the Company entered into an agreement with a financial institution providing for up to \$3.0 million for leasing of equipment, which is scheduled to expire on June 30, 2018. Under this leasing arrangement, each of the scheduled leases has a 60-month term, a fixed interest rate equal to the average of two- and three-year interest rate swap rates as published by the Bloomberg Swap report on the lease commencement date for the specific equipment project plus 300 basis points, and a bargain purchase option at the end of the lease of \$1. As a result of the bargain purchase option, the Company has classified the leases under this leasing arrangement as capital leases.

On May 31, 2017, the Company entered into an agreement with another financial institution providing for up to \$10.0 million for leasing of equipment, which is scheduled to expire on June 1, 2018. Under this leasing arrangement, each of the scheduled leases has a 60-month term, a fixed interest rate equal to the interest rate swap for a 2.61 year weighted average life as published by the Bloomberg Swap report on the lease commencement date for the specific equipment project plus 300 basis points, and a bargain purchase option at the end of the lease of \$1. As a result of the bargain purchase option, the Company has classified the leases under this leasing arrangement as capital leases.



[Table of Contents](#)

Various lease agreements provide for contingent rent based on the excess of a percentage of annual sales over minimum annual rent. Annual rents on other restaurants are based on a percentage of restaurant revenue with no stated minimum.

Total rent expense, which is included in operating costs in the consolidated statements of operations and comprehensive income, was as follows (in thousands):

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
Minimum land, building, equipment, and auto rental expense	\$ 43,980	39,177	34,781
Contingent and percentage rental expense	793	978	1,017
Subtotal	44,773	40,155	35,798
Less subleases	(1,904)	(1,436)	(1,570)
Total rent expense	<u>\$ 42,869</u>	<u>38,719</u>	<u>34,228</u>

The following is a schedule by years of future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year, and the future minimum lease payments under capital leases together with the present value of the net minimum capital lease payments (in thousands):

	Capital Leases	Operating Leases	Total
For the fiscal year ending:			
2018	\$ 9,971	43,896	53,867
2019	8,645	43,335	51,980
2020	6,716	42,373	49,089
2021	4,360	40,381	44,741
2022	2,136	38,054	40,190
Thereafter	3,190	213,690	216,880
Future minimum lease payments	35,018	<u>\$421,729</u>	<u>456,747</u>
Less amounts representing interest		(4,082)	
Present value of net minimum capital lease payments	30,936		
Less current portion		(8,502)	
Noncurrent portion		<u>\$22,434</u>	

The total future minimum lease payments include guaranteed residual values of \$0.8 million related to various leased vehicles. The total future minimum lease payments have not been reduced by the future minimum sublease rentals due from lessees.

The following are the future minimum sublease rentals due from lessees (in thousands):

For the fiscal year ended:	
2018	\$2,043
2019	1,914
2020	1,656
2021	607
2022	363
Thereafter	1,472
Total	<u>\$8,055</u>

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## Table of Contents

Favorable leases, net of accumulated amortization totaled \$0.7 million and \$1.0 million as of December 31, 2017 and December 25, 2016, respectively. Unfavorable leases, net of accumulated amortization totaled \$1.3 million and \$1.5 million as of December 31, 2017 and December 25, 2016, respectively. Amortization of favorable and unfavorable leases on Company restaurants was \$25 thousand, \$0.1 million and \$0.1 million for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. The Company also recognized a loss for the termination of favorable leases of \$0, \$24 thousand and \$0.1 million in the consolidated statements of operations and comprehensive income for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively.

Estimated future amortization expense (benefit) of favorable and unfavorable leases is as follows (in thousands):

For the fiscal year ended:	
2018	\$ 9
2019	(45)
2020	(142)
2021	(127)
2022	(117)
Thereafter	(148)
Total	<u><u>\$ (570)</u></u>

#### (4) Stockholders' Equity

As of December 31, 2017, the Company is authorized to issue 150.0 million shares of \$0.01 par value common stock and 25.0 million shares of \$0.01 par value preferred stock. As of December 31, 2017, there were 36.9 million shares of the Company's common stock outstanding. As of December 31, 2017, there were no shares of the Company's preferred stock outstanding.

On May 13, 2015, the Company completed its initial public offering of approximately 8.9 million shares of common stock at a price to the public of \$19.00 per share (the "IPO"), including approximately 1.2 million shares sold to the underwriters pursuant to their option to purchase additional shares. All of the shares of the Company's common stock offered as part of the IPO were sold by selling stockholders. Accordingly, the Company did not receive any proceeds from the sale of the shares. Prior to the consummation of the IPO (i) a 359.03843-for-1 stock split of the Company's common stock was effected (subject to rounding to eliminate any fractional shares), (ii) the conversion ratio of the Company's Series A Preferred Stock was automatically adjusted as a result of the stock split in accordance with certain anti-dilution provisions in the Company's certificate of incorporation and (iii) each share of the Company's Series A Preferred Stock converted into 359.03843 shares of the Company's common stock (subject to rounding to eliminate any fractional shares). All share and per-share data herein have been adjusted to reflect the stock split as though it had occurred prior to the earliest data presented.

