Amplify Snack Brands, INC
Form 10-Q
August 09, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2016
OR
o 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: 001-37530

Amplify Snack Brands, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	47-1254894
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

500 West 5th Street, Suite 1350
Austin, Texas 78701
(Address of principal executive offices)
512.600.9893
(Registrant's Telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	x (do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x
As of August 5, 2016, there were 74,798,232 shares of the registrant’s common stock outstanding.

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FOR THE QUARTER ENDED JUNE 30, 2016
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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(unaudited, in thousands, except share data)

	June 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$7,413	$ 18,751
Accounts receivable, net of allowances of $3,016 and $2,272, respectively	17,051	11,977
Inventories	10,266	6,829
Other current assets	1,357	1,293
Total current assets	36,087	38,850
Property and equipment, net	2,860	2,153
Other assets:		
Goodwill	56,137	47,421
Intangible assets, net	279,294	269,468
Other assets	55	40
Total assets	$374,433	$ 357,932
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	$12,783	$ 9,302
Accrued liabilities	5,080	5,230
Senior term loan-current portion	10,250	12,750
Founder contingent consideration	2,197	25,197
Tax receivable obligation-current portion	6,632	6,632
Notes payable, net-current portion	977	—
Other current liabilities	785	217
Total current liabilities	38,704	59,328
Long-term liabilities:		
Senior term loan	177,006	181,704
Revolving credit facility	15,000	—
Notes payable, net	6,606	3,757
Net deferred tax liabilities	7,850	5,115
Tax receivable obligation	89,498	89,498
Other liabilities	5,485	3,107
Total long-term liabilities	301,445	283,181
Commitment and contingencies (Note 10)		
Shareholders' Equity:		
Common stock, $0.0001 par value, 375,000,000 shares authorized at June 30, 2016 and December 31, 2015 and 74,798,232 and 74,843,470 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively	7	8
Additional paid in capital	2,484	793
Common stock held in treasury, at par, 3,956,063 and 4,991,858 shares at June 30, 2016 and December 31, 2015, respectively	—	(1)

Retained earnings	31,793	14,623
Total shareholders' equity	34,284	15,423
Total liabilities and shareholders' equity	$374,433	$ 357,932

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income
(unaudited, in thousands, except shares outstanding and per share information)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net sales	$59,866	$ 47,354	$114,211	$ 91,629
Cost of goods sold	27,318	20,661	53,245	40,527
Gross profit	32,548	26,693	60,966	51,102
Sales & marketing expenses	7,969	5,016	13,648	8,634
General & administrative expenses	6,285	11,985	11,717	21,017
Total operating expenses	14,254	17,001	25,365	29,651
Operating income	18,294	9,692	35,601	21,451
Interest expense	3,126	3,058	6,152	6,013
Income before income taxes	15,168	6,634	29,449	15,438
Income tax expense	6,400	3,074	12,279	6,974
Net income	8,768	3,560	17,170	8,464
Other comprehensive income, net of income taxes	—	—	—	—
Comprehensive income	$8,768	$ 3,560	$17,170	$ 8,464
Basic and diluted earnings per share	$0.12	$ 0.05	$0.23	$ 0.11
Weighted average shares outstanding:				
Basic	74,798,232	74,685,407	74,818,584	74,568,277
Diluted	74,847,862	74,685,407	74,846,083	74,568,277

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Shareholders' Equity
(unaudited, in thousands, except for share data)

	Common Stock		Additional Paid in Capital	Treasury Stock		Retained Earnings	Total
	Shares	Amount		Shares	Amount		
BALANCE—December 31, 2014	75,000,000	$ 8	$ 116,423	7,411,263	$ (1)	$ 4,738	$ 121,168
Net income	—	—	—	—	—	8,464	8,464
Capital distributions	—	—	(22,285)	—	—	—	(22,285)
Equity-based incentive compensation	—	—	1,398	—	—	—	1,398
BALANCE—June 30, 2015	75,000,000	$ 8	$ 95,536	7,411,263	$ (1)	$ 13,202	$ 108,745

	Common Stock		Additional Paid in Capital	Treasury Stock		Retained Earnings	Total
	Shares	Amount		Shares	Amount		
BALANCE—December 31, 2015	74,843,470	$ 8	$ 793	4,991,858	$ (1)	$ 14,623	$ 15,423
Net income	—	—	—	—	—	17,170	17,170
Vesting of restricted stock awards	—	—	—	(990,557)	—	—	—
Forfeiture of restricted stock awards	(45,238)	(1)	—	(45,238)	1	—	—
Equity-based incentive compensation	—	—	1,691	—	—	—	1,691
BALANCE—June 30, 2016	74,798,232	$ 7	$ 2,484	3,956,063	$ —	$ 31,793	$ 34,284

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(unaudited, in thousands)

	Six Months Ended June 30,	
	2016	2015
Operating activities:		
Net income	$17,170	$8,464
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	275	108
Amortization of intangible assets	2,154	2,101
Amortization of deferred financing costs and debt discount	451	389
Deferred income taxes	2,735	5,593
Equity-based compensation expense	2,169	1,438
Loss on disposal of property and equipment	29	—
Founder contingent compensation	—	9,203
Changes in operating assets and liabilities, net of effects of acquisition:		
Accounts receivable	(4,349)	(3,686)
Inventories	(2,116)	1,073
Other assets	99	(4,454)
Accounts payable	2,370	4,626
Accrued and other liabilities	(177)	622
Payments of founder contingent compensation	(23,000)	—
Net cash (used in) provided by operating activities	(2,190)	25,477
Investing activities:		
Acquisition of Boundless Nutrition, LLC, net of cash acquired	(16,322)	—
Acquisition of Paqui, LLC, net of cash acquired	—	(7,830)
Acquisition of property and equipment	(246)	(311)
Net cash used in investing activities	(16,568)	(8,141)
Financing activities:		
Capital distributions	—	(22,285)
Term loan borrowing	—	7,500
Payments on term loan	(7,580)	(5,062)
Draws on revolving credit facility	15,000	15,000
Payments on revolving credit facility	—	(5,000)
Deferred financing costs	—	(169)
Net cash provided by (used in) financing activities	7,420	(10,016)
(Decrease) increase in cash and cash equivalents	(11,338)	7,320
Cash and cash equivalents—Beginning of period	18,751	5,615
Cash and cash equivalents—End of period	$7,413	$12,935
Supplemental disclosure of cash flow information:		
Income taxes paid	$9,543	$6,887
Interest paid	$5,623	$5,616
Non-cash activities during the period:		
Issuance of notes payable as consideration	$3,776	$3,806
Contingent consideration	$1,730	$595
Working capital/tax holdback	$200	$—

Acquisition of property and equipment via financing	$—	$833

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. BUSINESS OVERVIEW

Amplify Snack Brands, Inc., a Delaware corporation, and its subsidiaries (collectively, the "Company," and herein referred to as "we", "us", and "our") is a high growth, snack food company focused on developing and marketing products that appeal to consumers’ growing preference for better-for-you ("BFY") snacks. We contract with third-party firms to manufacture our products and we operate in multiple channels of trade to distribute our products to consumers.

Corporate Reorganization and Initial Public Offering

Prior to the consummation of our initial public offering ("IPO") on August 4, 2015, a series of related reorganization transactions (hereinafter referred to as the "Corporate Reorganization") occurred in the following sequence:

- TA Topco 1, LLC ("Topco"), the former parent entity of the Company, liquidated in accordance with the terms and conditions of Topco's existing limited liability company agreement ("Topco Liquidation"). The holders of existing units in Topco received 100% of the capital stock of the Company, which was allocated to such unit holders pursuant to the distribution provisions of the existing limited liability company agreement of Topco based upon the liquidation value of Topco. Since Topco was liquidated at the time of our IPO, the implied liquidation value of Topco was based on the IPO price of $18.00 per share. Topco ceased to exist following the Topco Liquidation.
- The Company entered into a tax receivable agreement ("TRA") with the former holders of units in Topco pursuant to which such holders received the right to future payments from the Company. Refer to Note 9 for more details regarding the TRA.

Immediately following the Corporate Reorganization, 15,000,000 common shares of the Company were sold by selling stockholders to the public at a price of $18.00 per share. The selling stockholders (formerly holders of units in Topco), which includes certain of our directors and officers, received all the proceeds from the sale of shares in this offering. The Company did not receive any proceeds from the sale of shares in this offering. Immediately following the IPO, former holders of units in Topco collectively owned 53,656,964 common shares of the Company and 6,343,036 shares of the Company's restricted stock, which is subject to vesting conditions. Refer to Note 12 for more details on the Company's restricted stock.

Secondary Public Offering

On May 19, 2016, the Company completed a secondary public offering in which 11,500,000 common shares of the Company were sold by selling stockholders to the public at a price of $11.25 per share. The selling stockholders, which included certain of our directors, received all the proceeds from the sale of shares in the offering. The Company did not receive any proceeds from the sale of shares in the offering and incurred approximately $0.6 million of offering-related expenses during the three and six months ended June 30, 2016, which is included as part of general and administrative expense in the accompanying condensed consolidated statements of comprehensive income.

As of June 30, 2016, investment funds affiliated with TA Associates, L.P., a private equity entity ("TA Associates") beneficially owned 44.3% of our outstanding common shares and are able to exercise a significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions.

SkinnyPop Popcorn LLC Acquisition

On July 17, 2014, SkinnyPop Popcorn LLC ("SkinnyPop") was acquired by investment funds affiliated with TA Associates for aggregate purchase consideration of $320 million, which included rollover stock from existing equity holders in SkinnyPop valued at $25 million. The aggregate purchase consideration, plus transaction-related expenses and financing costs, was funded by TA Associates' equity investment in Topco, as well as from certain members of management and net proceeds from a $150 million term loan borrowing. Refer to Note 8 for additional details on the Company's term loan facility.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying interim condensed consolidated balance sheets as of June 30, 2016 and December 31, 2015, the interim condensed consolidated statements of comprehensive income for the three and six months ended June 30, 2016 and June 30, 2015, the interim condensed consolidated statement of shareholders' equity for the six months ended June 30, 2016 and June 30, 2015, and the interim condensed consolidated statements of cash flows for the six months ended June 30, 2016 and June 30, 2015, are unaudited.

Interim Financial Statements

The accompanying unaudited interim condensed consolidated financial statements of Amplify Snack Brands, Inc. ("Condensed Consolidated Financial Statements") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required for annual financial statements. The Condensed Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. The Condensed Consolidated Financial Statements have been prepared on the same basis as the audited consolidated financial statements at and for the fiscal year ended December 31, 2015, and in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, with the exception of retrospective adoption of ASU 2015-03 as discussed herein, necessary for the fair presentation of the financial position as of June 30, 2016 and results of our operations for the three and six months ended June 30, 2016 and June 30, 2015, and cash flows for the six months ended June 30, 2016 and June 30, 2015. The interim results for the three and six months ended June 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. Therefore, the Condensed Consolidated Financial Statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2016. Operating results for the three and six months ended June 30, 2016 are not necessarily indicative of the results that may be expected for any future periods.

Use of Estimates

The unaudited interim condensed consolidated financial statements are prepared in conformity with GAAP. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. The Company routinely evaluates its estimates, including those related to accruals and allowances for customer programs and incentives, bad debts, income taxes, long-lived assets, inventories, equity-based compensation, accrued broker commissions and contingencies. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

Segment Reporting

The Company's operating segments are aggregated into one reportable segment because they have similar economic characteristics and meet the other aggregation criteria within the accounting standard on segment reporting, including similarities in the nature of the services provided, methods of service delivery, customers served and the regulatory environment in which they operate. Our chief executive officer is considered to be our chief operating decision maker. He reviews our operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.
Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.
The categorization of a financial instrument within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement.
The carrying amounts of the Company’s financial instruments, including cash, accounts receivable, accounts payable and accrued liabilities, approximate fair value due to their relatively short maturities. Our term loan and revolving credit facility bear interest at a variable interest rate plus an applicable margin and, therefore, carrying amount approximates fair value. The fair value of our term loan and revolving credit facility are estimated based on Level 2 inputs, which were quoted prices for identical or similar instruments in markets that are not active.
The following table presents liabilities measured at fair value on a recurring basis (in thousands):

	June 30, 2016	December 31, 2015
Liabilities:		
Founder contingent compensation	$ 2,197	$ 25,197
Contingent consideration [1]	3,641	1,911
Total liabilities	$ 5,838	$ 27,108

[1] Contingent consideration is reported in Other liabilities in the accompanying Condensed Consolidated Balance Sheets.

Founder Contingent Compensation

Considerable judgment was required in developing the estimate of the fair value of the Founder Contingent Compensation. The use of different assumptions or valuation methodologies could have a material effect on the estimated fair value amounts.
The fair value measurement of the Founder Contingent Compensation obligation relates to the employment agreements entered into in connection with the Company's acquisition of SkinnyPop in July 2014. As of December 31, 2015, the Company had accrued the entire liability balance of $25.2 million ratably over the contractual service period as expense in our condensed consolidated statements of comprehensive income. To determine the fair value, the Company valued the total contingent compensation liability based on the expected probability weighted compensation payments corresponding to certain contribution margin benchmarks defined in the employment agreements, as well as the associated income tax benefit using the estimated tax rates that will be in effect (Level 3). The current estimate represents the recognizable portion based on the maximum potential obligation allowable under the employment agreements.
The obligation totaled $25.2 million at December 31, 2015, which consisted of $18.5 million in remaining payments based on the Company's achievement of certain contribution margin benchmarks defined in the employment agreements, and $6.7 million based on estimated tax savings to the Company associated with the tax deductibility of the payments under these employment agreements. In March 2016, the Company paid $23.0 million of the Founder Contingent Compensation obligation, leaving a remaining obligation of $2.2 million, which the Company expects to satisfy with a final payment in the second half of 2016. Refer to Note 9 for additional details regarding the founders' employment agreements.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

The following table summarizes the Level 3 activity related to the Founder Contingent Compensation (in thousands):

	Six Months Ended June 30,	
	2016	2015
Balance at beginning of the period	$25,197	$6,936
Charge to expense	—	9,203
Payment	(23,000)	—
Balance at end of the period	$2,197	$16,139

Contingent Consideration
In connection with the acquisition of Boundless Nutrition, LLC (“Boundless Nutrition”) in April 2016, payment of a portion of the purchase price is contingent upon the achievement for the year ended December 31, 2018 ("Boundless Earn-out Period") of a defined contribution margin in excess of the sum of the original principal amount and accrued interest of the notes issued to the sellers of Boundless Nutrition (see Notes Payable discussion below for additional details). As of the acquisition date, the Company estimated the fair value of the contingent consideration to be approximately $1.7 million (see Note 3) and the Company is required to reassess the fair value of the contingent consideration at each reporting period.
In connection with the acquisition of Paqui, LLC (“Paqui”) in April 2015, payment of a portion of the purchase price is contingent upon the achievement for the year ended December 31, 2018 ("Paqui Earn-out Period" and with the Boundless Earn-out Period, the "Earn-out Periods") of a defined contribution margin in excess of the sum of the original principal amount and accrued interest of the notes issued to the sellers of Paqui (see Notes Payable discussion below for additional details). As of the acquisition date, the Company estimated the fair value of the contingent consideration to be approximately $0.4 million (see Note 3) and the Company is required to reassess the fair value of the contingent consideration at each reporting period. At December 31, 2015, the Company remeasured the fair value of the contingent consideration to be approximately $1.9 million, based on a revised forecast of Paqui operating results for the Paqui Earn-out Period. At June 30, 2016, the Company remeasured the fair value of the contingent consideration, concluding no change from the fair value as of December 31, 2015.
The significant inputs used in this fair value estimates include numerous gross sales scenarios for the Earn-out Periods for which probabilities are assigned to each scenario to arrive at a single estimated outcome (Level 3). The estimated outcome is then discounted based on the individual risk analysis of the liability. The present value of the estimated outcome is used as the underlying price and the sum of the original principal amount and accrued interest of the notes issued to the sellers of Paqui and Boundless Nutrition ("Earn-Out Threshold") is used as the exercise price in the Black-Scholes option pricing model. Although the Company believes its estimates and assumptions are reasonable, different assumptions, including those regarding the operating results of Paqui and Boundless Nutrition, or changes in the future may result in different estimated amounts.
The contingent consideration is included in Other liabilities in the accompanying condensed consolidated balance sheets. The Company will satisfy this obligation with a cash payment to the sellers of each of Paqui and Boundless Nutrition upon the achievement of the respective milestone discussed above.
The following table summarizes the Level 3 activity related to the Contingent Consideration (in thousands):

	Six Months Ended June 30,	
	2016	2015
Balance at beginning of the period	$1,911	$—
Fair value of contingent consideration at acquisition date	1,730	390
Balance at end of the period	$3,641	$390

Notes Payable

As discussed in more detail in Note 3, in April 2016, the Company issued $4.0 million in unsecured notes to the sellers of Boundless Nutrition in connection with its acquisition. The notes bear interest at a rate per annum of 0.67% with

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principal and interest due at varying maturity dates between April 29, 2017 and December 31, 2018. The Company recorded an acquisition-date fair value discount of approximately $0.2 million based on market rates for debt instruments with similar terms (Level 3), which is amortized to interest expense over the term of the notes using the effective-interest method.

As discussed in more detail in Note 3, in April 2015, the Company issued $3.9 million in unsecured notes to the sellers of Paqui in connection with its acquisition. The notes bear interest at a rate per annum of 1.5% with principal and interest due at maturity on March 31, 2018. The Company recorded an acquisition-date fair value discount of approximately $0.2 million based on market rates for debt instruments with similar terms (Level 3), which is amortized to interest expense over the term of the notes using the effective-interest method.

Inventories

Inventories are valued at the lower of cost or market using the weighted-average cost method. The Company procures certain raw material inputs and packaging from suppliers and contracts with third-party firms to assemble and warehouse finished product. The third-party co-manufacturers invoice the Company monthly for labor inputs upon the production or shipment of finished product during that period.

Write-downs are provided for finished goods expected to become non-saleable due to age and provisions are specifically made for slow moving or obsolete raw ingredients and packaging. The Company also adjusts the carrying value of its inventories when it believes that the net realizable value is less than the carrying value. These write-downs are measured as the difference between the cost of the inventory, including estimated costs to complete, and estimated selling prices. Charges related to slow moving or obsolete items are recorded as a component of cost of goods sold. Charges related to packaging redesigns are recorded as a component of selling and marketing. Once inventory is written down, a new, lower-cost basis for that inventory is established.

Recognition of Net Sales, Sales Incentives and Trade Accounts Receivable

The Company offers its customers a variety of sales and incentive programs, including price discounts, coupons, slotting fees, in-store displays and trade advertising. The costs of these programs are recognized at the time the related sales are recorded and are classified as a reduction in net sales. These program costs are estimated based on a number of factors including customer participation and performance levels.

As of June 30, 2016 and December 31, 2015, the Company recorded total allowances against trade accounts receivable of approximately $3.0 million and $2.3 million, respectively. Recoveries of receivables previously written off are recorded when received.

Concentration Risk

Customers with 10% or more of the Company’s net sales consist of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Customer:				
Costco	28 %	32 %	28 %	33 %
Sam's Club	15 %	19 %	15 %	17 %

As of June 30, 2016, Costco and Sam’s Club represented 23% and 19%, respectively, of the accounts receivable balance outstanding. The same two customers represented 15% and 13%, respectively, of the accounts receivable balance as of December 31, 2015. The Company outsources a significant percentage of the manufacturing of its products to a single co-manufacturer in the United States. This co-manufacturer represented 34% and 36% of the accounts payable balance as of June 30, 2016 and December 31, 2015, respectively.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

Earnings per Share

Basic earnings per share has been computed based upon the weighted average number of common shares outstanding. The Company's unvested shares of restricted common stock contain non-forfeitable rights to dividends and are considered to be participating securities in accordance with GAAP and, therefore are included in the computation of basic earnings per share under the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common shares and participating securities according to dividends declared and participation rights in undistributed earnings. Diluted earnings per share has been computed based upon the weighted average number of common shares outstanding plus the effect of all potentially dilutive common stock equivalents, except when the effect would be anti-dilutive. The dilutive effect of unvested restricted stock units ("RSUs") and unvested stock options has been accounted for using the two-class method or the treasury stock method, if more dilutive.

As discussed in Note 1, in August 2015, the Company completed the Corporate Reorganization immediately prior to the Company's IPO. For purposes of computing net income per share, it is assumed that the reorganization of the Company had occurred for all periods presented and therefore the outstanding shares have been adjusted to reflect the conversion of shares that took place in contemplation of the IPO. Accordingly, the denominators in the computations of basic and diluted net income per share for the three and six months ended June 30, 2015, reflect the Company's reorganization.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except share and per share amounts)	2016	2015	2016	2015
Basic and diluted earnings per share:				
Numerator:				
Net income	$8,768	$ 3,560	$17,170	$ 8,464
Less: net income attributable to participating securities	(501)	(338)	(1,045)	(792)
Net income attributable to common shareholders	8,267	3,222	16,125	7,672
Denominator:				
Basic:				
Basic weighted average shares outstanding	74,798,232	74,685,407	74,818,584	74,568,277
Less: participating securities	(4,269,854)	(7,096,670)	(4,551,605)	(6,979,540)
Basic weighted average common shares outstanding	70,528,378	67,588,737	70,266,979	67,588,737
Basic earnings per share	$0.12	$ 0.05	$0.23	$ 0.11
Diluted:				
Basic weighted average shares outstanding	74,798,232	74,685,407	74,818,584	74,568,277
Unvested RSUs [1]	48,520	—	27,499	—
Unvested stock options [2]	1,110	—	—	—
Diluted weighted average shares outstanding	74,847,862	74,685,407	74,846,083	74,568,277
Less: participating securities	(4,269,854)	(7,096,670)	(4,551,605)	(6,979,540)
Diluted weighted average common shares outstanding	70,578,008	67,588,737	70,294,478	67,588,737
Diluted earnings per share	$0.12	$ 0.05	$0.23	$ 0.11

(1) Excludes the weighted average impact of 22,084 unvested RSUs for the six months ended June 30, 2016, because

the effects of their inclusion would be anti-dilutive.