On October 31, 2017, the Company's board of directors authorized a share repurchase program under which we may purchase up to \$50.0 million of our outstanding common stock through April 30, 2019. The purchases may be made from time to time in the open market (including, without limitation, the use of Rule 10b5-1 plans), depending on a number of factors, including the Company's evaluation of general market and economic conditions, the trading price of the common stock, regulatory requirements, and compliance with the terms of the Company's outstanding indebtedness. The share repurchase program may be extended, modified, suspended or discontinued at any time. The Company expects to fund the share repurchase program with either, or a combination of, existing cash on hand, cash generated from operations, and borrowings under its revolving line of credit. The Company acquired 0.2 million shares at a total cost of \$2.0 million under this program during the fourth quarter of fiscal 2017. Subsequent to December 31, 2017 and through March 1, 2018, the Company acquired an additional 0.2 million shares at a total cost of

## [Table of Contents](#)

\$2.9 million. As March 1, 2018, up to \$45.1 million of the Company's common stock remains available for purchase under the program.

Holders of the Company's common stock are entitled to (i) one vote for each share held of record on all matters submitted to a vote of stockholders, (ii) receive ratably any dividends, when and if declared by the board of directors out of funds legally available therefore and (iii) receive ratably, based on the number of shares of common stock held, the remaining assets available for distribution, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any.

### (5) Fair Value Measurements

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

- Cash and cash equivalents, trade accounts and vendor receivables, other assets (nonderivatives), notes payable to financial institutions, trade accounts payable, and accrued expenses (nonderivatives): The carrying amounts, at face value or cost plus accrued interest, approximate fair value because of the short maturity of these instruments.
- Interest rate swaps: The fair value of interest rate swaps is determined using an income approach using the following significant inputs: the term of the swaps, the notional amount of the swaps, the rate on the fixed leg of the swaps and counterparty credit worthiness. There was one interest rate swap outstanding as of December 31, 2017.

The following table presents financial assets and liabilities measured at fair value on a recurring basis, which include derivatives designated as cash flow hedging instruments, and other investments, which consists of money market accounts and mutual funds held in a rabbi trust established by the Company to fund a portion of the Company's current and future obligations under its deferred compensation plan (in thousands):

	Carrying value	Quoted Prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fair value measurement as of December 31, 2017:				
Investments for nonqualified deferred compensation plan (included with other noncurrent assets on the consolidated balance sheets)	\$ 2,507	2,507	—	—
Interest rate swap (included with other noncurrent assets on the consolidated balance sheets)	730	—	730	—
Fair value measurement as of December 25, 2016:				
Investments for nonqualified deferred compensation plan (included with other noncurrent assets on the consolidated balance sheets)	\$ 3,112	3,112	—	—
Interest rate swap (included with other current assets and other noncurrent assets on the consolidated balance sheets)	561	—	561	—
Interest rate swap (included with other current liabilities on the consolidated balance sheets)	(166)	—	(166)	—

There were no transfers into or out of Level 1 and Level 2 fair value measurements during the fiscal years ended December 31, 2017 and December 25, 2016.

## [Table of Contents](#)

The Company's investments for the nonqualified deferred compensation plan are comprised of investments held in a rabbi trust. These investments consist of money market funds and mutual funds and the fair value measurements are derived using quoted prices in active markets for the specific funds which are based on Level 1 inputs of the fair value hierarchy.

The Company's interest rate swap is valued using a discounted cash flow analysis that incorporates observable market parameters, such as interest rate yield curves and currency rates, classified as Level 2 within the valuation hierarchy. Derivative valuations incorporate credit risk adjustments that are necessary to reflect the probability of default by us or the counterparty.

### (6) Accounts and Vendor Receivables, Net

Accounts and vendor receivables, net consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Accounts receivable	\$ 3,921	3,269
Vendor receivables	2,231	2,287
Allowance for doubtful accounts	(289)	(135)
Accounts and vendor receivables, net	<u>\$ 5,863</u>	<u>5,421</u>
Accounts receivable, related parties	\$ 581	408
Allowance for doubtful accounts	(28)	(22)
Accounts receivable, related parties, net	<u>\$ 553</u>	<u>386</u>
The change in allowances for doubtful accounts is as follows:		
Beginning balance	\$ 157	351
Bad debt expense (benefit), net	156	(72)
Recoveries and (write-offs), net	4	(122)
Ending balance	<u>\$ 317</u>	<u>157</u>