(2) Excludes the weighted average impact of 150,000 and 243,132 unvested stock options for the three and six months ended June 30, 2016, because the effects of their inclusion would be anti-dilutive.

Tax Receivable Agreement ("TRA")
As discussed in Notes 1 and 9, immediately prior to the consummation of the IPO in August 2015, the Company entered into a TRA with the former holders of units in Topco. In December 2015, all of the former holders of units in Topco collectively assigned their interests to a new counterparty. The Company estimated an obligation of approximately $96.1 million based on the full and undiscounted amount of expected future payments under the TRA in consideration of a reduction in the Company's future U.S. federal, state and local taxes resulting from the utilization of certain tax attributes. The Company accounted for the obligation under the TRA as a dividend and elected to reduce additional paid in capital. Subsequent adjustments of the TRA obligation due to certain events, such as potential changes in tax rates or insufficient taxable income, will be recognized in the consolidated statements of comprehensive income. Future cash payments under the TRA will be classified as a financing activity on the condensed consolidated statements of cash flows.
Recent Accounting Pronouncements
In March 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)". ASU 2016-08 clarifies the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing". ASU 2016-10 clarifies the implementation guidance on identifying performance obligations. These ASUs apply to all companies that enter into contracts with customers to transfer goods or services. These ASUs are effective for public entities for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted, but not before interim and annual reporting periods beginning after December 15, 2016. Entities have the choice to apply these ASUs either retrospectively to each reporting period presented or by recognizing the cumulative effect of applying these standards at the date of initial application and not adjusting comparative information. The Company is in the process of assessing both the method and the impact of the adoption of these ASUs on its financial position, results of operations, cash flows and financial statement disclosures.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting", which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted. The Company is in the process of assessing the impact of the adoption of ASU 2016-09 on its financial position, results of operations, cash flows and financial statement disclosures.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)", which requires lessees to recognize assets and liabilities related to lease arrangements longer than twelve months on the balance sheet. This standard also requires additional disclosures by lessees and contains targeted changes to accounting by lessors. The updated guidance is effective for interim and annual periods beginning after December 15, 2018, and early adoption is permitted. The Company is in the process of assessing the impact of the adoption of ASU No. 2016-02 on its financial position, results of operations, cash flows and financial statement disclosures.

In September 2015, the FASB issued ASU No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments", which simplifies the accounting for adjustments made to provisional amounts recognized in a business combination by eliminating the requirement to retrospectively account for those adjustments. This revised guidance was effective for annual reporting periods beginning after December 15, 2015, and related interim periods. The amendments in the update were applied prospectively to adjustments to provisional amounts that occurred after the effective date of the update with early application permitted for financial statements not yet issued. We have adopted this guidance and will apply it as necessary in our financial statements.

In August 2015, the FASB issued ASU No. 2015-15, “Presentation and Subsequent Measurement of Debt Issuance Costs Associated With Line-of-Credit Arrangements-Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting” to clarify that given the absence of authoritative guidance within ASU No. 2015-03 for debt issuance costs related to the line-of-credit arrangements, such costs may be presented as an asset and subsequently amortized ratably over the term of the line-of-credit arrangement. See discussion below regarding adoption of ASU 2015-03.

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory", which applies to inventory that is measured using first-in, first-out ("FIFO") or average cost. Under the updated guidance, an entity should measure inventory that is within scope at the lower of cost and net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This ASU is effective for annual and interim periods beginning after December 15, 2016, and should be applied prospectively. The Company is currently assessing the impact of the adoption of ASU No. 2015-11 on its financial position, results of operations and financial statement disclosures.

In April 2015, the FASB issued ASU No. 2015-03, “Simplifying the Presentation of Debt Issuance Costs”, which changes the presentation of debt issuance costs in financial statements. ASU No. 2015-03 requires an entity to present such costs in the balance sheet as a direct deduction from the related debt liability, rather than as an asset. Amortization of the costs will continue to be reported as interest expense. The Company adopted the provisions of ASU 2015-03 retrospectively on January 1, 2016. Debt issuance costs are now presented as a reduction to the Senior term loan balance on the condensed consolidated balance sheet as of June 30, 2016 and December 31, 2015. As a result, the Company reclassified $2.9 million of debt issuance costs from Other assets to Senior term loan on the condensed consolidated balance sheet as of December 31, 2015. The adoption of ASU 2015-03 did not impact the Company's condensed consolidated statements of comprehensive income or condensed consolidated statements of cash flows.

In August 2014, the FASB issued ASU No. 2014-15, “Presentation of Financial Statements—Going Concern: Disclosures about an Entity’s Ability to Continue as a Going Concern”. The new standard requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity’s ability to continue as a going concern. The new guidance is effective for annual periods ending after December 15, 2016, and interim periods thereafter. The Company is currently assessing the impact of the adoption of ASU No. 2014-15 on its financial position, results of operations and financial statement disclosures.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers”. This ASU supersedes the revenue recognition requirements in Accounting Standards Codification 605, “Revenue Recognition”, and most industry-specific guidance throughout the Codification. The standard requires entities to recognize the amount of revenue that reflects the consideration to which the company expects to be entitled in exchange for the transfer of promised goods or services to customers. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers: Deferral of the Effective Date, which deferred the effective date of ASU No. 2014- 09 by one year, to December 15, 2017 for interim and annual reporting periods beginning after that date. The FASB will permit early adoption of the standard, but not before the original effective date of December 15, 2016. The Company is in the process of assessing both the method and the impact of the adoption of ASU No. 2014-09 on its financial position, results of operations, cash flows and financial statement disclosures.

3. ACQUISITION

Boundless Nutrition Acquisition

In April 2016, the Company acquired Boundless Nutrition, a manufacturer and distributor of BFY protein bars and cookies for total consideration of approximately $22.0 million. This acquisition has been accounted for under the acquisition method of accounting, whereby the purchase consideration was allocated to tangible and intangible net assets acquired and liabilities assumed at their estimated fair values on the date of acquisition. The excess purchase consideration over fair value of net assets acquired and liabilities assumed was recorded as goodwill and represents a value attributable to brand recognition associated with Boundless Nutrition's products and position in the BFY snack category. The Company incurred approximately $0.3 million of acquisition-related costs during the three and six months ended June 30, 2016, which is included as part of general and administrative expense in the accompanying condensed consolidated statements of comprehensive income.

The Company has one year from the acquisition date to finalize the valuation of the acquired intangible assets, including goodwill, as well as the valuation of the earn-out contingent consideration. Management is responsible for these internal and third-party valuations and appraisals and is continuing to review the amounts and allocations. The following table summarizes the preliminary allocation of the purchase consideration for Boundless Nutrition to the estimated fair value of assets acquired and liabilities assumed at the date of acquisition (in thousands):

Purchase consideration:	
Cash paid as purchase consideration	$16,451
Holdback amount	200
Fair value of notes payable issued to sellers as consideration	3,776
Fair value of contingent consideration	1,730
Total purchase consideration	22,157
Less: cash and cash equivalents acquired	(129)
Total purchase price- net of cash and cash equivalents acquired	22,028
Fair value of net assets acquired and liabilities assumed:	
Accounts receivable and inventory	2,046
Property and equipment	751
Other assets	178
Indefinite-lived identifiable intangible asset- trade name	9,780
Definite-lived identifiable intangible assets- customer relationships and trade name	2,200
Accounts payable	(1,111)
Other liabilities	(532)
Total fair value of net assets acquired and liabilities assumed	13,312
Excess purchase consideration over fair value of net assets acquired (goodwill)	$8,716

Management evaluated the impact to the Company's financial statements of the Boundless Nutrition acquisition and concluded that the impact was not significant enough to require or separately warrant the inclusion of pro forma financial results inclusive of Boundless Nutrition.

Paqui Acquisition

In April 2015, the Company acquired Paqui, a manufacturer and marketer of tortilla chips and pre-packaged tortillas for total consideration of approximately $11.9 million. This acquisition was accounted for under the acquisition method of accounting and the excess purchase consideration over fair value of net assets acquired and liabilities assumed was recorded as goodwill and represented a value attributable to brand recognition associated with Paqui’s products and position in the BFY snack category. The Company completed its review of the purchase consideration and estimated fair value of assets acquired and liabilities assumed at the date of acquisition, with adjustments to provisional amounts that were identified during the measurement period considered not significant.

The following table summarizes the purchase consideration and estimated fair value of assets acquired and liabilities assumed at the date of acquisition (in thousands):

Purchase consideration:	
Cash paid as purchase consideration	$8,214
Fair value of notes payable issued to sellers as consideration	3,715
Fair value of contingent consideration	390
Total purchase consideration	12,319
Less: cash and cash equivalents acquired	(384)
Total purchase price-net of cash and cash equivalents acquired	11,935
Fair value of net assets acquired and liabilities assumed:	
Current assets	174
Property and equipment	31
Indefinite-lived identifiable intangible asset-trade name	9,000
Definite-lived identifiable intangible assets-customer relationships	1,310
Current liabilities	(307)
Total fair value of net assets acquired and liabilities assumed	10,208
Excess purchase consideration over fair value of net assets acquired (goodwill)	$1,727

Management evaluated the impact to the Company's financial statements of the Paqui acquisition and concluded that the impact was not significant enough to require or separately warrant the inclusion of pro forma financial results inclusive of Paqui.

4. INVENTORY

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

	June 30, 2016	December 31, 2015
Raw materials and packaging	$5,229	$ 4,433
Finished goods	5,037	2,396
Inventories, net	$10,266	$ 6,829

As of each of June 30, 2016 and December 31, 2015, we had approximately $0.7 million in reserves for finished goods deemed unsaleable and raw materials and packaging deemed obsolete. If future demand or market conditions are less favorable than those projected by our management, additional inventory write-downs may be required.

5. PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Accumulated depreciation is recognized ratably over the expected useful life of the asset. Property and equipment, net consist of the following (in thousands):

	June 30, 2016	December 31, 2015
Machinery and equipment	$1,368	$ 1,128
Furniture and fixtures	852	664
Leasehold improvements	1,439	911
Property and equipment, gross	3,659	2,703

Less: accumulated depreciation	(799)	(550)
Property and equipment, net	$2,860	$ 2,153

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Depreciation expense was approximately $0.2 million and $0.3 million for the three and six months ended June 30, 2016, respectively, and less than $0.1 million and approximately $0.1 million for the three and six months ended June 30, 2015, respectively. Depreciation expense is included in cost of goods sold and general and administrative expense in the accompanying condensed consolidated statements of comprehensive income.

6. GOODWILL AND INTANGIBLE ASSETS

Goodwill consists of the following (in thousands):

	June 30, 2016	December 31, 2015
Beginning balance	$47,421	$ 45,694
Acquired during the period [1]	8,716	1,727
Ending balance	$56,137	$ 47,421

[1] Refer to Note 3 for more details regarding goodwill recorded in connection with the Company's acquisition of Boundless Nutrition in April 2016 and Paqui in April 2015.

Intangible assets consist of the following (in thousands):

	June 30, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets with indefinite lives:						
Trade names [1]	$221,680	$ —	$221,680	$211,900	$ —	$211,900
Intangible assets with finite lives:				—	—	—
Customer relationships [1]	65,790	(8,258)	57,532	63,610	(6,113)	57,497
Non-competition agreement	90	(25)	65	90	(19)	71
Trade name [1]	20	(3)	17	—	—	—
Total	$287,580	$ (8,286)	$279,294	$275,600	$ (6,132)	$269,468

[1] The change in the gross carrying amount of trade names and customer relationships is the result of the Company's acquisition of Boundless Nutrition in April 2016. Refer to Note 3 for more details.

Amortization of finite-lived intangibles was approximately $1.1 million and $2.2 million for the three and six months ended June 30, 2016, respectively, and $1.1 million and $2.1 million for the three and six months ended June 30, 2015, respectively. Amortization of finite-lived intangible assets is included as part of general and administrative expense in the accompanying condensed consolidated statements of comprehensive income.

The estimated future amortization expense related to finite-lived intangible assets is as follows as of June 30, 2016 (in thousands):

Remainder of 2016	$2,210
2017	4,405
2018	4,399
2019	4,399
2020	4,399

Thereafter	37,802

ASC 350, "Intangibles- Goodwill and Other", requires companies to test goodwill and indefinite-lived intangibles for impairment annually and more frequently if indicators of impairment exist. Accordingly, the Company performed its annual assessment of fair value as of July 1, 2015 for its SkinnyPop and Paqui reporting units and concluded there was no impairment related to goodwill and indefinite-lived intangibles.

7. ACCRUED LIABILITIES

The following table shows the components of accrued liabilities (in thousands):

	June 30, 2016	December 31, 2015
Accrued income taxes	$ —	$ 437
Unbilled inventory	1,009	693
Accrued commissions	702	629
Accrued bonuses	1,132	2,545
Accrued marketing expense	239	89
Accrued professional fees	579	398
Other accrued liabilities	1,419	439
Total accrued liabilities	$ 5,080	$ 5,230

8. DEBT

Debt consists of the following (in thousands):

	June 30, 2016	December 31, 2015
Term loan	$ 189,733	$ 197,313
Revolving credit facility	15,000	—
Notes payable, net of discount of $322 and $147, respectively	7,583	3,757
Deferred financing costs, net of accumulated amortization of $1,496 and $1,094, respectively [(1)]	(2,477)	(2,859)
Total debt	209,839	198,211
Less: Current portion	(11,227)	(12,750)
Long-term debt	$ 198,612	$ 185,461

(1) Upon adoption of ASU 2015-03, the Company is now presenting deferred financing costs, net as a reduction to the related liability in the condensed consolidated balance sheets as of June 30, 2016 and December 31, 2015. As a result, the deferred financing costs, net balance of approximately $2.9 million was reclassified from Other assets to Senior term loan on the condensed consolidated balance sheet as of December 31, 2015.

Credit Facility

In July 2014, the Company entered into a credit agreement which initially provided for a $150.0 million term loan facility and a $7.5 million revolving credit facility. The term loan facility and revolving credit facility are hereinafter collectively referred to as the “Credit Facility”. The Company used the proceeds from this term loan borrowing to partially finance the acquisition of SkinnyPop, in July 2014.

In December 2014, the Company amended the Credit Facility to increase term loan borrowings by $50.0 million to a total of $200.0 million. The Company used the proceeds from this term loan borrowing to partially finance a $59.8 million distribution paid to members of Topco, in December 2014.

In May 2015, the Company amended the Credit Facility to (i) increase term loan borrowings by $7.5 million to a total of $205 million, net of principal payments made in the first quarter of 2015 totaling $2.5 million, and (ii) increase the capacity under the revolving credit facility by $17.5 million to a total of $25 million. The Company used the proceeds from this term loan borrowing along with a $15 million borrowing under the revolving credit facility to finance a

$22.3 million distribution paid to members of Topco, in May 2015.

Subsequent to June 30, 2016, the Company amended the Credit Facility in order to increase the capacity under the revolving credit facility by $15.0 million to a total of $40 million. Refer to Note 13 for further details.

The Credit Facility is scheduled to mature on July 17, 2019, with an option to extend the maturity of the term loan with the consent of lenders willing to provide such extension. The term loans under the Credit Facility, amortize in equal quarterly installments of approximately $2.6 million, with the balance due at maturity. The Credit Facility also provides that, upon satisfaction of certain conditions, the Company may increase the aggregate principal amount of the loans outstanding thereunder by an amount not to exceed $35 million, subject to receipt of additional lending commitments for such loans.

In connection with the acquisition of Crisps Topco Limited, the Company intends to refinance the debt owed under the Credit Facility. Refer to Note 13 for additional details regarding the Company’s intended financing plans.

Interest

Outstanding term loan and revolving credit facility borrowings under the Credit Facility bear interest at a rate per annum equal to (a) the Eurodollar Rate plus 4.50% or (b) the Base Rate (equal in this context to the greater of (i) the prime rate, (ii) the federal funds rate plus 1/2 of 1.00% and (iii) the Eurodollar Rate plus 1.00%) (but subject to a minimum of 2.00%) plus 3.50%. The interest rate on our outstanding indebtedness was 5.5% per annum at June 30, 2016.

We are required to pay a commitment fee on the unused commitments under the revolving credit facility at a rate equal to 0.50% per annum.

Guarantees

The loans and other obligations under the Credit Facility (including in respect of hedging agreements and cash management obligations) are (a) guaranteed by the Company and its existing and future wholly-owned U.S. subsidiaries and (b) secured by substantially all of the assets of the Company and its existing and future wholly-owned U.S. subsidiaries, in each case subject to certain customary exceptions and limitations.

Covenants

As of the last day of any fiscal quarter of the Company, the terms of the Credit Facility require the Company and its subsidiaries (on a consolidated basis and subject to certain customary exceptions) to maintain (x) a maximum total funded debt to consolidated EBITDA ratio of not more than 4.25 to 1.0, initially, and decreasing to 2.25 to 1.0 over the term of the Credit Facility and (y) a minimum fixed charge coverage ratio of not less than 1.10 to 1.00. As of June 30, 2016, the Company was in compliance with our financial covenants.

In addition, the Credit Facility contains (a) customary provisions related to mandatory prepayment of the loans thereunder with (i) 50% of Excess Cash Flow (as defined in the Credit Facility), subject to step-downs to 25% and 0% of Excess Cash Flow at certain leverage-based thresholds and (ii) the proceeds of asset sales and casualty events (subject to certain customary limitations, exceptions and reinvestment rights) and (b) certain covenants that, among other things, restrict additional indebtedness, liens and encumbrances, investments, acquisitions, loans and advances, mergers, consolidations and asset dispositions, dividends and other restricted payments, transactions with affiliates and other matters customarily restricted in such agreements, in each case, subject to certain customary exceptions.

Based on the calculation of Excess Cash Flow and the Company's Senior Secured Leverage Ratio (as defined in the Credit Facility) as of December 31, 2015, the Company made a prepayment on the term loan of approximately $2.5 million, in May 2016.

Although the Credit Facility generally prohibits payments and dividends and distributions, we are permitted, subject to certain customary conditions such absence of events of default and compliance with financial covenants, to make payments, dividends or distributions including (a) earnout payments, (b) payments, dividends or distributions in cash from retained excess cash flow and certain proceeds from distributions from or sales of investments, (c) payments, dividends or distributions in an unlimited amount from the proceeds of equity issuances and (d) payments, dividends or distributions not to exceed $5.0 million in the aggregate.

Under the Credit Facility the Founder Contingent Compensation may be paid at any time so long as no payment default under the Credit Facility has occurred and is continuing and, immediately after giving effect to such payment, the

Company has at least $5.0 million of cash and cash equivalents subject to a first priority lien in favor of the lenders party thereto plus availability under the revolving facility. In March 2016, the Company paid $23.0 million of the Founder Contingent Compensation liability.

The Credit Facility also contains customary events of default, including payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to certain material indebtedness in excess of specified amounts, certain events of bankruptcy and insolvency, certain ERISA events, judgments in excess of specified amounts, certain impairments to the guarantees or collateral documents, and change in control defaults.

Other

Certain of the lenders under the Credit Facility (or their affiliates) may provide, certain commercial banking, financial advisory and investment banking services in the ordinary course of business for the Company and its subsidiaries, for which they receive customary fees and commissions.

Notes Payable

As discussed in more detail in Note 3, in April 2016, the Company issued $4.0 million in unsecured notes to the sellers of Boundless Nutrition in connection with its acquisition. The notes bear interest at a rate per annum of 0.67% with principal and interest due at varying maturity dates between April 29, 2017 and December 31, 2018. The Company recorded an acquisition-date fair value discount of approximately $0.2 million based on market rates for debt instruments with similar terms, which is amortized to interest expense over the term of the notes using the effective-interest method.

As discussed in more detail in Note 3, in April 2015, the Company issued $3.9 million in unsecured notes to the sellers of Paqui in connection with its acquisition. The notes bear interest at a rate per annum of 1.5% with principal and interest due at maturity on March 31, 2018. The Company recorded an acquisition-date fair value discount of approximately $0.2 million based on market rates for debt instruments with similar terms, which is amortized to interest expense over the term of the notes using the effective-interest method.

Annual maturities of debt (excluding the fair value discount of approximately $0.3 million and deferred financing costs of approximately $2.5 million) as of June 30, 2016 are as follows (in thousands):

Remainder of 2016	$5,125
2017	11,250
2018	17,155
2019	179,108
2020	—
Total	$212,638

9. RELATED PARTY TRANSACTIONS

Employment Agreements

In July 2014, the Company entered into employment agreements with the founders of SkinnyPop. Under the terms of the founders' employment agreements, which ended on December 31, 2015, each founder received an annual base salary of $200,000 and were also each eligible to receive a cash payment of up to $10 million (the “Cash Payment”), based on achievement by the Company of certain contribution margin metrics during the period commencing on January 1, 2015 and ending on December 31, 2015. Furthermore, in connection with the Cash Payment, the Company will provide each founder with an additional payment equal to (i) in the case of the taxable year in which the cash payment is paid or any subsequent taxable year, the net excess (if any) of (A) the taxes that would have been paid by the Company in respect of such taxable year calculated without taking into account the Cash Payment over (B) the actual taxes payable by the Company in respect of such taxable year and (ii) in the case of any taxable year prior to the year in which the cash payment is paid, the amount of any tax refund resulting from carrying back any operating losses to the extent attributable to the Cash Payment. Refer to Note 2 for additional details regarding the estimated obligation related to the employment agreements and the associated payments.

Tax Receivable Agreement

Immediately prior to the consummation of the IPO in August 2015, the Company entered into a Tax Receivable Agreement ("TRA") with the former holders of units in Topco. In December 2015, all of the former holders of units in Topco collectively assigned their interests to a new counterparty. The TRA generally provides for payment by the Company to the counterparty of 85% of the U.S. federal, state and local tax benefits realized by the Company and its subsidiaries from the utilization of certain tax attributes that were generated when SkinnyPop was acquired by investment funds affiliated with TA Associates in July 2014. The Company will retain approximately 15% of the U.S. federal, state and local tax benefits realized from the utilization of such tax attributes. Unless earlier terminated in accordance with its terms, the TRA will continue in force and effect until there is no further potential for tax benefit payments to be made by the Company to the counterparty in respect of the U.S. federal, state and local tax benefits that are subject of the agreement. Based on current tax rules and regulations, the Company would expect the potential for tax benefit payments to cease no later than 2030.

The amount payable to the counterparty is based on an annual calculation of the reduction in the Company's U.S. federal, state and local taxes resulting from the utilization of these tax attributes. For purposes of determining the reduction in taxes resulting from the utilization of these pre-IPO tax attributes, the Company was required to assume that pre-IPO tax attributes are utilized before any other attributes. The Company expects the payments that it may make under the TRA will be substantial. In addition if the IRS were to successfully challenge the tax benefits that give rise to any payments under the TRA, the Company's future payments under the TRA would be reduced by the amount of such payments, but the TRA does not require the counterparty to reimburse the Company for the amount of such payments to the extent they exceed any future amounts payable under the TRA.

In August 2015, the Company recorded an obligation of approximately $96.1 million based on the full and undiscounted amount of expected future payments under the TRA, with a corresponding reduction to additional paid in capital. The Company's first annual estimated payment in the amount of approximately $6.6 million is expected to be paid in the second half of 2016. Subsequent adjustments of the TRA obligation due to certain events, such as potential changes in tax rates or insufficient taxable income, will be recognized as a period expense in the statement of comprehensive income.

Monticello Partners LLC Lease Agreement

The Company leases office space from a related party, Monticello Partners LLC, which is wholly owned by one of the Company's shareholders. The lease agreement expires on August 31, 2017 and the Company is responsible for all taxes and utilities. Payments under this agreement were not material to the periods presented.

Future minimum lease payments for this lease, which had a non-cancelable lease term in excess of one year as of June 30, 2016, were as follows (in thousands):

Remainder of 2016	$14
2017	20
Total	$34

10. COMMITMENTS AND CONTINGENCIES

Purchase Commitments

The Company entered into certain supply contracts for their popcorn kernels and sunflower oil for various periods through October 2018. As of June 30, 2016, the Company’s purchase commitments remaining under these contracts totaled $34.0 million. The contracts also stipulate that if the Company fails to purchase the stated quantities within the time period specified, the Company has the option to purchase all remaining quantities under the contract, or the seller has the right to assess liquidated damages, including payment of the excess of the contract price over the market price

for all remaining contracted quantities not purchased.
On April 29, 2015, the Company and a third-party co-manufacturer amended their manufacture and supply agreement dated February 27, 2014 (the “Amended Contract”). The Amended Contract extends the initial term through February

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27, 2022. Pursuant to the terms of the Amended Contract, the Company is required to pay an early termination fee and is obligated to make certain annual minimum purchases from the third-party co-manufacturer. As part of the Amended Contract, the Company purchased $1.9 million of film and corrugate raw materials from the third-party co-manufacturer.

Lease Commitments

The Company entered into an operating lease on February 26, 2015 ("Effective Date") for its corporate headquarters located in Austin, Texas. The lease in non-cancellable and has a nine year term.

Boundless Nutrition entered into an operating lease for an office space and manufacturing facility in November 2014, which the Company assumed as part of the acquisition. This lease is non-cancellable and has a seven year term.

Rent expense from operating leases totaled approximately $0.1 million and $0.2 million for the three and six months ended June 30, 2016, respectively, and less than $0.1 million and approximately $0.1 million for the three and six months ended June 30, 2015, respectively.

As of June 30, 2016, minimum rental commitments under non-cancellable operating leases were as follows (in thousands):

Remainder of 2016	$242
2017	484
2018	476
2019	488
2020	501
Thereafter	1,396
Total	$3,587

Legal Matters

From time to time, the Company is subject to claims and assessments in the ordinary course of business. The Company is not currently a party to any litigation matter that, individually or in the aggregate, is expected to have a material adverse effect on the Company’s business, financial condition, results from operations or cash flow.

11. INCOME TAXES

The Company's effective tax rate for the year is dependent on many factors, including the impact of enacted tax laws in jurisdictions in which the Company operates and the amount of taxable income the Company earns. The effective tax rate was 42.2% and 41.7% for the three and six months ended June 30, 2016, respectively. The effective tax rate was 46.3% and 45.2% for the three and six months ended June 30, 2015, respectively.

12. EQUITY-BASED COMPENSATION

In July 2015, the Amplify Snack Brands, Inc. 2015 Stock Option and Incentive Plan (the "2015 Plan") was adopted by the Company's board of directors, approved by the Company's stockholders and became effective immediately prior to the consummation of the Company's IPO in August 2015. The 2015 Plan provides for the grant of various equity-based incentive awards to officers, employees, non-employee directors and consultants of the Company and its subsidiaries. The types of awards that may be granted under the 2015 Plan include incentive stock options, non-qualified stock options, restricted stock awards ("RSAs"), restricted stock units ("RSUs"), stock appreciation rights ("SARs") and other equity-based awards. The Company initially reserved 13,050,000 shares of common stock for issuance under the 2015 Plan, which is subject to certain adjustments for changes in the Company's capital structure, as defined in the 2015 Plan. As of June 30, 2016, 5,269,365 shares were available for issuance under the 2015 Plan.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

Stock Options
The Company awards stock options to certain employees under the 2015 Plan, which are subject to the following time-based vesting conditions, 33.333% on the first anniversary of the grant date, and thereafter, 2.778% on the monthly anniversary of the grant date for the remaining 24 months, subject to continued service through each applicable vesting date. Upon a termination of service relationship by the Company, all unvested options will be forfeited and the shares of common stock underlying such award will become available for issuance under the 2015 Plan. The maximum contractual term for stock options is 10 years.
The fair value of these equity awards is amortized to equity-based compensation expense over the vesting periods described above, which totaled approximately $0.1 million and $0 for the three months ended June 30, 2016 and 2015, respectively, and $0.1 million and $0 for the six months ended June 30, 2016 and 2015, respectively. The fair value of stock option awards are estimated on the grant date using the Black-Scholes valuation model with the following assumptions:

	Six Months Ended June 30, 2016
Expected volatility [(1)]	34%
Expected dividend yield [(2)]	—%
Expected option term [(3)]	5 years
Risk-free interest rate [(4)]	1.45%

(1) The expected volatility assumption was calculated based on a peer group analysis of stock price volatility with a five-year look back period ending on the grant date.

(2) We have not paid and do not anticipate paying a cash dividend on our common stock.

(3) We utilized the simplified method to determine the expected term of the stock options since we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

(4) The risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of grant, which corresponds to the expected term of the stock options.

The following table summarizes the Company's stock option activity for the six months ended June 30, 2016:

	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Outstanding as of January 1, 2016	150,000	9.47	$ 10.72	$ 3.50
Granted	150,000	9.70	11.92	3.81
Exercised	—	—	—	—
Forfeited	—	—	—	—
Outstanding as of June 30, 2016	300,000	9.58	$ 11.32	$ 3.66
Exercisable as of June 30, 2016	—			

As of June 30, 2016, the total compensation cost related to nonvested stock options not yet recognized was approximately $0.9 million with a weighted average remaining period of 2.58 years over which it is expected to be recognized. The aggregate intrinsic value of outstanding stock options at June 30, 2016 was approximately $1.0 million.

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Restricted Stock Units ("RSUs")

The Company awards RSUs to certain employees under the 2015 Plan, which vest over a three or four year period. RSUs that vest over a three year period are subject to the following time-based vesting conditions, 33.333% on the first anniversary of the grant date, and thereafter, 2.778% on the monthly anniversary of the grant date for the remaining 24 months, subject to continued service through each applicable vesting date. RSUs that vest over a four year period are subject to the following time-based vesting conditions, 25% on the first anniversary of the grant date, and thereafter, 6.25% on the quarterly anniversary of the grant date for the remaining 36 months, subject to continued service through each applicable vesting date. Upon a termination of service relationship by the Company, all unvested units will be forfeited and the shares of common stock underlying such award will become available for issuance under the 2015 Plan.

The fair value of RSUs is calculated based on the closing market value of the Company's common stock on the date of grant. The fair value of these equity awards is amortized to equity-based compensation expense over the vesting periods described above, which totaled approximately \$0.2 million and \$0 for the three months ended June 30, 2016 and 2015, respectively, and approximately \$0.3 million and \$0 for the six months ended June 30, 2016 and 2015, respectively.

The following table summarizes the activity of the Company's unvested RSUs for the six months ended June 30, 2016:

	Number of RSUs	Weighted Average Grant Date Fair Value
Unvested as of January 1, 2016	98,500	$ 12.65
Issued	184,890	12.57
Forfeited	(12,250)	12.65
Vested	—	—
Unvested as of June 30, 2016	271,140	$ 12.60

As of June 30, 2016, the total compensation cost related to unvested RSUs not yet recognized was approximately \$3.0 million with a weighted average remaining period of 3.32 years over which it is expected to be recognized.

Restricted Stock Awards ("RSAs")

As discussed in Note 1, in connection with the Corporate Reorganization in August 2015, all of the outstanding equity awards (which were comprised of Class C-1 and C-2 units of Topco) that were granted under the TA Topco 1, LLC 2014 Equity Incentive Plan, were converted into shares of the common stock and restricted stock of the Company. The portion of outstanding Class C units that had vested as of the consummation of the Corporate Reorganization were converted into shares of the Company's common stock and the remaining portion of unvested outstanding Class C units were converted into shares of the Company's restricted stock, which were granted under the 2015 Plan.

The shares of restricted stock of the Company are generally subject to the following time-based vesting conditions, in accordance with the terms and conditions of the Class C units from which such shares were converted, 25% on the first anniversary of the vesting reference date applicable to individual grants, and thereafter, 2.0833% on the final day of each of the following 36 months, subject to continued service through each applicable vesting date. Upon a termination of service relationship by the Company, all unvested awards will be forfeited and the shares of common stock underlying such award will become available for issuance under the 2015 Plan.

The fair value of these equity awards is amortized to equity-based compensation expense over the vesting periods described above, which totaled approximately $0.8 million and $0.7 million for the three months ended June 30, 2016 and 2015, respectively, and $1.7 million and $1.4 million for the six months ended June 30, 2016 and 2015, respectively. Equity-based compensation expense is included as part of general and administrative expense in the accompanying condensed consolidated statements of comprehensive income.

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AMPLIFY SNACK BRANDS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

The following table summarizes the activity of the Company's unvested RSAs for the six months ended June 30, 2016:

	Number of RSAs	Weighted Average Grant Date Fair Value
Unvested as of January 1, 2016	4,991,858	$ 1.45
Issued	—	—
Forfeited	(45,238)	1.21
Vested	(990,557)	1.60
Unvested as of June 30, 2016	3,956,063	$ 1.42

As of June 30, 2016, the total compensation cost related to unvested RSAs not yet recognized was approximately $6.9 million with a weighted average remaining period of 2.17 years over which it is expected to be recognized.

13. SUBSEQUENT EVENTS

Credit Facility

On July 1, 2016, the Company amended the Credit Facility to increase the capacity under the revolving credit facility by $15.0 million to a total of $40 million by adding a third-party lender to the revolving credit facility commitment.

Acquisition of Crisps Topco Limited

On August 6, 2016, Thunderball Bidco Limited ("Purchaser"), a direct, wholly-owned subsidiary of the Company and SkinnyPop Popcorn LLC, a direct wholly-owned subsidiary of the Company entered into a share purchase agreement and a warranty deed with the equityholders of Crisps Topco Limited ("Crisps"), a company incorporated under the laws of England and Wales, which owns the Tyrrells global portfolio of premium snack brands, pursuant to which Purchaser will acquire all of the outstanding equity interests of Crisps. Pursuant to the share purchase agreement and warranty deed, and subject to the terms and conditions contained therein, at the closing of the transaction, Purchaser will acquire all of the outstanding equity interests of Crisps at an enterprise value of £300 million (or approximately $392.1 million based on the pound sterling (£) to US dollar ($) exchange rate of 1.3071, as of August 5, 2016), comprising of £278 million of cash (or approximately $363.4 million based on the pound sterling (£) to US dollar ($) exchange rate of 1.3071, as of August 5, 2016) and approximately 2.1 million shares of the Company's common stock. The share consideration payable is fixed based upon the closing price of the Company's common stock on the New York Stock Exchange on August 5, 2016 and a pound sterling (£) to US dollar ($) exchange rate of 1.3042. There is no fixed exchange rate for the cash consideration payable. As discussed below, the Company has entered into a foreign currency hedging arrangement for the majority of the cash consideration component. The closing of the transaction is subject to the satisfaction or waiver of customary closing conditions, including the expiration or termination of any waiting periods applicable to the transaction, including applicable antitrust and competition laws. The closing of the transaction is not subject to a financing condition. The Company expects this acquisition to close in the third quarter of 2016.

In connection with the execution of the share purchase agreement to acquire Crisps, on August 6, 2016 the Company entered into a commitment letter with Jefferies Finance LLC, Credit Suisse AG, Credit Suisse Securities (USA) LLC and Goldman Sachs Bank USA (together with their designated affiliates, "Commitment Parties"), pursuant to which the Commitment Parties committed to provide a term loan facility in an aggregate amount of $600 million and a revolving loan facility in an aggregate amount of $50 million. The commitments of the Commitment Parties to provide the debt funding are subject to customary conditions, including the consummation of the acquisition of Crisps, the execution and delivery of definitive documentation, the accuracy of certain specified representations and other customary closing conditions.

Foreign Currency Option

In connection with its acquisition of Crisps, in August 2016, the Company entered into a foreign currency option with a counterparty which gives the Company the right, but not the obligation, to purchase £200 million at a pound sterling (£) to US dollar ($) exchange rate of 1.35 ("strike price'). In exchange for this right, the Company will be required to pay a premium of approximately $2.7 million to the counterparty on September 14, 2016.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in “Risk Factors” included elsewhere in this report.
Forward-looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may”, “will”, "seek", “should”, “expects”, “plans”, “anticipates”, “could”, “intends”, “target”, “projects”, “strat “believes”, “estimates”, "goal", “potential”, "likely", or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this report include, but are not limited to, statements about:

- our future financial performance, including our net sales, cost of goods sold, gross profit or gross profit margin, operating expenses, ability to generate positive cash flow and ability to achieve and maintain profitability;
- our ability to maintain, protect and enhance our brands;
- our ability to attract and retain customers;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs and service our indebtedness;
- our ability to produce sufficient quantities of our products to meet demands;
- demand fluctuations for our products;
- our ability to successfully innovate and compete in the food industry;
- changing trends, preferences and tastes in the food industry;
- our ability to successfully expand in our existing markets and into new U.S. and international markets;
- worldwide economic conditions and their impact on consumer spending;
- our expectations concerning relationships with third parties;
- our ability to effectively manage our growth and future expenses;
- future acquisitions of or investments in complementary companies or products;
- changes in regulatory requirements in our industry and our ability to comply with those requirements;
- the attraction and retention of qualified employees and key personnel; and
- the expected timing of our acquisition of Crisps Topco Limited ("Crisps").

We caution you that the foregoing list may not contain all of the forward-looking statements made in this report.
You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in “Risk Factors” and elsewhere in this report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this report. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

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The forward-looking statements made in this report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this report to reflect events or circumstances after the date of this report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

Our Company and Our Business

Amplify Snack Brands, Inc., a Delaware corporation, and its wholly-owned subsidiaries (collectively, the "Company", "we", "us" and "our") is a high growth, snack food company focused on developing and marketing products that appeal to consumers' growing preference for better-for-you ("BFY") snacks. Our anchor brand, SkinnyPop, is a rapidly-growing, highly-profitable and market-leading BFY ready-to-eat ("RTE") popcorn brand. Through its simple, major allergen-free and non-GMO ingredients, SkinnyPop embodies our BFY mission and has amassed a loyal and growing customer base across a wide range of food distribution channels in the United States. In April 2015, we acquired Paqui, LLC ("Paqui"), an emerging BFY tortilla chip brand and in April 2016, we acquired Boundless Nutrition, LLC ("Boundless Nutrition"), which manufactures and distributes its Oatmega protein snack bars and Perfect Cookie products to natural, grocery, mass and foodservice retail partners across the Unites States. These acquisitions allow us to leverage our infrastructure to help us grow into adjacent snacking sub-segments with innovative BFY brands. We believe that our focus on building a portfolio of exclusively BFY snack brands differentiates us and will allow us to leverage our platform to realize material synergies across our family of BFY brands, as well as allow our retail customers to consolidate their vendor relationships in this large and growing category.

Recent Developments

As discussed more fully in Note 1 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1, we completed a secondary public offering on May 19, 2016, in which 11,500,000 common shares were sold by selling stockholders to the public at a price of $11.25 per share. We did not receive any proceeds from the sale of shares in this offering.

As discussed more fully in Note 3 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1, we acquired Boundless Nutrition in April 2016 for total consideration of approximately $22.0 million. We may be required to pay additional consideration of up to $10 million in 2019, which is contingent upon the achievement of a defined contribution margin during 2018. We borrowed $12.0 million under the revolving credit facility and used $4.5 million of cash on hand, excluding holdback amounts, to fund the acquisition of Boundless Nutrition. We plan to leverage our existing sales force and relationships with retail customers and distributors to help gain distribution for the Oatmega protein snack bars and Perfect Cookie products.

As discussed more fully in Note 13 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1, on August 6, 2016, our wholly owned subsidiaries Thunderball Bidco Limited ("Purchaser") and SkinnyPop Popcorn LLC entered into definitive agreements with the equityholders of Crisps Topco Limited ("Crisps"), a company incorporated under the laws of England and Wales, which owns the Tyrrells global portfolio of premium snack brands, pursuant to which Purchaser will acquire all of the outstanding equity interests of Crisps. Purchaser will acquire all of the outstanding equity interests of Crisps at an enterprise value of £300 million, comprising of £278 million of cash and approximately 2.1 million shares of our common stock. The share consideration payable is fixed based upon the closing price of our common stock on the New York Stock Exchange on August 5, 2016 and a pound sterling (£) to US dollar ($) exchange rate of 1.3042. There is no fixed exchange rate for the cash consideration payable but we have entered into a foreign currency hedging arrangement for the majority of the cash consideration component. We expect this acquisition to close in the third quarter of 2016.

Additionally, in connection with the execution of the definitive agreements to acquire Crisps, on August 6, 2016, we entered into a commitment letter (the "Commitment Letter") with Jefferies Finance LLC, Credit Suisse AG, Credit

Suisse Securities (USA) LLC and Goldman Sachs Bank USA (together with their designated affiliates, "Commitment Parties"), pursuant to which the Commitment Parties committed to provide a term loan facility in an aggregate amount of $600 million and a revolving loan facility in an aggregate amount of $50 million. The commitments of the Commitment Parties to provide the debt funding are subject to customary conditions, including the consummation of the acquisition of Crisps, the execution and delivery of definitive documentation, the accuracy of certain specified representations and other customary closing conditions.

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We expect the pending acquisition of Crisps, once completed, to have a significant impact on our business and results of operations, including net sales, cost of goods sold, sales & marketing expenses, general & administrative expenses, and net income, which we are in the process of assessing. Our expectations of income and expenses discussed throughout this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations do not include the impact of the pending Crisps acquisition and the resulting Crisps net sales.

Results of Operations

Comparison of Three Months Ended June 30, 2016 and June 30, 2015

The following table compares our results of operations, including as a percentage of net sales, for the three months ended June 30, 2016 and 2015. Amounts are in thousands except percentage information.

	Three Months Ended June 30, 2016	% of Net Sales	Three Months Ended June 30, 2015	% of Net Sales
Net sales	$59,866	100.0%	$47,354	100.0%
Cost of goods sold	27,318	45.6 %	20,661	43.6 %
Gross profit	32,548	54.4 %	26,693	56.4 %
Sales & marketing expenses	7,969	13.3 %	5,016	10.6 %
General & administrative expenses	6,285	10.5 %	11,985	25.3 %
Total operating expenses	14,254	23.8 %	17,001	35.9 %
Operating income	18,294	30.6 %	9,692	20.5 %
Interest expense	3,126	5.2 %	3,058	6.5 %
Income before income taxes	15,168	25.4 %	6,634	14.0 %
Income tax expense	6,400	10.7 %	3,074	6.5 %
Net income	$8,768	14.7 %	$3,560	7.5 %

Net Sales

Net sales increased approximately $12.5 million, or 26.4%, from $47.4 million for three months ended June 30, 2015 to $59.9 million for the three months ended June 30, 2016. Our increase in net sales was primarily due to volume increases of the SkinnyPop brand driven by increased distribution and additional trade promotional support, along with the national launch of our Paqui brand in 2016 and the addition of the Oatmega brand in April 2016 via acquisition. Product price changes did not significantly impact sales growth from period to period.