### (7) Inventories, Net

Inventories, net consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Food, net	\$ 2,822	2,612
Paper, net	797	714
Inventories, net	<u>\$ 3,619</u>	<u>3,326</u>

### (8) Other Current Assets

Other current assets consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Income taxes refundable	\$ 1,593	1,505
Prepaid expenses	815	1,517
Interest rate swap asset	—	11
Other current assets	<u>\$ 2,408</u>	<u>3,033</u>

[Table of Contents](#)

**(9) Property and Equipment, Net**

Property and equipment, net consist of the following (in thousands):

	Useful lives	December 31, 2017	December 25, 2016
Land	—	\$ 1,509	1,509
Buildings	Up to 40 years	1,330	1,330
Furniture, fixtures and equipment	Up to 5 years	20,934	18,342
Computer hardware and software	Up to 5 years	12,021	9,673
Leasehold improvements	Up to 20 years	29,877	25,171
Capital leases, buildings	Lesser of lease term or 40 years	8,286	8,286
Capital leases, equipment	Lesser of lease term or 5 years	34,597	28,707
Capital leases, automobiles	Lesser of lease term or 5 years	3,578	3,478
Construction-in-progress	—	1,874	8,086
Total		114,006	104,582
Less:			
Accumulated depreciation		(40,855)	(33,462)
Accumulated amortization		(23,728)	(18,845)
Property and equipment, net		<u>\$ 49,423</u>	<u>52,275</u>

Depreciation and amortization expense related to property and equipment was \$15.5 million, \$14.5 million and \$13.2 million for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively.

**(10) Franchise Rights, Net**

Franchise rights are intangible assets recorded at the time of an acquisition. The franchise rights represent the value of existing franchise agreements, and are amortized over the remaining life of the agreements. Franchise rights, net are as follows (in thousands):

	December 31, 2017	December 25, 2016
Franchise rights, including reacquired franchise rights	\$ 29,623	29,623
Less accumulated amortization	(6,477)	(5,380)
Franchise rights, net	<u>\$ 23,146</u>	<u>24,243</u>

Amortization expense related to franchise rights was \$1.1 million during each of the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, and is included in depreciation and amortization expense in the consolidated statements of operations and comprehensive income.

Estimated future amortization expense is as follows (in thousands):

For the fiscal year ended:	
2018	\$ 1,097
2019	1,097
2020	1,081
2021	1,025
2022	1,014
Thereafter	17,832
Total	<u>\$23,146</u>

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[Table of Contents](#)**(11) Other Noncurrent Assets**

Other noncurrent assets consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Investments for nonqualified deferred compensation plan	\$ 2,507	3,112
Interest rate swap asset	730	550
Other noncurrent assets	839	907
Other noncurrent assets	<u>\$ 4,076</u>	<u>4,569</u>

**(12) Accrued Expenses**

Accrued expenses consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Payroll & related	\$ 8,765	9,791
Sales and property taxes	3,388	2,620
Gift cards and virtual wallet	1,091	1,135
Utilities	1,402	1,232
Occupancy	354	445
Interest	302	616
Bank fees	731	711
Other	1,764	1,390
Accrued expenses	<u>\$ 17,797</u>	<u>17,940</u>

**(13) Other Current Liabilities**

Other current liabilities consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Financing obligations under build-to-suit transactions	\$ 530	4,114
Closed store obligation	121	110
Interest rate swap liability	—	166
Other current liabilities	<u>\$ 651</u>	<u>4,390</u>

**(14) Other Noncurrent Liabilities**

Other noncurrent liabilities consist of the following (in thousands):

	December 31, 2017	December 25, 2016
Deferred rents	\$ 8,963	7,434
Unfavorable lease liability, net	1,258	1,527
Deferred compensation	2,507	3,112
Deferred revenue	605	565
Closed store obligation	125	246
Other noncurrent liabilities	—	53
Other noncurrent liabilities	<u>\$ 13,458</u>	<u>12,937</u>

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[Table of Contents](#)

Deferred revenue includes initial franchise license fees that have been received, but for which the Company has not completed its obligations under these franchise agreements; therefore, revenue has not been recognized.

**(15) Closed Store Obligation**

As of December 31, 2017 and December 25, 2016, the Company had several stores that were either closed and vacant or closed and subleased. The closed store obligation consists of the present value of remaining future minimum lease payments under non-cancelable lease agreements for those stores that were either closed and vacant or closed and subleased less the present value of remaining future minimum lease payments under non-cancelable subleases on those stores. In addition, estimates of future property tax and maintenance expenditures for vacant stores through their remaining lease terms are included in the obligation for closed stores. Any resulting expense or income is included as a component of general and administrative expenses in the accompanying consolidated statements of operations and comprehensive income as the stores are closed. Cash payments are scheduled to continue through 2029.

The change in the closed store obligation is as follows (in thousands):

	<b>December 31, 2017</b>	<b>December 25, 2016</b>
Closed store obligation, beginning of fiscal year	\$ 356	540
Cash payments for lease obligations, net of cash received on subleases and the change in present value of future lease obligations	(110)	(133)
Benefit for closed stores	—	(51)
Closed store obligation, end of fiscal year	246	356
Less current portion	(121)	(110)
Noncurrent closed store obligation	<u>\$ 125</u>	<u>246</u>

**(16) Income Taxes**

On December 22, 2017 the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. Among other provisions, the Tax Act reduces the federal statutory corporate income tax rate from 35% to 21%. During the fourth quarter of fiscal 2017, the Company recognized a deferred income tax benefit of \$40.1 million due to the revaluation of our deferred tax assets and liabilities to reflect the new lower rate.

Based on the Company’s current interpretation of the Tax Act, it made reasonable estimates to record provisional adjustments during the fourth quarter of fiscal 2017. The Company will continue to analyze additional information and guidance related to the Tax Act as supplemental legislation, regulatory guidance, changes in accounting standards, or evolving technical interpretations become available. The final impacts may result in an adjustment to the \$40.1 million benefit recorded during the fourth quarter of fiscal 2017, and the Company will continue to refine such amounts within the measurement period provided by the Securities and Exchange Commission (“SEC”). The Company expects to complete its analysis no later than the fourth quarter of fiscal 2018.

[Table of Contents](#)

Income tax benefit (expense) consist of the following (in thousands):

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
<b>Current:</b>			
U.S. federal	\$ (12,673)	(19,344)	(16,021)
State and local	(1,449)	(2,370)	(2,005)
Total current	<u>(14,122)</u>	<u>(21,714)</u>	<u>(18,026)</u>
<b>Deferred:</b>			
U.S. federal	\$ 39,613	699	566
State and local	634	1,478	1,426
Total deferred	<u>40,247</u>	<u>2,177</u>	<u>1,992</u>
Income tax benefit (expense)	<u>\$ 26,125</u>	<u>(19,537)</u>	<u>(16,034)</u>

Income tax benefit (expense) for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015 differed from the amounts computed by applying the U.S. federal income tax rate of 35% to pretax income as a result of the following (in thousands):

	Fiscal Year Ended					
	December 31, 2017		December 25, 2016		December 27, 2015	
	Income Taxes	%	Income Taxes	%	Income Taxes	%
Computed "expected" tax expense	\$(16,058)	35.0%	\$(20,038)	35.0%	\$(14,896)	35.0%
Reduction (increase) in income taxes resulting from:						
Enactment of Tax Cuts and Jobs Act	40,113	(87.4)%	—	0.0%	—	0.0%
Excess tax benefits from stock-based payment arrangements	1,554	(3.4)%	—	0.0%	—	0.0%
Work Opportunity and Welfare to Work tax credits, net of federal income tax expense	1,084	(2.4)%	1,355	(2.4)%	795	(1.9)%
State and local income taxes, net of federal income tax expense/benefit	(530)	1.2%	(580)	1.0%	(376)	0.9%
Expenses related to public offerings not deductible for income tax purposes	(1)	0.0%	(145)	0.2%	(1,548)	3.6%
Meals and entertainment	(31)	0.1%	(32)	0.1%	(27)	0.1%
Other, net	(6)	0.0%	(97)	0.2%	18	0.0%
Total	<u>\$ 26,125</u>	<u>(56.9)%</u>	<u>\$(19,537)</u>	<u>34.1%</u>	<u>\$(16,034)</u>	<u>37.7%</u>



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**Table of Contents**

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2017 and December 25, 2016 are presented below (in thousands):

	<u>December 31,</u> <u>2017</u>	<u>December 25,</u> <u>2016</u>
Noncurrent deferred tax assets (liabilities):		
Brand	\$ (64,749)	(101,116)
Franchise rights and other intangible assets	(9,845)	(15,562)
Discount on early repayment of debt	(355)	(1,185)
Capital lease assets and obligations and property and equipment	(1,337)	(1,160)
Deferred compensation	606	1,177
Stock-based compensation	1,445	2,354
Deferred rent	2,166	2,805
Reserves, accruals, and other assets	879	1,375
Noncurrent deferred tax liabilities, net	<u>\$ (71,190)</u>	<u>(111,312)</u>

There was no valuation allowance for deferred tax assets as of December 31, 2017 and December 25, 2016. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities and projected future taxable income in making this assessment. Based upon the level of historical taxable income and projections of future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences.

The Company recognizes interest and penalties related to uncertain tax positions in interest expense and general and administrative expenses, respectively. Uncertain tax positions and related interest and penalties on uncertain tax positions for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015 were not significant.