We expect to see continued growth in net sales from our SkinnyPop brand in 2016 when compared to 2015 for the reasons discussed above. In addition, we expect the national launch of our Paqui tortilla chip brand and our recent acquisition of Boundless Nutrition to contribute additional net sales in 2016.

Cost of Goods Sold/Gross Profit

Gross profit increased approximately $5.9 million, or 21.9%, from $26.7 million for the three months ended June 30, 2015 to $32.5 million for the three months ended June 30, 2016. This increase was primarily related to the increase in net sales discussed above. Gross profit as a percentage of net sales decreased 200 basis points, from 56.4% for the three months ended June 30, 2015 to 54.4% for the three months ended June 30, 2016. The decrease in gross profit as a percentage of net sales was primarily driven by a higher level of trade promotional activity and increased contribution of the Paqui and Oatmega brands which have a lower gross margin profile than our SkinnyPop brand. These decreases were partially offset by improved rates on materials and ingredients. We expect gross profit as a percentage of net sales to decrease in 2016 when compared to 2015 for the reasons discussed above.

Sales and Marketing Expenses

Sales and marketing expenses increased approximately $3.0 million, or 58.9%, from $5.0 million for the three months ended June 30, 2015 to $8.0 million for the three months ended June 30, 2016. The increase was due primarily to an increase in consumer marketing expenses to drive brand awareness and trial, as well as an increase in compensation expense associated with our efforts to build out our internal sales and marketing team. Sales and marketing expenses as a percentage of net sales increased from 10.6% for the three months ended June 30, 2015 to 13.3% for the three months ended June 30, 2016.

We anticipate that sales and marketing expenses will increase in both absolute dollars and as a percentage of net sales in 2016, when compared to 2015, as we expect to see the full year impact in compensation expense associated with the recent build out of our internal sales and marketing team and continue our consumer marketing efforts to drive brand awareness and trial of our brands.

General and Administrative Expenses

General and administrative expenses decreased $5.7 million, or 47.6%, from $12.0 million for the three months ended June 30, 2015 to $6.3 million for the three months ended June 30, 2016. The decrease is primarily due to the contingent compensation arrangement with the founders of the SkinnyPop brand being fully accrued as of December 31, 2015 and the incurrence of costs related to our IPO which closed in August 2015. During the three months ended June 30, 2015, the Company recognized approximately $4.6 million of expense related to the compensation arrangement with the founders of SkinnyPop and approximately $2.0 million of IPO-related expenses. These decreases were partially offset by the incurrence of approximately $0.6 million in costs related to our secondary public equity offering, which closed in May 2016, and an increase in expense associated with infrastructure investments, including personnel and systems, and new administrative costs required to operate effectively as a public company. General and administrative expenses as a percentage of net sales was 25.3% for the three months ended June 30, 2015 and 10.5% for the three months ended June 30, 2016.

We expect our general and administrative expenses to decrease significantly in both absolute dollars and as a percentage of net sales in 2016 when compared to 2015 for the reasons discussed above.

Interest Expense

Interest expense remained constant at approximately $3.1 million for each of the three month periods ended June 30, 2016 and 2015. We experienced an increase to interest expense associated with the issuance of notes payable to the sellers of Paqui and Boundless Nutrition in April 2015 and April 2016, respectively. This increase was offset by a decrease to interest expense associated with principal payments on our term loan totaling $12.7 million during the past 12 months.

We anticipate interest expense will increase in 2016 when compared to 2015, as a result of a $12.0 million borrowing under our revolving credit facility and issuance of $4.0 million of notes payable in connection with our acquisition of Boundless Nutrition in April 2016. We expect these increases will be partially offset by a decrease to interest expense on our term loan, as we expect to continue making scheduled quarterly principal payments for the remainder of 2016.

Income Tax Expense

Income tax expense increased approximately $3.3 million, or 108.2%, from $3.1 million for the three months ended June 30, 2015 to $6.4 million for the three months ended June 30, 2016. The effective tax rate was 46.3% for the three months ended June 30, 2015 and 42.2% for the three months ended June 30, 2016. The decrease to the effective tax rate was primarily due to IPO-related costs incurred during the three months ended June 30, 2015 slightly offset by secondary public offering costs incurred during the three months ended June 30, 2016, which were not tax deductible.

We anticipate income tax expense will increase significantly in absolute dollars in 2016 when compared to 2015 based on our business growth expectations.

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Results of Operations

Comparison of Six Months Ended June 30, 2016 and June 30, 2015

The following table compares our results of operations, including as a percentage of net sales, for the six months ended June 30, 2016 and 2015. Amounts are in thousands except percentage information.

	Six Months Ended June 30, 2016	% of Net Sales	Six Months Ended June 30, 2015	% of Net Sales
Net sales	$114,211	100.0%	$91,629	100.0%
Cost of goods sold	53,245	46.6 %	40,527	44.2 %
Gross profit	60,966	53.4 %	51,102	55.8 %
Sales & marketing expenses	13,648	11.9 %	8,634	9.4 %
General & administrative expenses	11,717	10.3 %	21,017	22.9 %
Total operating expenses	25,365	22.2 %	29,651	32.4 %
Operating income	35,601	31.2 %	21,451	23.4 %
Interest expense	6,152	5.4 %	6,013	6.6 %
Income before income taxes	29,449	25.8 %	15,438	16.8 %
Income tax expense	12,279	10.8 %	6,974	7.6 %
Net income	$17,170	15.0 %	$8,464	9.2 %

Net Sales

Net sales increased approximately $22.6 million, or 24.6%, from $91.6 million for the six months ended June 30, 2015 to $114.2 million for the six months ended June 30, 2016. Our increase in net sales was primarily due to volume increases of the SkinnyPop brand driven by increased distribution and additional trade promotional support, along with the national launch of our Paqui brand in 2016 and the addition of the Oatmega brand in April 2016 via acquisition. Product price changes did not significantly impact sales growth from period to period.

Cost of Goods Sold/Gross Profit

Gross profit increased approximately $9.9 million, or 19.3%, from $51.1 million for the six months ended June 30, 2015 to $61.0 million for the six months ended June 30, 2016. This increase was primarily related to the increase in net sales discussed above. Gross profit as a percentage of net sales decreased 240 basis points, from 55.8% for the six months ended June 30, 2015 to 53.4% for the six months ended June 30, 2016. The decrease in gross profit as a percentage of net sales was primarily driven by a higher level of trade promotional activity and increased contribution of the Paqui and Oatmega brands which have a lower gross margin profile than our SkinnyPop brand.

Sales and Marketing Expenses

Sales and marketing expenses increased approximately $5.0 million, or 58.1%, from $8.6 million for the six months ended June 30, 2015 to $13.6 million for the six months ended June 30, 2016. The increase was due primarily to an increase in consumer marketing expenses to drive brand awareness and trial, as well as an increase in compensation expense associated with our efforts to build out our internal sales and marketing team. Sales and marketing expenses as a percentage of net sales increased from 9.4% for the six months ended June 30, 2015 to 11.9% for the six months ended June 30, 2016.

General and Administrative Expenses

General and administrative expenses decreased $9.3 million, or 44.2%, from $21.0 million for the six months ended June 30, 2015 to $11.7 million for the six months ended June 30, 2016. The decrease is due to the contingent compensation arrangement with the founders of the SkinnyPop brand being fully accrued as of December 31, 2015 and the incurrence of costs related to our IPO which closed in August 2015. During the six months ended June 30, 2015, the Company recognized approximately $9.2 million of expense related to the compensation arrangement with the founders of SkinnyPop and approximately $2.6 million of IPO-related expenses. These decreases were partially offset by the incurrence of approximately $0.6 million in costs related to our secondary public equity offering, which

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closed in May 2016, and an increase in expense associated with infrastructure investments, including personnel and systems, and new administrative costs required to operate effectively as a public company. General and administrative expenses as a percentage of net sales was 22.9% for the six months ended June 30, 2015 and 10.3% for the six months ended June 30, 2016.

Interest Expense

Interest expense increased approximately $0.1 million, or 2.3%, from $6.0 million for the six months ended June 30, 2015 to $6.1 million for the six months ended June 30, 2016. We experienced an increase to interest expense associated with the issuance of notes payable to the sellers of Paqui and Boundless Nutrition in April 2015 and April 2016, respectively. This increase was offset by a decrease to interest expense associated with principal payments on our term loan totaling $12.7 million during the past 12 months.

Income Tax Expense

Income tax expense increased approximately $5.3 million, or 76.1%, from $7.0 million for the six months ended June 30, 2015 to $12.3 million for the six months ended June 30, 2016. The effective tax rate was 45.2% for the six months ended June 30, 2015 and 41.7% for the six months ended June 30, 2016. The decrease to the effective tax rate was primarily due to IPO-related costs incurred during the six months ended June 30, 2015, slightly offset by secondary public offering costs incurred during the six months ended June 30, 2016, which were not tax deductible.

Liquidity and Capital Resources

Liquidity represents our ability to generate sufficient cash from operating activities to satisfy obligations, as well as our ability to obtain appropriate financing. Therefore, liquidity cannot be considered separately from capital resources that consist primarily of current and potentially available funds for use in achieving our objectives. Currently, our liquidity needs arise mainly from working capital requirements, primarily related to our purchases of ingredients and interest and principal payments on our outstanding indebtedness and, to a lesser extent, to capital expenditures. We believe our cash on hand and cash to be provided from our operations, in addition to borrowings available under our revolving credit facility, will be sufficient to fund our contractual commitments, including with respect to the Founders Contingent Compensation and the Tax Receivable Agreement ("TRA"), repay our obligations as required and meet our operational requirements for at least the next 12 months. In addition, we have an uncommitted incremental revolving facility that we believe would be available if we requested it from lenders. As of June 30, 2016 and December 31, 2015, $10.0 million and $25.0 million, respectively, was available for borrowing under our revolving credit facility and we had $7.4 million and $18.8 million of cash and cash equivalents on hand, respectively. Subsequent to June 30, 2016, we increased the borrowing capacity under our revolving credit facility by $15.0 million to a total of $40.0 million.

During the six months ended June 30, 2016, we used $23.0 million of cash on hand to pay down the Founder Contingent Compensation liability. The remaining obligation after this payment totaled $2.2 million, which we expect to satisfy with a final payment in the second half of 2016, when we finalize our tax savings associated with the deductibility of these payments.

We also expect to use cash to make payments under the TRA, which we expect to fund through a combination of borrowings under our revolving credit facility and cash on hand, and such amounts are expected to be significant over the next fifteen years.

Acquisition of Crisps

On August 6, 2016, our wholly-owned subsidiaries, Purchaser and SkinnyPop Popcorn LLC, entered into definitive agreements with the equityholders of Crisps, pursuant to which Purchaser will acquire all of the outstanding equity interests of Crisps. Purchaser will acquire all of the outstanding equity interests of Crisps at an enterprise value of £300 million, comprising of £278 million of cash and approximately 2.1 million shares of our common stock. We expect this acquisition to close in the third quarter of 2016. Concurrently with the execution and delivery of the definitive agreements to purchase Crisps, we entered into the Commitment Letter with the Commitment Parties, pursuant to which the Commitment Parties committed to provide a term loan facility in an aggregate amount of $600 million and a revolving loan facility in an aggregate amount of $50 million (collectively, the “2016 Debt Facilities”). We expect to use the proceeds of such term loan facility and revolving loan facility to (a) pay a portion of the Crisps acquisition cash consideration, (b) pay various fees and expenses incurred in connection with the Crisps acquisition and the 2016 Debt Facilities, and (c) repay the indebtedness outstanding under our existing Credit Facility that is described below. We

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have paid and will continue to pay substantial costs and expenses associated with the transaction and many of these costs and expenses will be payable whether or not the transaction is consummated.

We expect that our cash balances, in the aggregate, may decrease due to the payment of the Crisps purchase price and transaction-related expenses, partially offset by increased net sales during 2016 and proceeds from the 2016 Debt Facilities.

Historical Cash Flow

Comparison of Six Months Ended June 30, 2016 and June 30, 2015

The following table summarizes our cash flows from operating, investing and financing activities:

	Six Months Ended June 30,		
(In thousands)	2016	2015	Change
Cash flows (used in) provided by:			
Operating activities	$(2,190)	$25,477	$(27,667)
Investing activities	(16,568)	(8,141)	(8,427)
Financing activities	7,420	(10,016)	17,436
Net (decrease) increase in cash	$(11,338)	$7,320	$(18,658)

Operating Activities

Net cash provided by operating activities was approximately $25.5 million for the six months ended June 30, 2015 compared to net cash used in operating activities of approximately $2.2 million for the six months ended June 30, 2016, resulting in a decrease in cash provided by operating activities of approximately $27.7 million for the comparable six month periods. The decrease in cash provided by operating activities was primarily driven by a $23.0 million payment in March 2016 to our founders, related to their employment agreements entered into in connection with our acquisition of SkinnyPop Popcorn LLC, in July 2014. Refer to Notes 2 and 9 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1 for a more detailed discussion regarding this obligation.

Investing Activities

Net cash used in investing activities increased approximately $8.4 million from approximately $8.1 million for the six months ended June 30, 2015 to approximately $16.6 million for the six months ended June 30, 2016.

During the six months ended June 30, 2016, we used approximately $16.3 million to acquire Boundless Nutrition, net of cash acquired, and made capital expenditures of approximately $0.2 million. During the six months ended June 30, 2015, we used approximately $7.8 million to acquire Paqui, net of cash acquired, and made capital expenditures of approximately $0.3 million.

Financing Activities

Net cash used in financing activities was approximately $10.0 million for the six months ended June 30, 2015 compared to net cash provided by financing activities of approximately $7.4 million for the six months ended June 30, 2016, resulting in an increase in cash provided by financing activities of approximately $17.4 million for the comparable six month periods.

Net cash used in financing activities for the six months ended June 30, 2015 included $22.3 million of distributions paid to members of TA Topco 1, LLC ("Topco"), the former parent entity of the Company, in May 2015, $5.1 million of scheduled principal payments toward the outstanding balance on our term loan and a $5.0 million pay down on our revolving credit facility. These cash outflows were partially offset by borrowings of $22.5 million from our term loan and revolving credit facility which we used to fund the aforementioned distributions paid to members of Topco in May 2015.

During the six months ended June 30, 2016, we borrowed $12.0 million under our revolving credit facility to partially fund the acquisition of Boundless Nutrition in April and an additional $3.0 million in June to fund our working capital requirements. These cash inflows were partially offset by scheduled quarterly principal payments totaling $5.1 million on the outstanding balance of our term loan and a $2.5 million prepayment on the outstanding balance of our term

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loan in May. The amount of the prepayment was based on our Excess Cash Flow and Senior Secured Leverage Ratio (as defined in the Credit Agreement) as of December 31, 2015.

Tax Receivable Agreement

Immediately prior to the consummation of the IPO in August 2015, we entered into the TRA, with the former holders of units in TA Topco 1, LLC ("Topco"). In December 2015, all of the former holders of units in Topco collectively assigned their interests to a new counterparty. The TRA generally provides for payment by us to the counterparty of 85% of the U.S. federal, state and local tax benefits realized by us and our subsidiaries from the utilization of certain tax attributes that were generated when SkinnyPop Popcorn LLC was acquired by investment funds affiliated with TA Associates in July 2014. We will retain approximately 15% of the U.S. federal, state and local tax benefits realized from the utilization of such tax attributes. We expect the payments we are required to make under the TRA will be substantial. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize all tax benefits that are subject to the TRA, we expect to be required to pay the counterparty approximately $96.1 million through 2030. Refer to Note 9 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1 for additional details regarding the TRA obligation.

Indebtedness

Credit Facility

In July 2014, we entered into a credit agreement which initially provided for a $150.0 million term loan facility and a $7.5 million revolving credit facility. The term loan facility and revolving credit facility are hereinafter collectively referred to as the “Credit Facility”. We used the proceeds from this term loan borrowing to partially finance the acquisition of SkinnyPop Popcorn LLC, in July 2014.

In December 2014, we amended the Credit Facility to increase our term loan borrowings by $50 million to a total of $200 million. We used the proceeds from this term loan borrowing to partially finance a $59.8 million distribution paid to members of Topco, our former parent entity, in December 2014.

In May 2015, we amended the Credit Facility to (i) increase our term loan borrowings by $7.5 million to a total of $205 million, net of principal payments made in the first quarter of 2015 totaling $2.5 million, and (ii) increase the capacity under our revolving credit facility by $17.5 million to a total of $25 million. We used the proceeds from this term loan borrowing along with a $15 million borrowing under our revolving credit facility to finance a $22.3 million distribution paid to members of Topco, in May 2015.

The Credit Facility is scheduled to mature on July 17, 2019, with an option to extend the maturity of the term loan with the consent of lenders willing to provide such extension.

As of June 30, 2016 and December 31, 2015, the outstanding balance on our term loans were approximately $189.7 million and $197.3 million, respectively. The term loans amortize in equal quarterly installments of approximately $2.6 million, with the balance due at maturity.

As of June 30, 2016 and December 31, 2015, the outstanding balance on our revolving credit facility was $15.0 million and $0, respectively, and availability under our revolving credit facility totaled $10.0 million as of June 30, 2016. In July 2016, we increased the borrowing capacity under our revolving credit facility by $15.0 million to a total of $40.0 million. Refer to Note 13 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1 for additional details regarding this transaction.

In the future, we may use the revolving credit facility for working capital and for other general corporate purposes, including acquisitions, investments, dividends and distributions, to the extent permitted under the Credit Facility. The Credit Facility also provides that, upon satisfaction of certain conditions, we may increase the aggregate principal amount of the loans outstanding thereunder by an amount not to exceed $35 million, subject to receipt of additional lending commitments for such loans.

In connection with the acquisition of Crisps, we intend to refinance the debt owed under our existing Credit Facility. Additional details regarding our intended financing plans can be found in Note 13 in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1.

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Interest

Outstanding term loan and revolving credit facility borrowings under the Credit Facility bear interest at a rate per annum equal to (a) the Eurodollar Rate plus 4.50% or (b) the Base Rate (equal in this context to the greater of (i) the prime rate, (ii) the federal funds rate plus 1/2 of 1.00% and (iii) the Eurodollar Rate plus 1.00%) (but subject to a minimum of 2.00%) plus 3.50%.

The interest rate on our outstanding indebtedness was 5.5% per annum at June 30, 2016 and December 31, 2015.

We are required to pay a commitment fee of the unused commitments under the revolving credit facility at a rate equal to 0.50% per annum.

Guarantees

The loans and other obligations under the Credit Facility (including in respect of hedging agreements and cash management obligations) are (a) guaranteed by the Company and its existing and future wholly-owned U.S. subsidiaries and (b) secured by substantially all of the assets of the Company and its existing and future wholly-owned U.S. subsidiaries, in each case subject to certain customary exceptions and limitations.

Covenants

As of the last day of any fiscal quarter of the Company, the terms of the Credit Facility require the Company and its subsidiaries (on a consolidated basis and subject to certain customary exceptions) to maintain (x) a maximum total funded debt to consolidated EBITDA ratio of not more than 4.25 to 1.0, initially, and decreasing to 2.25 to 1.0 over the term of the Credit Facility and (y) a minimum fixed charge coverage ratio of not less than 1.10 to 1.00. As of June 30, 2016, we were in compliance with our financial covenants.

In addition, the Credit Facility contains (a) customary provisions related to mandatory prepayment of the loans thereunder with (i) 50% of Excess Cash Flow (as defined in the Credit Facility), subject to step-downs to 25% and 0% of Excess Cash Flow at certain leverage-based thresholds and (ii) the proceeds of asset sales and casualty events (subject to certain customary limitations, exceptions and reinvestment rights) and (b) certain covenants that, among other things, restrict additional indebtedness, liens and encumbrances, investments, acquisitions, loans and advances, mergers, consolidations and asset dispositions, dividends and other restricted payments, transactions with affiliates and other matters customarily restricted in such agreements, in each case, subject to certain customary exceptions.

Based on our calculation of Excess Cash Flow and our Senior Secured Leverage Ratio (as defined in the Credit Facility) as of December 31, 2015, the company made a prepayment on our term loan of approximately $2.5 million, in May 2016.

Although the Credit Facility generally prohibits payments and dividends and distributions, we are permitted, subject to certain customary conditions such as the absence of events of default and compliance with financial covenants, to make payments, dividends or distributions including (a) earnout payments, (b) payments, dividends or distributions in cash from retained excess cash flow and certain proceeds from distributions from or sales of investments, (c) payments, dividends or distributions in an unlimited amount from the proceeds of equity issuances and (d) payments, dividends or distributions not to exceed $5.0 million in the aggregate.

Under the Credit Facility, the Founder Contingent Compensation may be paid at any time so long as no payment default under the Credit Facility has occurred and is continuing and, immediately after giving effect to such payment, the Company has at least $5.0 million of cash and cash equivalents subject to a first priority lien in favor of the lenders party thereto plus availability under the revolving facility. In March 2016, we paid $23.0 million of the Founder Contingent Compensation liability.

The Credit Facility also contains customary events of default, including payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to certain material indebtedness in excess of specified amounts, certain events of bankruptcy and insolvency, certain ERISA events, judgments in excess of specified amounts, certain impairments to the guarantees or collateral documents and change in control defaults.

Other

Certain of the lenders under the Credit Facility (or their affiliates) may provide, certain commercial banking, financial advisory and investment banking services in the ordinary course of business for us and our subsidiaries, for which they receive customary fees and commissions.