The Company is subject to U.S. federal income tax, as well as income tax of multiple state jurisdictions. The U.S. federal and material state and local tax statutes of limitations remain open for the fiscal years 2014 and forward.

**(17) Commitments and Contingencies****(a) Litigation**

The Company is subject to various claims and litigation that arise in the normal course of business. Management is of the opinion that, although the outcome of the litigation cannot be predicted with any certainty, the ultimate liability, if any, will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

**(b) Concentration of Interest Rate Risk**

Interest rate risk is the exposure to loss resulting from changes in the level of interest rates and the spread between different interest rates. Interest rate risk is highly sensitive due to many factors, including U.S. monetary and tax policies, U.S. and international economic factors and other factors beyond our control. The Company's credit facility has floating interest rates. The Company is exposed to changes in the level of interest rates and to changes in the relationship or spread between interest rates for our floating rate debt. The Company's floating rate debt will require payments based on a variable interest rate index such as LIBOR. Therefore, increases in interest rates may reduce the Company's net income by increasing the cost

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[Table of Contents](#)

of the Company's debt. However, the Company seeks to mitigate some of its floating interest rate risk on long-term debt by entering into fixed pay interest rate derivatives on a portion of our outstanding long-term debt (see Note 2).

(c) ***Concentration of Credit Risk***

Certain financial instruments potentially subject the Company to a concentration of credit risk. These financial instruments consist primarily of cash and cash equivalents and accounts and vendor receivables. The Company places its cash and cash equivalents with high-credit, quality financial institutions. At times, the balances in the accounts exceed the amounts insured by the Federal Deposit Insurance Corporation.

Concentration of credit risk with respect to receivables is primarily limited to franchisees, which are primarily located in the southeastern United States and certain vendors. Royalty revenues from three franchisees, one of which is a related party franchisee, accounted for approximately 44% of the Company's total franchise royalty revenues for each of the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015, respectively. Royalty and franchise fee accounts receivable from three franchisees, one of which is a related party franchisee, accounted for approximately 42% and 40% of the Company's gross royalty and franchise fee accounts receivable as of December 31, 2017 and December 25, 2016, respectively. The Company continually evaluates and monitors the credit history of its franchisees and believes it has an adequate allowance for bad debts.

(d) ***Concentration of Commodity Price Risk***

The Company purchases certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although these products are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimize price volatility. The purchasing contracts and pricing arrangements we use may result in unconditional purchase obligations, which are not reflected in our consolidated balance sheets. Typically, the Company uses these types of purchasing techniques to control costs as an alternative to directly managing financial instruments to hedge commodity prices. In many cases, the Company believes it will be able to address material commodity cost increases by adjusting our menu pricing, promotional mix, or changing our product delivery strategy. However, increases in commodity prices, without adjustments to our menu prices, could increase food and supplies costs as a percentage of company-operated restaurant revenues and customers may react negatively to increases in our menu prices which could adversely impact customer traffic and revenues.

(e) ***Sponsorships***

The Company has entered into various sponsorship agreements with original terms of up to ten years to receive certain advertising rights, the use of certain advertising territories, and vendor products as defined in the agreements. These amounts are reflected as operating costs within Company-operated restaurant operating expenses in the consolidated statements of operations and comprehensive income, generally in the year in which the amounts are incurred.

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[Table of Contents](#)

The minimum future payments required under existing sponsorship agreements are as follows (in thousands):

For the fiscal year ended:	
2018	\$3,397
2019	2,321
2020	995
2021	—
2022	—
Thereafter	—
Total	<u>\$6,713</u>

**(18) Employee Benefit Plans**

(a) **401(k) Plan**

The Company sponsors a 401(k) tax deferred savings plan covering employees meeting certain age and service requirements as defined in the plan. Participants can make pretax contributions with the Company matching certain percentages of employee contributions. The total employer matching expense related to the plan was \$0.7 million for each of the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015.

(b) **Deferred Compensation Plan**

The Company has a rabbi trust to invest compensation deferred under our nonqualified deferred compensation plan and fund future deferred compensation obligations. The rabbi trust is subject to creditor claims in the event of insolvency, but the assets held in the rabbi trust are not available for general corporate purposes. This plan allows eligible participants to defer compensation. Deferred compensation, net of accumulated earnings and/or losses on the participant-directed investment options, is distributable in cash at employee specified dates or upon retirement, death, disability or termination from the plan. Realized and unrealized gains and losses on these securities are recorded in the consolidated statements of operations and comprehensive income and offset changes in deferred compensation liabilities to participants. The assets of the plan were \$2.5 million and \$3.1 million as of December 31, 2017 and December 25, 2016, respectively, and are subject to the Company's creditors and are included in the accompanying consolidated balance sheets.

**(19) Net Income per Share**

Basic net income per share is calculated using the weighted-average number of shares of common stock outstanding. Diluted net income per share is calculated using the weighted-average number of shares of common stock outstanding and potentially dilutive during the period, using the treasury stock method. The computation of diluted net income per share for the fiscal year ended December 27, 2015 assumes the conversion of the then outstanding preferred stock into common stock.

## Table of Contents

The computation of basic and diluted net income per share for the fiscal years ended December 31, 2017, December 25, 2016 and December 27, 2015 are as follows (in thousands, except per share amounts):

	Fiscal Year Ended		
	December 31, 2017	December 25, 2016	December 27, 2015
Net income	\$ 72,006	37,716	26,526
Weighted average number of common shares outstanding-basic	36,838	36,258	23,118
Weighted average number of common shares assumed from the conversion of Series A Preferred Stock	—	—	12,822
Weighted average dilutive effect of stock-based compensation	1,686	1,426	1,524
Weighted average number of common shares outstanding-diluted	38,524	37,684	37,464
Net income per share-basic	\$ 1.95	1.04	1.15
Net income per share-diluted	\$ 1.87	1.00	0.71

### (20) Stock Compensation Plan

Under the Amended and Restated 2011 Equity Incentive Plan (the “Amended 2011 Plan”), the Company’s board of directors may grant stock options, restricted stock units and performance awards to officers, directors, employees, and consultants of the Company and its subsidiaries. There are up to 8.5 million shares available for issuance under the Amended 2011 Plan of authorized but unissued common stock. At December 31, 2017, there were 3.7 million additional shares available for grant under the Amended 2011 Plan.

#### Stock Options

Stock options are granted at a price determined by the board of directors or committee designated by the board at not less than the fair market value of a share on the date of grant. The term of each option shall be determined by the board of directors or committee designated by the board at the time of grant and shall be no greater than ten years.

The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option-pricing model. No dividends are expected to be paid over the contractual term of the stock options granted, resulting in the use of a zero expected dividend rate. Volatility was estimated based on the average historical volatility of similar entities with publicly traded shares. The expected term for options granted is derived using the “simplified” method, in accordance with SEC guidance. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve at the date of grant. There were no stock options granted during the fiscal year ended December 27, 2015. The assumptions used for grants made during the fiscal years ended December 31, 2017 and December 25, 2016 are provided in the following table:

	December 31, 2017	December 25, 2016
Valuation assumptions:		
Expected dividend yield	0%	0%
Expected volatility	25.28%	27.73%
Expected term	6.25 years	6.25 years
Risk-free interest rate	1.91%	1.41%

[Table of Contents](#)

Stock option activity during the period indicated is as follows:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value  (in thousands)
Balance as of December 25, 2016	3,767,273	\$ 4.59	6.0	\$ 55,023
Granted	275,925	17.10		
Exercised	(499,339)	4.92		5,955
Repurchased	—	—		
Forfeited	(117,727)	11.95		
Expired	(2,000)	18.05		
Balance as of December 31, 2017	<u>3,424,132</u>	<u>\$ 5.29</u>	<u>5.3</u>	<u>\$ 24,321</u>
Exercisable as of December 31, 2017	<u>2,078,452</u>	<u>\$ 4.52</u>	<u>5.0</u>	<u>\$ 15,308</u>

On June 8, 2017, the Company granted a total of 275,925 stock options to certain employees of the Company to purchase shares of its common stock at a price of \$17.10 per share. The fair value of the stock options on the date of the grant was \$5.03 per share. The stock options will vest in equal annual installments over four years, subject to continued service to the Company.

As of December 31, 2017, there was \$2.0 million of total unrecognized compensation cost related to time based stock options, which is expected to be recognized over a weighted average period of approximately 2.7 years. As of December 31, 2017, there was approximately \$2.5 million of total unrecognized compensation cost related to 0.9 million outstanding performance based stock options. These performance based stock options will vest and become exercisable upon the achievement of certain performance metrics indicated in the stock option grant.

**Restricted Stock Units**

Restricted stock unit activity during the period indicated is as follows:

	Number of shares	Weighted average fair value at grant date
Nonvested as of December 25, 2016	81,850	\$ 18.05
Granted	158,101	17.03
Forfeited	(21,839)	17.64
Vested	(28,470)	18.05
Nonvested as of December 31, 2017	<u>189,642</u>	<u>\$ 17.25</u>

On June 8, 2017, the Company granted a total of 137,969 restricted stock units to certain employees of the Company. The restricted stock units will vest in equal annual installments over four years, subject to continued service to the Company. Vested shares will be delivered within ten days of the vesting date of such restricted stock unit. On June 8, 2017, the Company granted 2,923 restricted stock units to each of its then six non-employee directors who are not affiliated with Advent International Corporation. In addition, on November 6, 2017, the Company granted 2,594 restricted stock units to a new board member. The restricted stock units granted to the Company's board members will vest on the date of the Company's next annual meeting, subject to continued service to the Company. Vested shares will be delivered within ten days of the vesting date of such restricted stock unit.