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Notes Payable

In connection with our acquisition of Boundless Nutrition in April 2016 and Paqui in April 2015, we issued approximately $4.0 million and $3.9 million, respectively, in unsecured notes payable to the respective sellers. The notes issued to the sellers of Boundless Nutrition bear interest at a rate per annum of 0.67% with principal and interest due at varying maturity dates between April 29, 2017 and December 31, 2018. The notes issued to the sellers of Paqui bear interest at a rate per annum of 1.5% with principal and interest due at maturity on March 31, 2018. We recorded acquisition-date fair value discounts totaling approximately $0.4 million based on market rates for debt instruments with similar terms, which is amortized to interest expense over the term of the notes using the effective-interest method.

Contractual Obligations and Other Commitments

Except as discussed in Notes 8 - 10, in the accompanying Notes to Condensed Consolidated Financial Statements contained in Item 1, there were no material changes in our commitments under contractual obligations, as disclosed in our audited consolidated financial statements for the year ended December 31, 2015.

Refer to "Liquidity and Capital Resources- Acquisition of Crisps" contained in Item 2 herein, for a discussion regarding our entry into a definitive agreement on August 6, 2016, to acquire the outstanding equity interests of Crisps and our related financing intentions.

Off Balance Sheet Arrangements

At June 30, 2016, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Critical Accounting Policies and Estimates

We prepare our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP"). In the preparation of these condensed consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations would be affected. 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. We refer to accounting estimates of this type as critical accounting polices and estimates. The application of each of these critical accounting policies and estimates was discussed in "Critical Accounting Policies and Estimates" included in our 2015 Annual Report on Form 10-K. There have been no material changes to our critical accounting policies and estimates from those discussed in our 2015 Annual Report on Form 10-K.

Non-GAAP Financial Measures

We include Adjusted EBITDA, which we refer to as a non-GAAP metric, in this report because it is an important measure upon which our management assesses our operating performance. We use Adjusted EBITDA as a key performance metric because we believe it facilitates operating performance comparisons from period-to-period by excluding potential differences primarily caused by variations in capital structures, tax positions, the impact of depreciation and amortization expense on our fixed assets and intangible assets and the impact of equity-based compensation expense. In addition, our Credit Agreement contains financial maintenance covenants, including a total funded debt ratio and a minimum fixed charged ratio, that use Adjusted EBITDA as one of their inputs. Because this non-GAAP metric facilitates internal comparisons of our historical operating performance on a more consistent basis, we also use it for business planning purposes, to incentivize and compensate our management personnel, and in evaluating acquisition opportunities. In addition, we believe this non-GAAP metric and similar measures are widely used by investors, securities analysts, ratings agencies and other parties in evaluating companies in our industry as a measure of financial performance and debt-service capabilities.

Our use of this non-GAAP metric has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA metric does not reflect our cash expenditures for capital equipment or other contractual commitments;

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- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect capital expenditure requirements for such replacements;
- Adjusted EBITDA metrics may not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the interest expense or the cash requirements necessary to service interest or principal payments on our indebtedness; and
- Other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

In evaluating this non-GAAP metric, you should be aware that in the future we will incur expenses similar to the adjustments in this presentation. Our presentation of any non-GAAP metric should not be construed as an inference that our future results will be unaffected by these expenses or any other expenses, whether or not they are unusual or non-recurring items. When evaluating our performance, you should consider this non-GAAP metric alongside other financial performance measures, including our net income and other GAAP results.

Adjusted EBITDA

Adjusted EBITDA is a financial performance measure that is not calculated in accordance with GAAP. We define Adjusted EBITDA as net income adjusted to exclude, when appropriate, interest expense, income tax expense, depreciation, amortization of intangible assets, Founder Contingent Compensation expense, equity-based compensation expenses and other non-operational items. Below, we have provided a reconciliation of Adjusted EBITDA to our net income, the most directly comparable financial measure calculated and presented in accordance with GAAP. Adjusted EBITDA should not be considered as an alternative to net income or any other measure of financial performance calculated and presented in accordance with GAAP. Our Adjusted EBITDA may not be comparable to similarly titled measures of other organizations because other organizations may not calculate Adjusted EBITDA in the same manner as we calculate the measure.

The following tables present a reconciliation of Adjusted EBITDA to net income, the most directly comparable GAAP measure, for each of the periods indicated (amounts in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	$8,768	$3,560	$17,170	$8,464
Non-GAAP adjustments:				
Interest expense	3,126	3,058	6,152	6,013
Income tax expense	6,400	3,074	12,279	6,974
Depreciation	168	61	275	108
Amortization of intangible assets	1,091	1,060	2,154	2,102
Equity-based compensation expenses	1,090	650	2,169	1,438
Founder contingent compensation	—	4,601	—	9,203
Transaction-related expenses:				
IPO-related expenses (1)	—	1,953	—	2,638
Secondary offering- related expenses (2)	615	—	615	—
Acquisition related expenses (3)	474	395	474	395
Executive recruitment (4)	—	307	—	615
Recapitalization expenses (6)	—	91	—	91
Adjusted EBITDA	$21,732	$18,810	$41,288	$38,041

(1) Includes legal and accounting fees paid in connection with the IPO process, which closed in August 2015.

(2) Includes legal, accounting, printing and filing fees paid in connection with our secondary public offering, which closed in May 2016.

(3) Includes legal, accounting and consulting fees along with severance expenses and integration costs incurred in connection with our acquisition of Boundless Nutrition and Paqui in April 2016 and April 2015, respectively.

(4) Represents the recognized expense associated with sign-on and retention bonuses for certain executive hires and certain recruiting fees. We are permitted to add back expenses of this type in determining Adjusted EBITDA under the Credit Agreement governing our term loan. Adjusted EBITDA (as defined therein) is used thereunder in determining our financial maintenance covenants and for calculating ratios in our debt incurrence covenants and is therefore an important measure of our financial performance and our ability to take certain actions in operating our business. Refer to the Indebtedness discussion contained in Item 2 herein.

(5) Represents the expenses we incurred in connection with a distribution paid in May 2015 to members of the former parent entity of the Company

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to certain market risks in the ordinary course of our business. These risks primarily include market sensitivities as follows:

Ingredient Risk

We purchase ingredients, including popcorn kernels, white corn, sunflower oil, canola oil, seasoning and packaging materials used in the contract manufacturing of our products. These ingredients are subject to price fluctuations that may create price risk. We do not attempt to hedge against fluctuations in the prices of the ingredients by using future, forward, option or other derivative instruments. We seek to mitigate the impact of ingredient cost increases through forward-pricing contracts and taking physical delivery of future ingredient needs. We strive to offset the impact of ingredient cost increases with a combination of cost savings initiatives and efficiencies and price increases to our customers. No material changes have occurred in relation to ingredient risk as described in our 2015 Annual Report on Form 10-K.

Interest Rate Risk

We currently do not engage in any interest rate hedging activity and currently have no intention to do so in the foreseeable future. Based on the average interest rate on the Credit Facility during the year ended December 31, 2015 and to the extent that borrowings were outstanding, we do not believe that a 1.0% change in the interest rate would have a material effect on our results of operations or financial condition. No material changes have occurred in relation to interest rate risk as described in our 2015 Annual Report on Form 10-K.

We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We have not been exposed nor do we anticipate being exposed to material risks due to a change in interest rates.

Foreign Exchange Risk

Our sales and costs are currently denominated in U.S. dollars and are not subject to foreign exchange risk. However, to the extent our sourcing strategy changes or if our acquisition of Crisps is successful or we commence generating net sales outside of the United States and Canada that are denominated in currencies other than the U.S. dollar, our results of operations could be impacted by changes in exchange rates. In connection with our acquisition of Crisps, in August 2016, we entered into a foreign currency option with a counterparty which gives us the right, but not the obligation, to purchase £200 million at a pound sterling (£) to US dollar ($) exchange rate of 1.35 ("strike price'). In exchange for this right, we will be required to pay a premium of approximately $2.7 million to the counterparty on September 14, 2016. No other material changes have occurred in relation to foreign exchange risk as described in our 2015 Annual Report on Form 10-K.

Inflation

Inflationary factors, such as increases in the cost of goods sold and selling, general and administrative expenses, may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross profit margin and selling, general and administrative expenses as a percentage of net sales if the selling prices of our products do not increase to cover these increased costs. No material changes have occurred in relation to inflation risk as described in our 2015 Annual Report on Form 10-K.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As a public company, we will be required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which will require, beginning with our Annual Report on Form 10-K for the year ended December 31, 2016, annual management assessments of the effectiveness of our internal control over financial reporting. Additionally, as of the later of the filing of such Annual Report and the date we are no longer an “emerging growth company” we will require a report by our independent registered public accounting firm that addresses the effectiveness of our internal control over financial reporting. During the course of our testing, we may identify deficiencies that we may not be able to remediate in time to meet our deadline for compliance with Section 404.

We have established disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that information relating to the Company is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2016, the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of June 30, 2016.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as described in our 2015 Annual Report on Form 10-K.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We have received, and may in the future continue to receive, claims from third parties asserting, among other things, infringement of their intellectual property rights. Future litigation may be necessary to defend ourselves, our partners and our customers by determining the scope, enforceability and validity of third-party proprietary rights or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors. See "Risk Factors—Litigation or legal proceedings could expose us to significant liabilities and have a negative impact on our reputation".

Item 1A. Risk Factors.

Certain factors may have a material adverse effect on our business, financial condition and results of operations. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including our consolidated financial statements and related notes. Any of the following risks could materially and adversely affect our business, operating results, financial condition, or prospects and cause the value of our common stock to decline, which could cause you to lose all or part of your investment.

Risks Related to Our Business

Risks Related to Our Products

We rely on sales to a limited number of distributors and retailers for the substantial majority of our net sales, and the loss of one or more such distributors or retailers may harm our business.

A substantial majority of our sales are generated from a limited number of distributors and retailers, which we refer to as customers. For the three and six months ended June 30, 2016, sales to our two largest customers, Costco and Sam's Club, represented approximately 28% and 15% of our net sales in both periods, respectively. In addition, these two customers accounted for approximately 42% of our accounts receivable as of June 30, 2016. Although the composition of our significant customers may vary from period to period, we expect that most of our net sales and accounts receivable will continue to come from a relatively small number of customers for the foreseeable future. We do not have commitments or minimum volumes that ensure future sales of our products to any of our customers. Consequently, our financial results may fluctuate significantly from period to period based on the actions of one or more significant customers. A customer may take actions that affect us for reasons that we cannot always anticipate or control, such as their financial condition, changes in their business strategy or operations, the introduction of competing products or the perceived quality of our products. In addition, despite operating in different channels, our retailers sometimes compete for the same consumers. As a result of actual or perceived conflicts resulting from this competition, customers may take actions that negatively affect us. The loss of, or a reduction in sales or anticipated sales to, one or more of our most significant distributors or retailers may have a material adverse effect on our business, results of operation and financial condition.

Further, through our brand SkinnyPop, we have relatively new relationships with some of the largest U.S. retail chains such as Walmart, Target and CVS Pharmacy, and these customers may find, as they gain more experience selling our products, that their respective abilities to sell SkinnyPop products does not meet their expectations or they may not continue to place orders for our products.

Sales of a limited number of SkinnyPop products and flavors contributed almost all of our historical profitability and cash flow. A reduction in the sale of our SkinnyPop products would have a material adverse effect on our ability to remain profitable and achieve future growth.

Almost all of our net sales for the three and six months ended June 30, 2016 resulted from sales of our SkinnyPop products. The majority of our SkinnyPop branded net sales came from a variety of stock-keeping-units, or SKUs, under our Original flavor. Most of our secondary flavors, White Cheddar Flavor, Naturally Sweet, Sea Salt & Black Pepper and a rotational Hatch Chile flavored SKU, were first introduced in late 2013 or 2014, and Dusted Dark Chocolate and Jalapeño, were introduced in early 2016, represent a relatively small portion of our sales. We cannot be certain that we will be able to continue to commercialize or expand distribution of our existing flavors of popcorn products or

that any of our future food products and flavors will be accepted in their markets. Any inability on our part to stay current with food and consumer trends through new products could have a material adverse effect on our business performance. Because sales of our SkinnyPop products make up all of our historical profitability and cash flows, reductions in sales of these products will have an adverse effect on our profitability and ability to generate cash to fund our product development, research and development efforts or potential acquisitions.
The following factors, among others, could affect continued market acceptance and profitability of SkinnyPop products:

- the introduction of competitive products;
- changes in consumer preferences among RTE popcorn and other snack food products;
- changes in consumer eating and snacking habits, including trends away from certain categories, including major allergen-free, gluten-free and non-GMO products;
- changes in awareness of the social effects of farming and food production;
- changes in consumer perception about trendy snack products;
- changes in consumer perception regarding the healthfulness or BFY nature of our products;
- the level and effectiveness of our sales and marketing efforts;
- any unfavorable publicity regarding RTE popcorn products or similar products;
- any unfavorable publicity regarding the SkinnyPop brand;
- litigation or threats of litigation with respect to our products;
- the price of our products relative to other competing products;
- price increases resulting from rising commodity costs;
- any changes in government policies and practices related to our products, labeling and markets;
- regulatory developments affecting the manufacturing, labeling, marketing or use of our products;
- new science or research that disputes the healthfulness of our products; and
- adverse decisions or rulings limiting our ability to promote the benefits of popcorn products.

Adverse developments with respect to the sale of SkinnyPop products would significantly reduce our net sales and profitability and have a material adverse effect on our ability to maintain profitability and achieve our business plan.

We currently depend primarily on one third-party co-manufacturer with one location to manufacture the substantial majority of our SkinnyPop products. The loss of this co-manufacturer or the inability of this co-manufacturer to fulfill our orders would adversely affect our ability to make timely deliveries of our product and would have a material adverse effect on our business.

Currently, the substantial majority of our SkinnyPop products are produced by one third-party co-manufacturer, which maintains only one facility for all of its customers. Our agreement with our primary third-party co-manufacturer provides that we will order a minimum amount of products each year during the agreement’s term. If we do not meet the minimum order amount, we must pay a penalty fee if such third-party co-manufacturer is no longer our exclusive manufacturer. The agreement may be terminated by us upon written notice and the payment of a termination fee. There can be no assurance that the third-party co-manufacturer's capacity will be sufficient to fulfill our orders, and while we recently added an additional co-manufacturer, any supply shortfall could materially and adversely affect our business, results of operations and financial condition.

Additionally, we face the risk of disruption to our production and sales processes if our primary third-party co-manufacturer is unable or unwilling to produce sufficient quantities of our products in a timely manner or renew contracts with us or suffers a natural disaster, fire, power interruption, work stoppage or other unanticipated catastrophic event. In addition, we are responsible for any increase in either of our third-party co-manufacturers' costs and may not be able to pass these costs on to our customers. In order to continue manufacturing our products in the event of a disruption to our production and sales processes, we would have to increase our reliance on our other third-party co-manufacturer or identify and qualify new manufacturers, including obtaining third party certifications for claims, which we may be unable to do in a timely manner, if at all.

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From time to time, we need to seek new manufacturers or enter into new arrangements with our existing manufacturers. However, only a limited number of manufacturers may have the ability to produce our products at the volumes we need, and it could take a significant period of time to locate and qualify such alternative production sources. Moreover, it may be difficult or expensive to find manufacturers to produce small volumes of our new products. Manufacturers may impose minimum order requirements and any failure on our part to meet these requirements could increase our costs. There can also be no assurance that we would be able to identify and qualify new manufacturers in a timely manner or that such manufacturers could allocate sufficient capacity in order to meet our requirements, which could materially adversely affect our ability to make timely deliveries of product. In addition, we may be unable to negotiate pricing or other terms with our existing or new manufacturers as favorable as what we currently enjoy. Furthermore, there is no guarantee a new third-party manufacturing partner could accurately replicate the production process and taste profile of our existing products.

Given our primary third-party co-manufacturer operates from a single site, shipments to and from the warehouses where our products are stored could be delayed for a variety of reasons, including weather conditions, strikes and shipping delays. Any significant delay in the shipments of product would have a material adverse effect on our business, results of operations and financial condition and could cause our sales and profitability to fluctuate during a particular period or periods.

We rely, in part, on our third-party co-manufacturers to maintain the quality of our products. The failure or inability of these co-manufacturers to comply with the specifications and requirements of our products could result in product recall and could adversely affect our reputation.

Our third-party co-manufacturers are required to maintain the quality of our products and to comply with our product specifications and requirements for certain certifications. Our third-party co-manufacturer are also required to comply with all federal, state and local laws with respect to food safety. Additionally, certain retail customers, such as Costco, require our third-party co-manufacturers to maintain minimum independent certifications, such as SQF Level 2 Certification or Hazard Analysis and Critical Control Points ("HACCP"), certification. However, our third-party co-manufacturers may not continue to produce products that are consistent with our standards or that are in compliance with required certification programs or applicable laws, and we cannot guarantee that we will be able to identify instances in which our third-party co-manufacturers fail to comply with such programs or laws. Any such failure, particularly if it is not identified by us, could harm our brand and reputation as well as our customer relationships. We would have these same issues with any new co-manufacturer, and they may be exacerbated due to the newness of the relationship. The failure of any manufacturer to produce products that conform to our standards could materially and adversely affect our reputation in the marketplace and result in product recalls, product liability claims and severe economic loss.

If we do not realize the expected benefits, including synergies, from the pending Crisps acquisition, if consummated, our business and results of operations will suffer.

On August 6, 2016, our wholly owned subsidiaries Thunderball Bidco Limited (“Purchaser”) and SkinnyPop Popcorn LLC entered into definitive agreements with the equityholders of Crisps Topco Limited (“Crisps”), a company incorporated under the laws of England and Wales, which owns the Tyrrells global portfolio of premium snack brands, pursuant to which Purchaser will acquire all of the outstanding equity interests of Crisps. Purchaser will acquire all of the outstanding equity interests of Crisps at an enterprise value of £300 million, comprising of £278 million of cash and approximately 2.1 million shares of our common stock. We expect this acquisition to close in the third quarter of 2016.

Upon consummation of our acquisition of Crisps, our business will be significantly larger and more complex than we are today. If the acquisition is consummated, our future success will significantly depend upon our ability to manage our expanded enterprise, including multiple locations, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. In order to support this expanded enterprise, we will need to achieve net sales from the Crisps business and synergies consistent with our business expectations, which may prove more difficult than currently expected. Any failure to achieve the expected level of net sales and synergies could affect our profitability, our ability to service the debt that we are taking on to partially fund this acquisition, and our ability to meet the financial covenants under our credit agreement with our lenders.

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The consummation of the Crisps acquisition is subject to a number of closing conditions, some of which are out of our control.

Completion of the Crisps acquisition is subject to certain conditions contained in the definitive agreements to acquire Crisps, some of which are beyond our control, and we can make no assurances that the transaction will close in a timely manner or at all. Such conditions include, among other things, the expiration or termination of any waiting periods applicable to the transaction, including applicable antitrust and competition laws. The share purchase agreement governing the acquisition of Crisps provides that if appropriate approval under applicable antitrust and competition laws is not obtained by November 7, 2016, or if the parties agree that such approval is incapable of satisfaction on or before such date, the share purchase agreement shall automatically terminate. In addition, either party has the right to terminate the share purchase agreement upon notice to the other party if the other party fails to comply with its respective closing condition obligations under the share purchase agreement. In the event that the acquisition is not consummated, we will have spent considerable time and resources and incurred substantial costs, such as legal, accounting and advisory fees, which must be paid even if the acquisition is not completed. If the acquisition is not consummated, our reputation in our industry and in the investment community could be damaged and, as a result, the market price of our common stock could decline.

We do not have a sufficient amount of cash on hand to consummate the acquisition of Crisps and if the transaction is consummated, we will incur a substantial amount of debt to finance the consideration and certain other amounts to be paid in connection with the acquisition, which could adversely affect our business.

A portion of the consideration to be paid to the equityholders of Crisps will be provided by debt financing, for which we have received a commitment letter with Jefferies Finance LLC, Credit Suisse AG, Credit Suisse Securities (USA) LLC and Goldman Sachs Bank USA (together with their designated affiliates, “Commitment Parties”), pursuant to which the Commitment Parties committed to provide a term loan facility in an aggregate amount of $600 million and a revolving loan facility in an aggregate amount of $50 million. The commitments of the Commitment Parties to provide the debt funding are subject to customary conditions, including the consummation of the acquisition of Crisps, the execution and delivery of definitive documentation, the accuracy of certain specified representations and other customary closing conditions.

The substantial amount of debt we will incur if and when the transaction is consummated could adversely affect our business, including by restricting our ability to engage in additional transactions or incur additional indebtedness or resulting in a downgrade or other adverse action with respect to our credit rating. Although our management believes that we will have access to cash sufficient to meet our business objectives and capital needs, the lessened availability of cash and cash equivalents for a period of time following the consummation of the acquisition could constrain our ability to grow our business. Our more leveraged financial position following the acquisition could also make us vulnerable to general economic downturns and industry conditions, and place us at a competitive disadvantage relative to our competitors who have more cash at their disposal. In the event that we do not have adequate capital to maintain or develop our business, additional capital may not be available to us on a timely basis, on favorable terms, or at all, which could have a material and negative impact on our business and results of operations.

Exposure to UK political developments, including the outcome of the UK referendum on membership in the European Union, could have a material adverse effect on Crisps and therefore on us.

On June 23, 2016, a referendum was held on the United Kingdom's membership in the European Union, the outcome of which was a vote in favor of leaving the European Union. The United Kingdom's vote to leave the European Union creates an uncertain political and economic environment in the United Kingdom and potentially across other European Union member states, which may last for a number of months or years.