As of December 31, 2017, there was \$2.6 million of total unrecognized compensation cost related to restricted stock units, which is expected to be recognized ratably over a period of approximately 3.0 years.

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[Table of Contents](#)**(21) Related Party Transactions**

Panthers Football, LLC (“The Panthers”) is owned by family members of certain indirect stockholders of the Company. The Company has a marketing and sponsorship agreement with The Panthers.

Cajun Jack’s, LLC (“Cajun”) is owned by family members of certain indirect stockholders and a member of the board of directors of the Company. Cajun is a franchisee of the Company. Cajun remits payments to the Company for royalties, marketing, and franchise license fees.

New Generation Foods, LLC (“New Generation”) is owned by family members of certain indirect stockholders and a member of the board of directors of the Company. New Generation is a franchisee of the Company. New Generation remits payments to the Company for royalties, marketing, and franchise license fees. From January 29, 2014 through July 31, 2015, the Company matched New Generation’s advertising expenditures in an amount up to 1% of New Generation’s sales.

Tri-Arc Food Systems, Inc. (“Tri-Arc”) owns an interest in the Company. In addition, an owner of Tri-Arc is a member of the board of directors of the Company. Tri-Arc is a franchisee of the Company. Tri-Arc remits payments to the Company for royalties, marketing, and franchise license fees. In addition, the Company reimburses Tri-Arc for shared marketing costs.

JZF Properties, LLC (“JZF”) is owned by family members of certain indirect stockholders and a member of the board of directors of the Company. JZF leases a building and land to the Company for use as a restaurant operated by the Company.

MAR Real Estate, LLC (“MRE”) is owned by a certain indirect stockholder of the Company. MRE leases land and buildings to the Company for use as restaurants operated by the Company.

Catco Bo Memorial, LLC (“CBM”) is owned by a certain indirect stockholder of the Company. CBM leases land, equipment and a building to the Company for use as a restaurant operated by the Company.

MRMJ Holdings, LLC (“MRMJ”) is owned by a certain indirect stockholder of the Company. MRMJ leases land and a building to the Company for use as a restaurant operated by the Company.

The following table presents expenses incurred and payments made in transactions with the Company’s related parties (in thousands):

Related Party	Description	Fiscal Year Ended		
		December 31, 2017	December 25, 2016	December 27, 2015
The Panthers	Marketing/sponsorship expense	\$ 708	737	700
New Generation	Advertising expense	—	—	74
Tri-Arc	Marketing expense	72	72	72
JZF	Rent payments	224	217	196
MRE	Rent payments	270	152	197
CBM	Rent payments	100	100	23
MRMJ	Rent payments	60	37	—

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**Table of Contents**

The following tables present franchise royalty revenues and other franchise revenues from transactions with the Company's related parties (in thousands):

<u>Related Party</u>	<b>Franchise Royalty Revenues</b>		
	<b>Fiscal Year Ended</b>		
	<b>December 31, 2017</b>	<b>December 25, 2016</b>	<b>December 27, 2015</b>
Cajun	\$ 101	99	97
New Generation	609	568	521
Tri-Arc	5,292	5,107	4,928

<u>Related Party</u>	<b>Other Franchise Revenues</b>		
	<b>Fiscal Year Ended</b>		
	<b>December 31, 2017</b>	<b>December 25, 2016</b>	<b>December 27, 2015</b>
Cajun	\$ —	—	—
New Generation	—	—	60
Tri-Arc	—	25	38

The following table presents accounts receivable from transactions with the Company's related parties (in thousands):

<u>Related Party</u>	<b>Gross Accounts Receivable</b>	
	<b>December 31, 2017</b>	<b>December 25, 2016</b>
	The Panthers	\$ 10
Cajun	11	8
New Generation	68	51
Tri-Arc	493	382

[Table of Contents](#)

**(22) Selected Quarterly Financial Data (Unaudited)**

The following table sets forth certain unaudited financial and operating information for each quarter of fiscal 2017 and fiscal 2016. The unaudited quarterly information includes all adjustments (consisting of normal recurring adjustments) that, in the opinion of management, are necessary for the fair presentation of the information presented. Operating results for interim periods are not necessarily indicative of the results that may be expected for a full fiscal year.