Article 50 of the Treaty of the European Union, or Article 50, allows a member state to decide to withdraw from the European Union in accordance with its own constitutional requirements. The formal process for leaving the European Union will be triggered only when the United Kingdom delivers an Article 50 notice to the European Council, although informal negotiations around the terms of any exit may be held before such notice is given. Delivery of the Article 50 notice will start a two-year period for the United Kingdom to exit from the European Union, although this period can be extended with the unanimous agreement of the European Council. Without any such extension (and assuming that the terms of withdrawal have not already been agreed), the United Kingdom's membership in the European Union would end automatically on the expiration of that two-year period.

The result of the referendum means that the long-term nature of the United Kingdom's relationship with the European Union is unclear and that there is considerable uncertainty as to when any such relationship will be agreed and implemented. In the interim, there is a risk of instability for both the United Kingdom and the European Union, which could adversely affect the results, financial condition and prospects of Crisps, and assuming we successfully acquire Crisps, could adversely affect our business results, financial condition and prospects.

It is currently expected that the UK government will shortly commence negotiations in connection with any exit from the European Union and will make a decision regarding the timing for giving an Article 50 notice. There is also considerable uncertainty as to whether, following any Article 50 notice being given, the arrangements for the United Kingdom to leave the European Union will be agreed upon within the two-year period and, if not, whether an extension of that time period would be agreed upon. It is also possible that the European Union will pressure the United Kingdom to exit prior to the end of the two-year period. There is also a risk of the United Kingdom's exit from the European Union being effected without mutually acceptable terms being agreed and that any terms of such exit could adversely affect our operating results, financial condition and prospects of Crisps, and assuming we successfully acquire Crisps, could adversely affect our business results, financial condition and prospects.

The political and economic instability created by the United Kingdom's vote to leave the European Union has caused and may continue to cause significant volatility in global financial markets and the value of the Pound Sterling currency or other currencies, including the Euro. Depending on the terms reached regarding any exit from the European Union, it is possible that there may be adverse practical and/or operational implications on the business of Crisps of Crisps, and assuming we successfully acquire Crisps, on our business.

Consequently, no assurance can be given as to the impact of the referendum outcome and, in particular, no assurance can be given that the result will not adversely impact the operating results, financial condition and prospects of Crisps, and, assuming we successfully acquire Crisps, our operating results, financial condition and prospects.

We do not have any contracts with our customers that require the purchase of a minimum amount of our products. The absence of such contracts could result in periods during which we must continue to pay costs and service indebtedness with reduced sales.

Our customers do not provide us with firm, long-term or short-term volume purchase commitments. As a result of the absence of such contracts, we could have periods during which we have no or limited orders for our products, but we will continue to have to pay our costs, including those to maintain our work force and service our indebtedness with reduced sales. We cannot assure you that we will be able to timely find new customers to supplement periods where we experience no or limited purchase orders or that we can recover fixed costs as a result of experiencing reduced purchase orders. Periods of no or limited purchase orders for our products could have a material adverse effect on our net income, cause us to incur losses or result in violations of the covenants contained in our Credit Facility.

Conversely, we may experience unanticipated increased orders for our products from these customers that can create supply chain problems and may result in orders we may be unable to meet. Unanticipated fluctuations in product requirements by our customers could result in fluctuations in our results from quarter to quarter.

Because we rely on a limited number of raw materials to create our products and a limited number of third-party suppliers to supply our raw materials, we may not be able to obtain raw materials on a timely basis, at cost effective pricing or in sufficient quantities to produce our products.

The principal ingredients to manufacture our products include popcorn kernels, white corn, sunflower oil, canola oil and seasonings. There may be a limited market supply of any of our core ingredients, including in particular the specific popcorn kernel we use. In addition to the market limitations of the raw materials used to make our products, we rely on a limited number of third-party suppliers to supply us with such raw materials. Although we have multiple suppliers for our popcorn seasoning, we have two suppliers for the sunflower oil and two key suppliers for the popcorn kernels used in our products. As of June 30, 2016, one vendor accounted for approximately 34% of our accounts payable. Any ordering error on our part or disruption in the supply of sunflower oil, popcorn kernels in general, or our specific type of popcorn kernel, could have a material adverse effect on our business, particularly our profitability and our margins. Our financial performance depends in large part on our ability to arrange for the purchase of raw materials in sufficient quantities at competitive prices. We are not assured of continued supply, pricing or exclusive access to raw materials from these sources. Any of our suppliers could discontinue or seek to alter their relationships with us. Additionally, we may be adversely affected if there are increases in demand for the specific raw materials we use in our products, there is a reduction in overall supply of our required raw materials or our suppliers raise their prices, stop

selling to us or our third-party manufacturer or enter into arrangements that impair their abilities to provide us or our third-party manufacturer with raw materials.
Events that adversely affect our suppliers could impair our ability to obtain raw material inventory in the quantities that we desire. Such events include problems with our suppliers' businesses, finances, labor relations, ability to import raw materials, costs, production, insurance, reputation and weather conditions during growing, harvesting or shipping, including flood, drought, frost and earthquakes, as well as natural or man-made disasters or other catastrophic occurrences.

If we experience significant increased demand for our products, or need to replace an existing supplier, there can be no assurance that additional supplies of raw materials will be available when required on acceptable terms, or at all, or that any supplier would allocate sufficient capacity to us in order to meet our requirements, fill our orders in a timely manner or meet our strict quality standards. Even if our existing suppliers are able to expand their capacities to meet our needs or we are able to find new sources of raw materials, we may encounter delays in production, inconsistencies in quality and added costs. We are not able to pass increased costs onto the customer immediately, if at all, which may decrease or eliminate our profitability in any period. Any delays or interruption in, or increased costs of, our supply of raw materials could have an adverse effect on our ability to meet consumer demand for our products and result in lower net sales and profitability both in the short and long term.

As a food production company, all of our products must be compliant with regulations by the Food and Drug Administration, or FDA, and in addition a number of our products rely on independent certification that they are non-GMO, gluten-free or Kosher. Any non-compliance with the FDA or the loss of any such certification could harm our business.

We must comply with various FDA rules and regulations, including those regarding product manufacturing, food safety, required testing and appropriate labeling of our products. It is possible that regulations by the FDA and its interpretation thereof may change over time. As such, there is a risk that our products could become non-compliant with the FDA's regulations and any such non-compliance could harm our business. In addition, we rely on independent certification of our non-GMO, gluten-free and Kosher products and must comply with the requirements of independent organizations or certification authorities in order to label our products as such. Currently, the FDA does not directly regulate the labeling of Kosher or non-GMO products as such. The FDA has defined the term "gluten-free" and we must comply with the FDA's definition if we include this label on our products. Our products could lose their non-GMO and gluten-free certifications if our raw material suppliers lose their product certifications for those specified claims. We could also lose our Kosher product certification if a contract manufacturing plant is found to be in violation of required manufacturing or cleaning processes. The loss of any of these independent certifications, including for reasons outside of our control, could harm our business.

We must expend resources to create consumer awareness, build brand loyalty and generate interest in our products. In addition, competitors may offer significant price reductions, and we cannot ensure that consumers will find our products suitably differentiated from products of our competitors.

Our ability to develop, market and sell new and existing products at an appropriate price may be hampered by unfavorable terms of sale imposed by our customers, the inability to obtain shelf space or preferable shelf placement for our products at a reasonable cost or, once placed, the failure to have an attractive price set for our products. Competitors, many of whom have greater resources than us, vie for the same shelf placement and may offer incentives to the retailers that we cannot match. In addition, unattractive shelf placement and pricing may put us at a disadvantage to our competitors.
Even if we do obtain shelf space or preferable shelf placement, our new and existing products may fail to achieve the sales expectations set by our retailers, potentially causing these retailers to remove our products from the shelf. Additionally, an increase in the number and quality of private-label products in the product categories in which we

compete could create more pressure for shelf space and placement for branded products within each such category, which could adversely affect our sales.

To obtain and keep shelf placement for our products, we may need to increase our marketing and advertising spending in order to create consumer awareness, protect and grow our existing market share or to promote new products, which could impact our operating results. In addition, we consistently evaluate our product lines to determine whether or not to discontinue certain products. Discontinuing product lines may increase our profitability but could reduce our sales

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and hurt our brand, and a reduction in sales of certain products could result in a reduction in sales of other products. We cannot assure you that the discontinuation of product lines will not have an adverse effect on our business.

Ingredient and packaging costs are volatile and may rise significantly, which may negatively impact the profitability of our business.

We purchase large quantities of raw materials, including ingredients such as popcorn kernels, white corn, sunflower oil, canola oil, seasonings and salt. In addition, we purchase and use significant quantities of film and corrugate to package our products. In recent periods, the prices of yellow corn (which impacts the price of popcorn kernels), white corn, canola oil, sunflower oil and fuel have been priced below their respective historical five-year averages and we have realized some benefits from these low prices in the form of reduced cost of goods sold and resulting higher gross profit margins. Costs of ingredients and packaging are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, weather conditions, natural or man-made disasters, consumer demand and changes in governmental trade and agricultural programs. In particular, the availability, quality and cost of our specific type of popcorn kernels and sunflower oil are subject to risks inherent to farming, such as crop size, quality and yield fluctuations caused by poor weather and growing conditions, pest and disease problems and other factors beyond our control. Continued volatility in the prices of raw materials and other supplies we purchase could increase our cost of goods sold and reduce our profitability.

We currently secure raw materials capacity and pricing for up to three years forward on certain raw materials and not more than a year forward on other raw materials. We do not hedge pricing or availability of any raw materials. As such, any material upward movement in raw materials pricing could negatively impact our margins, if we are not able to pass these costs on to our customers, or sales if we are forced to increase our prices. Additionally, should raw materials prices move meaningfully lower, there is no guarantee our customers will not ask us to pass some or all of our savings on to them in the form of price reductions. If we are not successful in managing our ingredient and packaging costs, if we are unable to increase our prices to cover increased costs or if such price increases reduce our sales volumes, then such increases in costs will adversely affect our business, results of operations and financial condition.

Certain of our raw material contracts have minimum purchase commitments that could require us to continue to purchase raw materials even if our sales have declined. Future raw material prices may be impacted by new laws or regulations, suppliers' allocations to other purchasers, interruptions in production by suppliers, natural disasters, volatility in the price of crude oil and related petrochemical products and changes in exchange rates.

Our future business, results of operations and financial condition may be adversely affected by reduced availability of our core ingredients.

Our ability to ensure a continuing supply of our core ingredients at competitive prices depends on many factors beyond our control, such as the number and size of farms that grow crops, the vagaries of these farming businesses (including poor harvests), changes in national and world economic conditions and our ability to forecast our ingredient requirements. The popcorn kernels and other ingredients used in our products are vulnerable to adverse weather conditions and natural disasters, such as floods, droughts, frosts, earthquakes, hurricanes and pestilences. Adverse weather conditions and natural disasters can lower crop yields and reduce crop size and quality, which in turn could reduce the available supply of our core ingredients. In addition, we compete with other food producers in the procurement of ingredients, such as sunflower oil, which are often less plentiful in the open market than conventional ingredients. If supplies of our core ingredients are reduced or there is greater demand for such ingredients from us and others, we may not be able to obtain sufficient supply on favorable terms, or at all, which could impact our ability to supply products to distributors and retailers and may adversely affect our business, results of operations and financial condition.

Failure by our transportation providers to deliver our products on time or at all could result in lost sales.

We currently rely on third-party transportation providers for a significant portion of our product shipments. Our utilization of delivery services for shipments is subject to risks, including increases in fuel prices, which would increase our shipping costs, and employee strikes and inclement weather, which may impact the ability of providers to provide delivery services that adequately meet our shipping needs. We may, from time to time, change third-party transportation providers, and we could therefore face logistical difficulties that could adversely affect deliveries. In addition, we could incur costs and expend resources in connection with such change. Moreover, we may not be able to obtain terms as favorable as those we receive from the third-party transportation providers that we currently use, which in turn would increase our costs and thereby adversely affect our operating results.

Severe weather conditions and natural disasters such as fires, floods, droughts, hurricanes, earthquakes and tornadoes can affect crop supplies, manufacturing facilities and distribution activities, and negatively impact the operating results of our business.

Severe weather conditions and natural disasters, such as fires, floods, droughts, frosts, hurricanes, earthquakes, tornadoes, insect infestations and plant disease, may affect the supply of raw materials on which we depend to make food products, or may curtail or prevent the manufacturing or distribution of food products by us. Competing manufacturers might be affected differently by weather conditions and natural disasters, depending on the location of their sources of supplies and manufacturing or distribution facilities. If supplies of raw materials available to us are reduced, we may not be able to find enough supplemental supply sources on favorable terms, which could adversely affect our business and operating results.

Risks Related to Our Brands

Changes in consumer preferences and discretionary spending may have a material adverse effect on our brand loyalty, net sales, results of operations and financial condition.

We compete in a market that relies on innovation and evolving consumer preferences. We focus on products that are or are perceived to be BFY, an industry term not defined by the Food and Drug Administration. However, the food processing industry in general, and the snacking and dietary-need specific industries (including the Kosher, major allergen-free and gluten-free industries) in particular, are subject to changing consumer trends, demands and preferences. Therefore, products once considered BFY may over time become disfavored by consumers or no longer perceived as BFY. Trends within the food industry change often and our failure to anticipate, identify or react to changes in these trends could, among other things, lead to reduced demand and price reductions, and could have a material adverse effect on our business, results of operations and financial condition. Factors that may affect consumer perception of BFY products include dietary trends and attention to different nutritional aspects of foods, concerns regarding the health effects of specific ingredients and nutrients, trends away from gluten-free or non-GMO products, trends away from specific ingredients in products and increasing awareness of the environmental and social effects of product production. Consumer perceptions of the nutritional profile of gluten-free and non-GMO products may shift, and consumers may perceive food products with fewer carbohydrates, higher levels of protein, lower levels of fat and additional fiber as BFY. Our success depends, in part, on our ability to anticipate the tastes and dietary habits of consumers and to offer products that appeal to their needs and preferences on a timely and affordable basis. A change in consumer discretionary spending, due to economic downturn or other reasons may have a material effect on sales. If consumer demand for our products decline, our sales and business would be negatively affected.

We may not be able to compete successfully in the highly competitive snack food industry.

The market for snack foods is large and intensely competitive. Competitive factors in the snack food industry include product quality and taste, brand awareness among consumers, access to supermarket shelf space, price, advertising and promotion, innovation of on-trend snacks, variety of snacks offered, nutritional content, product packaging and package design. We compete in that market principally on the basis of product taste and quality, but also brand recognition and loyalty, marketing, advertising, price and the ability to satisfy specific consumer dietary needs (including Kosher, major allergen-free and gluten-free needs) against numerous multinational, regional and local companies. With the expansion of our BFY platform to include Boundless Nutrition, the competition risks associated with being on-trend and satisfying consumer dietary demands will increase. Substantial advertising and promotional expenditures may be required to maintain or improve a brand’s market position or to introduce a new product to the market, and participants in our industry are engaging with new media, including consumer outreach through social media and web-based channels. Our ability to compete may be also dependent on whether our products are placed in the BFY snack aisle or in the traditional snack food aisle, or both. An increasing focus on BFY products in the marketplace will likely increase these competitive pressures within the category in future periods.

A substantial majority of sales in the snack food industry is concentrated among large food companies, including Frito-Lay, Inc., a subsidiary of PepsiCo, Inc., The Kellogg Company, ConAgra Foods, Inc., Diamond Foods, Inc., General Mills, Inc., Snyder's-Lance, Inc. and others that have substantially greater financial and other resources than us and sell brands that are more widely recognized than ours. These and numerous other companies that are actual or potential competitors of ours, many of which have greater financial and other resources (including more employees and more extensive facilities) than us, offer products similar to ours or a wider range of products than we offer. Local or regional markets often have significant smaller competitors, many of whom offer products similar to ours and may

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have unique ties to regional or national retail chains. Additionally, many of our retail customers, such as Costco and Whole Foods, have historically emphasized private-label offerings across categories as a key part of their strategy and these customers may create or expand competitive private-label product offerings. With expansion of our operations into new markets, we have and will continue to encounter significant competition from multinational, national, regional and local competitors that may be greater than that encountered by us in our existing markets. In addition, these competitors may challenge our position in our existing markets.

All of our sales involve the sale of BFY snack food products, which has various risks and uncertainties.

All of our sales involve the sale of products designed to be BFY snack food options. While BFY snack food products are currently popular and sales of such products have been increasing rapidly, consumers may not continue to be interested in BFY snack food products. Consumers may in the future choose to purchase other products that they perceive to be BFY or more “trendy” at a future time. Consumers may prefer products with fewer carbohydrates, higher levels of protein, lower levels of certain nutrients including fat, additional fiber or different nutritional characteristics that do not favor our products or sub-segments in general. In addition, our business could be adversely affected if larger, well-capitalized companies elect to either enter into the healthier snack food space or competed in irrational ways that could damage our margins, or if lower-priced private-label products gain market share. We also face the risk that competitors may significantly improve the taste and quality of the BFY snack foods they sell that are competitive with our products. Additionally, we face the risk our retail customers may request or require our products to deliver certain new “on trend” attributes in our products, which may either be impossible for us to achieve or cost prohibitive for us to deliver.

Our reputation as a producer of BFY products may be diminished due to real or perceived quality or health issues with our products or a change in consumers’ perception of what is BFY itself, which could have an adverse effect on our business and operating results.

We believe consumers of our products rely on us to provide them with high-quality, BFY food products containing no GMOs, gluten or major allergens. Concerns regarding the ingredients used in our products or the healthfulness, safety or quality of our products or our supply chain may cause consumers to stop purchasing our products, even if the basis for the concern is unfounded, has been addressed or is outside of our control. Although we believe we have a rigorous quality control process, there can be no assurance that our products will always comply with the standards we set for our products. Adverse publicity about the healthfulness, safety or quality of our products, whether or not ultimately based on fact, may discourage consumers from buying our products and have an adverse effect on our brand, reputation and operating results.

We have no control over our products once purchased by consumers. Accordingly, consumers may store our products for long periods of time, which may adversely affect the quality of our products. If consumers do not perceive our products to be of high quality, then the value of our brand would be diminished, and our business, results of operations and financial condition could be adversely affected.

Any loss of confidence on the part of consumers in the ingredients used in our products or in the safety and quality of our products may be difficult and costly to overcome. Any such adverse effect could be exacerbated by our position in the market as a purveyor of high-quality, BFY food products and may significantly reduce our brand value. Issues regarding the safety of any of our products, regardless of the cause, may have a substantial and adverse effect on our brand, reputation and operating results.

Our SkinnyPop brand is of significant value and our brand and reputation may be diminished due to possible consumer disagreement with the use of the word “Skinny” on our product, differences in opinion as to what products are “Skinny” or increased negative connotation with the word “Skinny”. We may be subject to claims or litigation concerning our branding or labeling practices. Food product companies are, from time to time, subject to class action lawsuits related their branding or labeling. In 2014, we settled one such lawsuit for a nominal amount. Related or similar claims or lawsuits may be brought against us in the future. Additionally, changes in applicable laws or regulations, or evolving interpretations thereof, could necessitate changes to our branding or labeling. While we have never claimed that SkinnyPop is a low fat product, the FDA and FTC currently have no definition of the word “Skinny” and could, in the future, define the term in a way that is not favorable to our existing product branding or labeling.

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Consumers' loyalty to our brands may change due to factors beyond our control, which could have a material adverse effect on our business and operating results.

Our business currently depends in a large part on repeat purchases by the same consumers. We believe this purchasing pattern is indicative of brand loyalty. However, these consumers are under no obligation to continue to repeatedly purchase our product and could stop purchasing our product at any time. These consumers could cease purchasing our product for any number of reasons, some of which are beyond our control, including changing consumer trends, negative publicity regarding our brand, real or perceived quality or health issues with our products, a change in consumers' perception of BFY, or the availability of lower priced alternative snack products, or for no reason at all. Erosion of our brand loyalty and the resulting decreased sales to consumers could have an adverse effect on our business and operating results.

We face competition in our business from generic or store branded products which may result in decreased demand for our products and pricing pressures.

We are subject to competition from companies, including from some of our customers, that either currently manufacture or are developing products directly in competition with our products. These generic or store-branded products may be a less expensive option for consumers than our products making it more difficult to sell our product. For example, Costco is well known for its Kirkland Signature brand, which offers high-quality products across a variety of categories at lower price points than many branded products. The development of competing Kirkland Signature products may cause Costco to decrease their orders of our products, require us to reduce the pricing of our products or drive Costco to change the shelf placement of our products in a detrimental way. Kroger, one of our largest customers, already competes with us through their Simple Truth RTE popcorn brand. Similarly, other large retail customers could follow similar private-label strategies. In future years, we may experience competition-induced pricing pressure from our customers due to such competition, which could have a material and adverse effect on our operating results.

If our brand or reputation is damaged, the attractive characteristics that we offer retailers may diminish, which could adversely affect the value of our platform.

We are currently an attractive brand for our customers because our products generate a high level of retail sales at a premium margin relative to their shelf space. This is due to both our premium price point and our sales velocity. If our brand or reputation is damaged for any reason, consumers may no longer be willing to pay a premium price for our products and we may no longer be able to generate a high sales velocity at our then-current prices. If we no longer offer these characteristics, customers may decrease their orders of our products and downgrade the in-store placement of our products, which could have an adverse effect on our business and platform.

Risks Related to Our Business Generally

Our gross profit and Adjusted EBITDA margins may be impacted by a variety of factors, including but not limited to variations in raw materials pricing, retail customer requirements and mix, sales velocities and required promotional support.

We have operated our company with strong gross profit and Adjusted EBITDA margins as compared to other food and snacking companies. While we expect our gross profit to increase in absolute dollars in future periods, we expect that our gross profit as a percentage of net sales has and will fluctuate and has and may decrease as a result of the competitive and other factors described herein. Our gross profit is impacted by a number of factors, including product pricing, raw material, labor, packaging and fuel costs. Should the competitive dynamic change in our industry (which could impact our margins through forces including but not limited to requiring us to alter our pricing strategy or

requiring additional promotional activity), raw materials prices increase dramatically, or any of our customer relationships change materially, then we may not be able to continue to operate at our current margins. Additionally, should unforeseen events require our company to make significant and unplanned investments in additional infrastructure or marketing activities, our gross profit and Adjusted EBITDA margins could be materially reduced.
We may be subject to significant liability should the consumption of any of our products cause or be claimed to cause illness or physical harm.

We sell products for human consumption, which involves risks such as product contamination or spoilage, product tampering, other adulteration, mislabeling and misbranding. Under certain circumstances, we may be required to, or may voluntarily, recall or withdraw products. A widespread product recall or product withdrawal may negatively and significantly impact our sales and profitability for a period of time and could result in significant losses depending on

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the costs of the recall, the destruction of product inventory, product availability, competitive reaction and customer and consumer reaction. We may also be subject to claims or lawsuits resulting in liability for actual or claimed injuries, illness or death. Any of these events may result in a material adverse effect on our business. Even if a product liability claim or lawsuit is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused illness or physical harm could adversely affect our reputation with existing and potential customers and consumers and our corporate and brand image. Moreover, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against others. We maintain product liability insurance in an amount that we believe to be adequate. However, we cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage. A product liability judgment against us or a product recall could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

Litigation or legal proceedings could expose us to significant liabilities and have a negative impact on our reputation.

From time to time, we may be party to various claims and litigation proceedings. We evaluate these claims and litigation proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we establish reserves, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. Actual outcomes or losses may differ materially from our current assessments and estimates. For example, in 2014, a putative class action lawsuit was filed against our Predecessor related to the compliance of its product labels with various state and federal laws. The case settled for a nominal amount and was later dismissed with prejudice in July 2014 after SkinnyPop Popcorn LLC updated its product labels. From time to time, we have received threats by plaintiffs’ attorneys to bring similar class action lawsuits related to other alleged product label claims, including relating to the BFY nature of our products. We would vigorously defend any threatened lawsuit if brought. Such a lawsuit or related or similar claims or lawsuits may be brought against us in the future and the cost of defending against any such claims could be significant.
There is an additional risk that these types of suits may lead to consumer confusion, distrust and additional legal challenges for companies faced with them. Should we become subject to related or additional unforeseen lawsuits, including claims related to our products or their labeling or advertising, consumers may avoid purchasing our products or seek alternative products, even if the basis for the claims against us is unfounded. Additionally, adverse publicity about any lawsuit in which we are involved may further discourage consumers from buying our products. Any loss of confidence on the part of consumers in the truthfulness of our labeling or ingredient claims would be difficult and costly to overcome and may significantly reduce our brand value. Uncertainty as to the ingredients used in our products, regardless of the cause, may have a substantial and adverse effect on our brand and our business, results of operations and financial condition. In addition, some lawsuits have been filed against companies who make “natural” claims on their products. We make no “natural” claims on our products.

We have also been a party to several claims and proceedings in both the US Patent and Trademark Office and federal court regarding competitors’ attempted or actual infringement of the “SKINNYPOP” trademark. Each of these proceedings has resulted in a resolution whereby the competitor has expressly acknowledged our exclusive trademark rights to use “SKINNY” with respect to popcorn products. In some instances, however, we have expressly acknowledged the competitor’s rights to the term “SKINNY” with respect to non-popcorn snack foods. Additional matters may continue to arise from time to time where other competitors use the term “SKINNY” to refer to their products, and we may or may not be able to assert our trademark rights based on the specific facts in each case. We will continue to monitor and address such facts on a case-by-case basis.

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We may not be able to adequately protect our intellectual property and other proprietary rights that are material to our business.

Our ability to compete effectively depends in part upon protection of our rights in trademarks, trade dress, copyrights and other intellectual property rights we own or license. Our use of contractual provisions, confidentiality procedures and agreements, and trademark, copyright, unfair competition, trade secret and other laws to protect our intellectual property and other proprietary rights may not be adequate. We may not be able to preclude third parties from using the term “SKINNY” with respect to food or beverage products, and may not be able to leverage our branding beyond our current product offerings. Litigation may be necessary to enforce our intellectual property rights and protect our proprietary information, or to defend against claims by third parties that our products or our use of intellectual property infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. A successful claim of trademark, copyright or other intellectual property infringement against us could prevent us from providing our products, which could harm our business, financial condition or results of operations. In addition, a breakdown in our internal policies and procedures may lead to an unintentional disclosure of our proprietary, confidential or material non-public information, which could in turn harm our business, financial condition or results of operations.

We may not be successful in implementing our growth strategy, including without limitation, enhancing our brand recognition, increasing distribution of our products, attracting new consumers to our brands, and introducing new products and product extensions, either on a timely basis or at all.

Our future success depends in large part on our ability to implement our growth strategy, including without limitation, enhancing our brand recognition, increasing distribution of our products, attracting new consumers to our brands, driving repeat purchase of our products and introducing new products and product extensions. Our ability to implement our growth strategy depends, among other things, on our ability to develop new products, identify and acquire additional product lines and businesses, secure shelf space in grocery stores and supermarkets, increase customer awareness of our brands, enter into distribution and other strategic arrangements with third-party retailers and other potential distributors of our products and compete with numerous other companies and products. In late 2014 and early 2015, SkinnyPop achieved significant distribution gains with some of the largest U.S. retail chains, including Walmart, Target and CVS Pharmacy. We cannot provide assurances to you that these customers will achieve performances comparable to our more seasoned retail customers nor that we will continue to expand retail distribution by adding more retail locations or SKU varieties as we have done with several other key customers in the past. We also cannot assure you that we will be able to successfully implement our growth strategy and continue to maintain growth in our sales. If we fail to implement our growth strategy, our sales and profitability may be adversely affected.

We may be unable to successfully identify and execute or integrate acquisitions.

In April 2015 and April 2016, we acquired Paqui and Boundless Nutrition, respectively. In addition, we plan to selectively pursue acquisitions in the future, including Crisps, to continue to grow and increase our profitability. Our acquisition strategy is based on identifying and acquiring brands with products that complement our existing products and identifying and acquiring brands in new categories and in new geographies for purposes of expanding our platform of healthier snacks. However, although we regularly evaluate multiple acquisition candidates, we cannot be certain that we will be able to successfully identify suitable acquisition candidates, negotiate acquisitions of identified candidates on terms acceptable to us, or integrate acquisitions that we complete.

Acquisitions involve numerous risks and uncertainties, including intense competition for suitable acquisition targets, which could increase prices and/or adversely affect our ability to consummate deals on favorable or acceptable terms, the potential unavailability of financial resources necessary to consummate acquisitions in the future, the risk that we improperly value and price a target, the potential inability to identify all of the risks and liabilities inherent in a target company notwithstanding our due diligence efforts, the diversion of management's attention from the operations of our business and strain on our existing personnel, increased leverage due to additional debt financing that may be required to complete an acquisition, dilution of our stockholder's net current book value per share if we issue additional equity securities to finance an acquisition, difficulties in identifying suitable acquisition targets or in completing any transactions identified on sufficiently favorable terms and the need to obtain regulatory or other governmental approvals that may be necessary to complete acquisitions.

In addition, any future acquisitions may pose risks associated with entry into new geographic markets, including outside the United States, distribution channels, lines of business or product categories, where we may not have significant or any prior experience and where we may not be as successful or profitable as we are in businesses and geographic

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regions where we have greater familiarity and brand recognition. Potential acquisitions may also entail significant transaction costs and require a significant amount of management time, even where we are unable to consummate or decide not to pursue a particular transaction.

In addition, even when acquisitions, such as the acquisition of Paqui and Boundless Nutrition, are completed, integration of acquired entities can involve significant difficulties, such as failure to achieve financial or operating objectives with respect to an acquisition, strain on our personnel, systems and operational and managerial controls and procedures, the need to modify systems or to add management resources, difficulties in the integration and retention of customers or personnel and the integration and effective deployment of operations or technologies, amortization of acquired assets (which would reduce future reported earnings), possible adverse short-term effects on cash flows or operating results, diversion of management's attention from the operations of our business, integrating personnel with diverse backgrounds and organizational cultures, coordinating sales and marketing functions and failure to obtain and retain key personnel of an acquired business. Failure to manage these acquisition growth risks could have an adverse effect on us.

Our continued success depends to a large extent on our ability to innovate successfully and on a cost-effective basis.

The food industry and retailers in the grocery industry use new products as a way of creating excitement and variety of choices in order to attract consumers. Therefore, a key element of our growth strategy is to introduce new products and to successfully innovate our existing products and to keep up with changing consumer tastes and trends. Success in product development is affected by our ability to anticipate consumer preferences, to leverage our research and development capabilities, and to utilize our management's ability to launch new or improved products successfully and on a cost-effective basis. It is possible that we will be unable to develop new products to address consumer demands.

The development and introduction of new products requires substantial research and development and marketing expenditures, which we may be unable to recover if the new products do not achieve commercial success and gain widespread market acceptance. Product innovation may also result in increased costs resulting from the use of new manufacturing techniques, capital expenditures, new raw materials and ingredients, new product formulas and possibly new manufacturers. There may also be regulatory restrictions on the production and advertising of our new products, and our new products may cannibalize sales of our existing products. In addition, underperformance of new product launches would damage overall brand credibility with customers and consumers.

Further, new products may not achieve success in the marketplace, due to lack of demand, failure to meet consumer tastes or otherwise. If we are unsuccessful in our product innovation efforts and demand for our products declines, our business would be negatively affected.

Additionally, we do not have exclusive rights to the term "SKINNY" and therefore other companies in the food and beverage categories could use the term, which would inherently limit our ability to enter new categories with our anchor brand.

Slotting fees and customer charges or charge-backs for promotion allowances, cooperative advertising and damaged, undelivered or unsold food products may have a significant impact on our operating results and may disrupt our customer relationships.

Retailers in the grocery industry charge slotting fees for access to shelf space and often enter into promotional and advertising arrangements with manufacturers that result in the sharing of promotional and advertising costs among the retail customer, distributor or manufacturer. As the retail grocery industry has consolidated and become more competitive, retail customers have sought greater participation by manufacturers in cooperative promotional and advertising arrangements, and are more inclined to pass on unanticipated increases in promotional and advertising costs to manufacturers. Additionally, retailers are exhibiting a greater willingness to take deductions for damaged, undelivered and unsold products or to return unsold products to manufacturers. If we are charged significant and unanticipated promotional allowances or advertising charges by retail customers, or if our customers take substantial charge-backs or return material amounts of our products, the operating results and liquidity of our business could be harmed, perhaps substantially. Moreover, an unresolved disagreement with a retail customer concerning promotional allowances, advertising charges, charge-backs or returns could significantly disrupt or cause the termination of a customer relationship, immediately reducing our sales and liquidity. Because of the limited number of retail customers

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in the U.S. grocery market, the loss of even a single retail customer could have a long-term negative impact on our financial condition and net sales.

Changes in retail distribution arrangements can result in the temporary loss of retail shelf space and disrupt sales of food products, causing our sales to fall.

From time to time, retailers change distribution centers that supply some of their retail stores. If a new distribution center has not previously distributed our products in that region, it may take time to get a retailer's distribution center to begin distributing new products in its region. Even if a retailer approves the distribution of products in a new region, product sales may decline while the transition in distribution takes place. If we do not get approval to have our products offered in a new distribution region or if getting this approval takes longer than anticipated, our sales and operating results may suffer.

Fluctuations in our results of operations from quarter to quarter because of changes in our promotional activities may impact, and may have a disproportionate effect on, our overall financial condition and results of operations.

Our business is subject to quarterly fluctuations due to the timing of and demand for customer-driven promotional activities, which may have a disproportionate effect on our results of operations. Historically, we have offered a variety of sales and promotion incentives to our customers and to consumers, such as price discounts, consumer coupons, volume rebates, cooperative marketing programs, slotting fees and in-store displays. Our net sales are periodically influenced by the introduction and discontinuance of sales and promotion incentives. Reductions in overall sales and promotion incentives could impact our net sales and affect our results of operations in any particular fiscal quarter.

While we expect our net sales to increase in absolute dollars in future periods, we expect that our net sales growth rate will not keep pace with our net sales growth rate in prior periods, due to the increasing cumulative size of the net sales base on which future growth rates will be measured.

Historical quarter-to-quarter and period-over-period comparisons of our sales and operating results are not necessarily indicative of future quarter-to-quarter and period-over-period results. The national launch of our Paqui tortilla chip brand in 2016 as well as our acquisition of Boundless Nutrition in April 2016 will limit the usefulness of comparisons to prior periods. You should not rely on the results of a single fiscal quarter or period as an indication of our annual results or our future performance.

Our future results of operations may be adversely affected by increased fuel costs.

Many aspects of our business have been, and may continue to be, directly affected by the rising cost of fuel. Increased fuel costs result in increased costs for the products and services we receive from our third-party providers including, but not limited to, increased distribution costs for our products and increased packaging costs. As the cost of doing business increases, we may not be able to pass these higher costs on to our customers and, therefore, any such cost increases may adversely affect our earnings. In addition, if fuel costs decline we may not benefit from these decreases because our customers may require us to pass on the benefit of lower prices to them.

Changes in the legal and regulatory environment could limit our business activities, increase our operating costs, reduce demand for our products or result in litigation.

The conduct of our businesses, including the production, storage, distribution, sale, display, advertising, marketing, labeling, health and safety practices, transportation and use of many of our products, are subject to various laws and regulations administered by federal, state and local governmental agencies in the United States, as well as to laws and regulations administered by government entities and agencies outside the United States in markets in which our products or components thereof (such as packaging) may be made, manufactured or sold. These laws and regulations and interpretations thereof may change, sometimes dramatically, as a result of a variety of factors, including political, economic or social events. Such changes may include changes in:

- food and drug laws (including FDA regulations);
- laws related to product labeling;
- advertising and marketing laws and practices;
- laws and programs restricting the sale and advertising of certain of our products;

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- laws and programs aimed at reducing, restricting or eliminating ingredients present in certain of our products;
- laws and programs aimed at discouraging the consumption of products or ingredients or altering the package or portion size of certain of our products;
- increased regulatory scrutiny of, and increased litigation involving, product claims and concerns regarding the effects on health of ingredients in, or attributes of, certain of our products;
- state consumer protection and disclosure laws;
- taxation requirements, including the imposition or proposed imposition of new or increased taxes or other limitations on the sale of our products; competition laws;
- anti-corruption laws;
- employment laws;
- privacy laws;
- laws regulating the price we may charge for our products; and
- farming and environmental laws.

New laws, regulations or governmental policy and their related interpretations, or changes in any of the foregoing, including taxes or other limitations on the sale of our products, ingredients contained in our products or commodities used in the production of our products, may alter the environment in which we do business and, therefore, may impact our operating results or increase our costs or liabilities.

Loss of our key management or other personnel, or an inability to attract and retain such management and other personnel, could negatively impact our business.

Our success is substantially dependent on the continued service of certain members of our senior management, including Thomas Ennis, our Chief Executive Officer ("CEO"); and Brian Goldberg, our Chief Financial Officer ("CFO"). These executives have been primarily responsible for determining the strategic direction of our business and for executing our growth strategy and are integral to our brand and culture, and the reputation we enjoy with suppliers, contract manufacturers, distributors, retailers and consumers. The loss of the services of any of these executives could have a material adverse effect on our business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis, if at all. In addition, any such departure could be viewed in a negative light by investors and analysts, which may cause the price of our common stock to decline. We have employment agreements with our key senior executives, including our CEO, CFO and Jason Shiver, our Executive Vice President of Sales and Marketing. However, we do not maintain key-person life insurance with respect to any of them. We also had employment agreements with each of our founders, which expired on December 31, 2015. As discussed in more detail in Note 9 in the accompanying Notes to Consolidated Financial Statements contained in Item 1, in March 2016 we paid the founders $23.0 million of the $25.2 million estimated obligation accrued at December 31, 2015.

Additionally, we also depend on our ability to attract and retain qualified personnel to operate and expand our business. If we fail to attract talented new employees, our business and results of operations could be negatively affected.

As a result of our rapid growth over the past few years, we need to continue developing an infrastructure and workforce sufficient to meet the growing demands for our products.

We have experienced rapid growth in the past few years, which involves various risks related to ensuring that our infrastructure and personnel are sufficient to meet the growing demand for our products. For example, we must seek to identify our personnel needs in light of expected demand for our products, and we will need to identify, recruit, train and retain qualified employees in order to serve this anticipated demand, in all areas of our operations. Because we may hire additional employees in order to meet potential future needs and to ensure that our sales growth does not outgrow our infrastructure, we may experience higher levels of costs of goods sold and general and administrative expense as we build this infrastructure. While we do not anticipate extensive management needs, as we grow, we may add additional layers of management, process and bureaucracy into our governing structure. In doing so, we risk losing qualified employees and members of management who were attracted to our entrepreneurial culture but who may not want to remain at a larger company.

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In addition, with sales and demand growing rapidly, we need to ensure that we have sufficient manufacturing capacity, both internal capacity and manufacturing arrangements, to meet actual and potential demand for our products. This could require us to make significant capital expenditure investments in order to make sure we have sufficient manufacturing capacity. If growth does not materialize as planned, these large investments could increase our cost of goods sold without increasing our profitability.

There can be no assurance that we will be successful in all of these efforts, and any failure to maintain sufficient infrastructure and personnel will have an adverse effect on our ability to grow and improve our profitability.

A failure of our new enterprise resource planning, or ERP, system could impact our ability to operate our business, lead to internal control and reporting weaknesses and adversely affect our results of operations and financial condition.

We have recently implemented a new ERP system to provide for greater depth and breadth of functionality and effectively manage our business data, communications, supply chain, order entry and fulfillment, inventory and warehouse management and other business processes. A failure of our new system to perform as we anticipate may result in transaction errors, processing inefficiencies and sales losses, may otherwise disrupt our operations and materially and adversely affect our business, results of operations and financial condition and may harm our ability to accurately forecast sales demand, manage our supply chain and production facilities, fulfill customer orders and report financial and management information on a timely and accurate basis. In addition, due to the systemic internal control features within ERP systems, we may experience difficulties that may affect our internal control over financial reporting, which may create a significant deficiency or material weakness in our overall internal controls. The risks associated with a new ERP system are greater for us as a newly public company.

We have a limited operating history, and our historical financial information is not necessarily representative of the results we may achieve in the future.

We have been in operation since 2010. However, we only have three years of available audited consolidated financial statements. Our relatively limited available historical financial information does not necessarily reflect our future financial position, results of operations, or cash flows, and the occurrence of any of the risks discussed in this “Risk Factors” section, or any other event, could cause our future financial position, results of operations, or cash flows to materially differ from our historical financial information. While we have been profitable in the past, we cannot assure you that our profits will continue, at a similar level or at all.

We rely on information technology systems, and any inadequacy, failure, interruption or security breach of those systems may harm our ability to effectively operate our business.

We are dependent on various information technology systems, including, but not limited to, networks, applications and outsourced services in connection with the operation of our business. A failure of our information technology systems to perform as we anticipate could disrupt our business and result in transaction errors, processing inefficiencies and sales losses, causing our business to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, viruses and security breaches. Any such damage or interruption could have a material adverse effect on our business.

In addition, we sell our products over the internet through third-party websites, including those operated by Amazon.com. The website operations of such third parties may be affected by reliance on other third-party hardware and software providers, technology changes, risks related to the failure of computer systems through which these website operations are conducted, telecommunications failures, electronic break-ins and similar disruptions. Furthermore, the ability of our third-party partners to conduct these website operations may be affected by liability for online content and state and federal privacy laws.

Further, because of our rapid growth, we need to ensure that we have sufficient personnel to manage our growing IT infrastructure, and that our systems generate sufficient information and reports so that our management team can better anticipate future business needs. As we grow, we may decide in the future to install a new company-wide information technology system. Any future migration to a new company-wide information technology system would be costly and potentially disruptive to our business.

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Our indebtedness could adversely affect our financial condition and ability to operate our company, and we may incur additional debt.

As of June 30, 2016 and December 31, 2015, we had outstanding indebtedness in the aggregate principal amount of $212.3 million and $201.0 million, respectively. Our debt level and the terms of our financing arrangements could adversely affect our financial condition and limit our ability to successfully implement our growth strategy. In addition, our ability to increase the uncommitted portion of our revolving facility may be limited by our debt level or other factors.

Our ability to meet our debt service obligations will depend on our future performance, which will be affected by the other risk factors described herein. If we do not generate enough cash flow to pay our debt service obligations, we may be required to refinance all or part of our existing debt, sell our assets, borrow more money or raise equity. There is no guarantee that we will be able to take any of these actions on a timely basis, on terms satisfactory to us, or at all.

Our outstanding indebtedness under the Credit Agreement bears interest at variable rates. If market interest rates increase, variable rate debt will create higher debt service requirements, which could adversely affect our cash flow.

The Credit Agreement governing our credit facility contains various covenants that impose restrictions on us that may affect our ability to operate our business if we fail to meet those covenants or otherwise suffer a default thereunder.