	Fiscal Year 2017 <sup>(1)</sup>			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter <sup>(1)</sup>
	(in thousands, except per share amounts)			
Revenues:				
Company-operated restaurant revenues	\$124,783	127,058	126,207	140,332
Franchise royalty revenues	6,513	6,978	7,018	7,604
Other franchise revenues	200	338	200	207
Total revenues	131,496	134,374	133,425	148,143
Operating income	13,570	13,179	10,757	15,436
Net income <sup>(2)</sup>	7,617	8,617	6,957	48,815
Net income per share:				
Basic	0.21	0.23	0.19	1.32
Diluted	0.20	0.22	0.18	1.27

	Fiscal Year 2016 <sup>(1)</sup>			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except per share amounts)			
Revenues:				
Company-operated restaurant revenues	\$121,413	124,674	126,358	132,219
Franchise royalty revenues	6,172	6,621	6,739	6,832
Other franchise revenues	70	300	100	383
Total revenues	127,655	131,595	133,197	139,434
Operating income	14,072	18,004	16,150	17,275
Net income	7,844	10,031	10,019	9,822
Net income per share:				
Basic	0.22	0.28	0.28	0.27
Diluted	0.21	0.27	0.27	0.26

- (1) The first three quarters of fiscal year 2017 were each comprised of thirteen weeks, and the fourth quarter of fiscal year 2017 was comprised of fourteen weeks. Quarters within fiscal year 2016 were each comprised of thirteen weeks.
- (2) The Company recognized a deferred income tax benefit of \$40.1 million during the fourth quarter of fiscal year 2017 as a result of the revaluation of its deferred tax assets and liabilities associated with the enactment of the Tax Act.

**(23) Subsequent Event**

In connection with a former executive's departure from the Company subsequent to December 31, 2017, the Company expects to incur severance and related legal fees of approximately \$1.5 million-\$1.7 million during the thirteen weeks ended April 1, 2018.



**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
21	List of Subsidiaries of the Company.
23.1	Consent of KPMG LLP, an independent registered public accounting firm.
31.1	Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification required by 18 United States Code Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification required by 18 United States Code Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Sections of the Bojangles', Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2017, formatted in XBRL (eXtensible Business Reporting Language), submitted in the following files:
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

**LIST OF SUBSIDIARIES**

Set forth is a list of the subsidiaries of Bojangles', Inc. as of December 31, 2017 and their respective jurisdictions of organization. All subsidiaries of Bojangles', Inc. listed below are 100% wholly-owned.

<u>Subsidiary</u>	<u>Jurisdiction of Incorporation or Organization</u>
Bojangles' Restaurants, Inc.	Delaware
BJ Restaurant Development, LLC	North Carolina
BJ Georgia, LLC	Georgia
Bojangles' International, LLC	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Bojangles', Inc. and subsidiaries:

We consent to the incorporation by reference in the registration statement (No. 333-204133) on Form S-8 and (No. 333-214630) on Form S-3 of Bojangles', Inc. of our report dated March 7, 2018, with respect to the consolidated balance sheets of Bojangles', Inc. and subsidiaries as of December 31, 2017 and December 25, 2016, and the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the "consolidated financial statements"), which report appears in the December 31, 2017 annual report on Form 10-K of Bojangles', Inc.

/s/ KPMG LLP

Charlotte, North Carolina  
March 7, 2018

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, James R. Kibler, certify that:

1. I have reviewed this report on Form 10-K of Bojangles', 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 the 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: March 7, 2018

/s/ James R. Kibler

James R. Kibler

*Interim President and Interim Chief Executive Officer*

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, M. John Jordan, certify that:

1. I have reviewed this report on Form 10-K of Bojangles', 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 the 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: March 7, 2018

/s/ M. John Jordan

M. John Jordan

*Senior Vice President of Finance, Chief Financial Officer and Treasurer*

**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 Annual Report of Bojangles', Inc. ("Bojangles'") on Form 10-K for the period ending December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James R. Kibler, Interim President and Interim Chief Executive Officer of Bojangles', 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 Bojangles'.

/s/ James R. Kibler

James R. Kibler

*Interim President and Interim Chief Executive Officer*

March 7, 2018

A signed original of this written statement required by Section 906 has been provided to Bojangles', Inc. and will be retained by Bojangles', Inc. and furnished to the Securities and Exchange Commission or its staff upon request. This written statement shall not be deemed filed by Bojangles', Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to liability under that section, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended except to the extent that Bojangles', Inc. specifically incorporates it by reference.

**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 Annual Report of Bojangles', Inc. ("Bojangles'") on Form 10-K for the period ending December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, M. John Jordan, Senior Vice President of Finance, Chief Financial Officer and Treasurer of Bojangles', 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 Bojangles'.

/s/ M. John Jordan

M. John Jordan

*Senior Vice President of Finance, Chief Financial Officer and Treasurer*

March 7, 2018

A signed original of this written statement required by Section 906 has been provided to Bojangles', Inc. and will be retained by Bojangles', Inc. and furnished to the Securities and Exchange Commission or its staff upon request. This written statement shall not be deemed filed by Bojangles', Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to liability under that section, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended except to the extent that Bojangles', Inc. specifically incorporates it by reference.