We are required to comply with certain financial maintenance covenants pursuant to the Credit Agreement as of the end of each fiscal quarter, including a total funded debt ratio and a minimum fixed charge coverage ratio. The Credit Agreement contains other negative incurrence-based covenants that, among other things, limit our ability to:

- borrow money or guarantee debt;
- create liens;
- make specified types of investments and acquisitions;
- pay dividends on or redeem or repurchase stock;
- enter into new lines of business;
- enter into transactions with affiliates; and
- sell assets or merge with other companies.

Should we be in default under any of such covenants, Jefferies Finance LLC shall have the right, upon written notice and after the expiration of any applicable period during which such default may be cured, to demand immediate payment of all of the then-unpaid principal and accrued but unpaid interest under the Credit Agreement and would permit lenders to foreclose upon the collateral securing the debt. As of June 30, 2016, we are in compliance with all covenants of the Credit Agreement.

As we execute our business strategy, we may not be able to remain in compliance with our financial covenants because various risks, uncertainties and events beyond our control could affect our ability to comply with these covenants. These restrictions on the operation of our business through the requirement that we meet certain ratios to take certain actions could harm us by, among other things, limiting our ability to take advantage of financing, merger and acquisition opportunities and other corporate opportunities. Additionally, any acceleration of the borrowings under the Credit Agreement prior to the applicable maturity dates could have a material adverse effect upon our business, financial condition and results of operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Indebtedness”.

To the extent we further grow our business outside of the United States and Canada, we will face risks associated with conducting business in foreign markets.

We currently conduct most of our business in the United States and Canada, but we have begun sales in Mexico and are evaluating the possibility of doing business in certain other foreign countries. The substantial up-front investment required, the lack of consumer awareness of our products in jurisdictions outside of the United States and Canada, differences in consumer preferences and trends between the United States and Canada and other jurisdictions, the risk of inadequate intellectual property protections and differences in packaging, labeling, food and related laws, rules and regulations are all substantial matters that need to be evaluated prior to doing business in new territories. Additionally, on August 6, 2016, our wholly owned subsidiaries Purchaser and SkinnyPop Popcorn LLC entered into definitive agreements to acquire all of the outstanding equity interests of Crisps, which owns the Tyrrells global portfolio

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of premium snack brands and sells a large proportion of its products in foreign countries. Foreign sales and acquisitions could be adversely affected by economic, legal, political and regulatory developments in the countries in which we do business in the future or in which we expand our business, particularly those countries that have historically experienced a high degree of political or economic instability.

Examples of risks inherent in doing business outside of North America include changes in the political and economic conditions in the countries in which we operate, unexpected changes in regulatory requirements, changes in tariffs, the adoption of foreign or U.S. laws limiting exports to or imports from certain foreign countries, fluctuations in currency exchange rates and the value of the U.S. dollar, restrictions on repatriation of earnings, expropriation of property without fair compensation, weak protection of intellectual property rights and the acceptance of business practices that are not consistent with or are antithetical to prevailing business practices we are accustomed to in the United States, including export compliance and anti-bribery practices and governmental sanctions. We may also face difficulties in operations and diversion of management time in connection with establishing our business in countries where we have not operated before.

Doing business outside the United States requires us to comply with the laws and regulations of the U.S. government and various foreign jurisdictions, which place restrictions on our operations, trade practices, partners and investment decisions. In particular, our operations are subject to U.S. and foreign anti-corruption and trade control laws and regulations, such as the Foreign Corrupt Practices Act, or FCPA, export controls and economic sanctions programs, including those administered by the U.S. Treasury Department’s Office of Foreign Assets Control, or OFAC. As a result of doing business in foreign countries and with foreign partners, we are exposed to a heightened risk of violating anti-corruption and trade control laws and sanctions regulations. The FCPA prohibits us from providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage.

In addition, the United Kingdom Bribery Act, or the Bribery Act, extends beyond bribery of foreign public officials and also applies to transactions with individuals that a government does not employ. The provisions of the Bribery Act are also more onerous than the FCPA in a number of other respects, including jurisdiction, non-exemption of facilitation payments and penalties. Our continued expansion outside the United States, including in developing countries, and our development of new partnerships and joint venture relationships worldwide, could increase the risk of FCPA, OFAC or Bribery Act violations in the future. Violations of anti-corruption and trade control laws and sanctions regulations are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts and revocations or restrictions of licenses, as well as criminal fines and imprisonment.

Our TRA will require us to make cash payments to a counterparty in respect of certain tax benefits to which we may become entitled, and we expect that the payments we will be required to make will be substantial.

In August 2015, we entered into the TRA with the former holders of units of Topco, our former parent entity. In December 2015, all of the former holders of units of Topco collectively assigned their interests to a new counterparty. Pursuant to the TRA, we are required to make cash payments to the counterparty equal to 85% of the tax benefits, if any, that we actually realize, or in some circumstances are deemed to realize, as a result of certain tax attributes that were generated when SkinnyPop was acquired by affiliates of TA Associates in July 2014.

The amount of the cash payments that we are required to make under the TRA is expected to be significant. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize all tax benefits that are subject to the TRA, we expect that the reduction in tax payments for us associated with the federal, state and local tax benefits described above would aggregate to approximately $113.1 million through 2030. Under such scenario we would be required to pay the counterparty 85% of such amount, or $96.1 million through 2030.

Payments under the TRA may vary from the foregoing estimates and will be based on the tax reporting positions that we determine, which tax reporting positions will be based on the advice of our tax advisors. Any payments made by us to the counterparty under the TRA will generally reduce the amount of overall cash flow that might have otherwise been available to us. If the Internal Revenue Service ("IRS"), were to successfully challenge the tax benefits that give rise to any payments under the TRA, our future payments under the TRA to the counterparty would be reduced by the amount of such payments, but the TRA does not require the counterparty to reimburse us for the amount of such payments to the extent they exceed any future amounts payable under the TRA.

Our obligation to make timely payments under the TRA is not conditioned upon, and will not be modified based upon, our historical net income for any previous period or our ability to generate net income in any future period. If, however, we fail to make any payments on a timely basis under the TRA because we do not have sufficient funds to make such

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payment despite using reasonable best efforts to obtain funds to make such payment (including by causing our subsidiaries to distribute or lend funds to us for such payment and accessing any sources of available credit to fund such payment), such failure will not be deemed to be a breach of a material obligation under the TRA that would give rise to an acceleration of our payment obligations under the agreement. To the extent that we are unable to make timely payments under the TRA for this or any other reason, the unpaid amounts will be deferred and will accrue interest until paid by us.

Furthermore, our future obligation to make payments under the TRA could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that may be deemed realized under the TRA. Unless earlier terminated in accordance with its terms, the TRA will continue in force and effect until there is no further potential for tax benefit payments to be made by us to the counterparty in respect of the U.S. federal, state and local tax benefits that are the subject of such agreement.

Based on current tax rules and regulations as of the date of this Quarterly Report on Form 10-Q, we would expect the potential for tax benefit payments to cease no later than 2030 (or approximately fifteen years after the date of our IPO). For more information see Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources.

Disruptions in the worldwide economy may adversely affect our business, results of operations, and financial condition.

Adverse and uncertain economic conditions may impact distributor, retailer and consumer demand for our products. In addition, our ability to manage normal commercial relationships with our suppliers, contract manufacturers, distributors, retailers, consumers and creditors may suffer. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns, making it more difficult to sell our premium products. During economic downturns, it may be more difficult to convince consumers to switch to our brands or convince new users to choose our brands without expensive sampling programs and price promotions. In particular, consumers may reduce the amount of products with no GMOs, gluten, or preservatives that they purchase when there are conventional offerings of similar products, which generally have lower retail prices. In addition, consumers may choose to purchase private-label products rather than branded products because they are generally less expensive. Distributors and retailers may become more conservative in response to these conditions and seek to reduce their inventories. For example, during the economic downturn from 2007 through 2009, distributors and retailers significantly reduced their inventories. Our results of operations depend upon, among other things, our ability to maintain and increase sales volume with our existing distributors and retailers, to attract new consumers and to provide products that appeal to consumers at prices they are willing and able to pay. Prolonged unfavorable economic conditions may have an adverse effect on our sales and profitability.

An impairment of goodwill could materially adversely affect our net income.

We have significant goodwill, which amounted to 15.0% and 13.2% of our total assets as of June 30, 2016 and December 31, 2015, respectively. Our acquisition of Boundless Nutrition in April 2016 increased this amount and any future acquisitions, including that of Crisps, could also increase this amount. Goodwill represents the excess of the purchase price over the fair value of the assets acquired and the liabilities assumed. In accordance with GAAP, we first assess qualitative factors to determine whether it is more likely than not that the fair value of our reporting units are less than their carrying amounts as a basis to determine whether it is necessary to perform the two-step goodwill impairment test, which we perform annually in the third fiscal quarter and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. Future events that may trigger impairment include, but are not limited to, significant adverse change in customer demand, the business climate or a significant decrease in expected cash flows. When impaired, the carrying value of goodwill is written down to fair value. In the event that an impairment to goodwill is identified, an immediate charge to earnings would be recorded, which would adversely affect our operating results. See Note 6 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for further information.

An impairment of indefinite-lived intangibles could materially adversely affect our net income.

We have significant indefinite-lived intangible assets, which amounted to 59.2% and 59.2% of our total assets as of June 30, 2016 and December 31, 2015, respectively. Our acquisition of Boundless Nutrition in April 2016 increased this amount and any future acquisitions, including that of Crisps, could also increase this amount. Indefinite-lived intangibles are tested for impairment annually in the third fiscal quarter and whenever events or changes in

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circumstances indicate the carrying value of the indefinite-lived intangible assets may not be recoverable. When impaired, the carrying value of indefinite-lived intangible assets is written down to fair value. In the event that an impairment is identified, an immediate charge to earnings would be recorded, which would adversely affect our operating results. See Note 6 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for further information.

We rely on sales agents for our products and there could be a disruption in our ability to sell products to our customers if our relationship with a major sales agent is terminated.

We are represented by 22 sales agents who represent almost all of our product line to supermarkets and food stores. There are a very limited number of national sales agents in the snack food industry. Our agreements with these agents are terminable by either us or them after satisfaction of a short notice period. The termination of these agreements would require us to seek other sales agents, likely causing significant disruption to our business, and could affect our relationships with our customers. New sales agents would also potentially face conflicts of interest with respect to their existing customers.

A determination that the employees of our current third-party manufacturer or any future third-party co-manufacturers constitute our employees could have a material adverse effect on us.

We currently outsource the manufacturing of all of our products to a third-party co-manufacturer and we expect that we will continue to outsource the manufacturing of all of our products to one or more third-party manufacturers in the future. We do not consider employees of these third-party manufacturers to be our employees. As such, we do not withhold federal or state income or other employment related taxes, make federal or state unemployment tax or Federal Insurance Contributions Act payments, provide workers' compensation insurance or other employee-related benefits with respect to these manufacturers' employees. Recently, there has been an increase in litigation against companies across industries claiming that certain individuals associated with outsourced business functions should be considered employees. Although we are not unique in our outsourcing of certain aspects of our business, such as manufacturing operations, to third parties, there is a risk that such claims may be brought against us. This risk would be increased to the extent that any of the employees of our third-party manufacturers work exclusively on the manufacture of our products. In the event of a determination by a court, federal or state taxing authorities or other relevant governmental authorities that the employees of our third-party manufacturers constitute our employees, we may be adversely affected and subject to retroactive taxes and penalties.

Risks Related to Ownership of Our Common Stock

Our stock price may be volatile or may decline regardless of our operating performance, and you may lose part or all of your investment.

The market price of our common stock may fluctuate significantly in response to a number of factors, most of which we cannot control, including:

- market conditions or trends in the BFY packaged food industry or in the economy as a whole;
- actions by competitors;
- actual or anticipated growth rates relative to our competitors;
- the public's response to press releases or other public announcements by us or third parties, including our filings with the Securities and Exchange Commission, or SEC;
- economic, legal and regulatory factors unrelated to our performance;
- any future guidance we may provide to the public, any changes in such guidance or any difference between our guidance and actual results;
- changes in financial estimates or recommendations by any securities analysts who follow our common stock;

- speculation by the press or investment community regarding our business;
- litigation;
- changes in key personnel; and
- future sales of our common stock by our officers, directors and significant stockholders.

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In addition, the stock markets, including the NYSE, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business.

Future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.

The market price of our common stock could decline significantly as a result of sales of a large number of shares of our common stock in the market in the future. These sales, or the perception that these sales might occur, could depress the market price of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Additionally, the shares of common stock subject to outstanding options and restricted stock awards under our equity incentive plans and the shares reserved for future issuance under our equity incentive plans will become eligible for sale in the public market in the future, subject to certain legal and contractual limitations.

Also, in the future, we may issue shares of our common stock in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock.

Concentration of ownership among our existing executive officers, directors and principal stockholders, and our stockholders agreement with TA Associates, may prevent new investors from influencing significant corporate decisions.

As of June, 2016, our directors, officers and holders of 10% or more of our outstanding stock beneficially owned, in the aggregate, approximately 59.4% of our outstanding common stock. As a result, these stockholders are able to exercise significant control over all matters requiring stockholder approval, including the election of directors, amendment of our amended and restated certificate of incorporation and approval of significant corporate transactions and will have significant control over our management and policies. This concentration of influence could be disadvantageous to other stockholders with interests different from those of the principal stockholders. As a result of these ownership positions, these stockholders could take actions that have the effect of delaying or preventing a change in control of us or discouraging others from making tender offers for our shares, which could prevent stockholders from receiving a premium for their shares. These actions may be taken even if other stockholders oppose them. The concentration of voting power held by the principal stockholders may have an adverse effect on the price of our common stock. The interests of these stockholders may not be consistent with the interests of other stockholders.

In addition, we and entities affiliated with TA Associates have entered into a stockholders agreement, which we refer to as our stockholders agreement. Under our stockholders agreement, TA Associates has the right to designate three of the members of our board of directors if TA Associates owns at least 50% or more of the shares they held immediately following our IPO regardless of the percentage such shares represent of our total outstanding shares, two members of our board of directors if TA Associates owns between 25% and 50% of the shares they held immediately following our IPO regardless of the percentage such shares represent of our total outstanding shares, and one member of our board of directors if TA Associates owns between 12.5% and 25% of the shares they held immediately following our IPO regardless of the percentage such shares represent of our total outstanding shares.

Our stockholders agreement also provides that so long as the entities affiliated with TA Associates hold at least 25% of the shares they held immediately following our IPO regardless of the percentage such shares represent of our total outstanding shares, we, and our subsidiaries, shall not take the following actions (or enter into an agreement to take such actions) without the approval of at least one director designated by TA Associates:

- increase or decrease the authorized number of members of our board of directors;
- amend our amended and restated certificate of incorporation or amended and restated bylaws or the organizational documents of any of our subsidiaries;
- issue, create or assume any debt or equity security or debt obligation, or refinance, repurchase or prepay any security (other than repurchases of our common stock in accordance with agreements previously

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approved by our board of directors, including at least one director designated by TA Associates) or debt obligation;

- pay or declare any dividend or make any distribution on, or repurchase or redeem shares of our common stock (other than repurchases of our common stock in accordance with agreements previously approved by our board of directors, including at least one director designated by TA Associates);
- effect any sale, liquidation or dissolution of the Company, or sell, transfer or otherwise dispose of any of the material assets or properties of the Company or any of its subsidiaries, or merge with or into, or consolidate with, another entity or effect any recapitalization, reorganization, change of form of organization, forward or reverse split, dividend or similar transaction;
- acquire any business, material assets or property for consideration in excess of $15,000,000, whether by acquisition of assets, capital stock or otherwise, and whether in consideration of the payment of cash, the issuance of capital stock or otherwise or make any investment in any person or entity in an amount in excess of $15,000,000;
- hire or terminate any our executive officers, or enter into, amend or modify, or waive any material term of any employment agreement or material term of employment with any of our executive officers; or
- take any action to initiate, to cause or that would result in, the voluntary bankruptcy, insolvency, dissolution, liquidation or winding up of the Company or any of its subsidiaries.

Accordingly, our stockholders agreement will limit our ability to engage in significant transactions, such as a merger, acquisition or liquidation. Conflicts of interest could arise between us and TA Associates, and any conflict of interest may be resolved in a manner that does not favor us. Any decision that TA Associates may make at some future time regarding their ownership of us will be in their absolute discretion.

We identified a material weakness in connection with our 2014 audit. If the measures we have taken to remediate that material weakness are not successful or if we fail to otherwise establish and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, it could have a material adverse effect on our business and stock price.

As a public company, we are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which will require, beginning with our Annual Report on Form 10-K for the year ended December 31, 2016, annual management assessments of the effectiveness of our internal control over financial reporting. Additionally, as of the later of the filing of such Annual Report and the date we are no longer an “emerging growth company” we will require a report by our independent registered public accounting firm that addresses the effectiveness of our internal control over financial reporting. During the course of our testing, we may identify deficiencies that we may not be able to remediate in time to meet our deadline for compliance with Section 404.

Testing and maintaining internal control can divert our management’s attention from other matters that are important to the operation of our business. We also expect the regulations to increase our legal and financial compliance costs, make it more difficult to attract and retain qualified executive officers and members of our Board, particularly to serve on our audit committee, and make some activities more difficult, time-consuming and costly. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 and, when applicable to us, our independent registered public accounting firm may not be able or willing to issue an unqualified report on the effectiveness of our internal control over financial reporting. If we conclude that our internal control over financial reporting is not effective, we cannot be certain as to the timing of completion of our evaluation, testing and remediation actions or their effect on our operations because there is presently no precedent available by which to measure compliance adequacy.

In connection with the 2014 audit of our financial statements, we identified a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. This material weakness related to our presentation and classification of certain promotional obligations in the consolidated financial statements as well as our accounting for pricing concessions. We remediated this material weakness by implementing significant changes to our internal control over financial reporting throughout the course of the year ended December 31, 2015.

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Our costs will increase significantly as a result of operating as a public company, and our management will be required to devote substantial time to complying with public company regulations.

As a public company with SEC reporting, regulatory and stock exchange listing requirements, we are incurring additional legal, accounting, compliance and other expenses that we did not incur historically. We are obligated to file with the SEC annual and quarterly information and other reports that are specified in Section 13 and other sections of the Exchange Act, and therefore need to have the ability to prepare consolidated financial statements that are compliant with all SEC reporting requirements on a timely basis. In addition, we are subject to other reporting and corporate governance requirements, including certain requirements of the and certain provisions of Sarbanes-Oxley and the regulations promulgated thereunder, which impose significant compliance obligations upon us.

We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an emerging growth company ("EGC"), as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not EGCs, including not being required to comply with the auditor attestation requirements of Section 404 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 nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile.

Although the JOBS Act permits an EGC such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies, we have chosen to “opt out” of this provision, and, as a result, we will comply with new or revised accounting standards as required when they are adopted. This decision to opt out of the extended transition period under the JOBS Act is irrevocable.

If securities or industry analysts do not publish research or publish 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, one or more of the analysts who cover our company may change their recommendations regarding our company, and our stock price could decline.

Provisions of our amended and restated certificate of incorporation, amended and restated bylaws, our stockholders agreement and the General Corporation Law of the State of Delaware could prevent an acquisition or other change in control of our Company that may be beneficial to our stockholders.

Our amended and restated certificate of incorporation, amended and restated bylaws and provisions of the General Corporation Law of the State of Delaware, or the DGCL, to which we are subject contain provisions that could discourage, delay, or prevent a change in control of our Company or changes in our board of directors and management that the stockholders of our Company may deem advantageous.

For as long as TA Associates continues to own a substantial number of shares of our common stock, representing a substantial number of votes entitled to be cast by holders of our common stock, it will have the ability to control decisions regarding an acquisition of us by a third party that are subject to a vote of our stockholders. In addition, our stockholders agreement provides that so long as the entities affiliated with TA Associates hold at least 25% of the shares they held immediately following our IPO regardless of the percentage such shares represent of our total outstanding shares, we, and our subsidiaries, shall not, without the approval of at least one director designated by TA Associates, amend our amended and restated certificate of incorporation or amended and restated bylaws or effect any sale, liquidation or dissolution of the Company, or sell, transfer or otherwise dispose of any of the material assets or properties of the Company or any of its subsidiaries. Accordingly, even though TA Associates may own a small percentage of our total outstanding shares of our common stock, they will continue to have substantial influence on our business and strategy.

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In addition, our amended and restated certificate of incorporation, amended and restated bylaws and the DGCL contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions include a classified board of directors with each class serving three-year staggered terms, restrictions on the ability of our stockholders to remove directors, the inability of our stockholders to fill vacancies on our board of directors, in certain instances supermajority voting requirements for stockholders to amend our amended and restated certificate of incorporation and amended and restated bylaws, prohibition on action by our stockholders by written consent, advance notice requirements for stockholder proposals and director nominations, and the inability of our stockholders to call special meetings of stockholders. In addition, our board of directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. Moreover, we are subject to the restrictions on business combinations set forth in Section 203 of the DGCL, which generally will prohibit us from engaging in a business combination with a person who owns in excess of 15% of our outstanding voting stock for a period of three years after the time of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless, among other exceptions, the transaction is approved in a prescribed manner. Although we believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics and thereby provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our board of directors, these provisions apply even if the offer may be considered beneficial by some stockholders.

Futures sales or other issuances of our common stock or issuances of securities convertible into our common stock would result in dilution to our stockholders and could adversely impact the market price of our common stock.

As of June 30, 2016, we had outstanding 74,798,232 shares of our common stock, including 3,956,063 shares of restricted stock. In the future we may sell additional shares of our common stock or securities convertible into our common stock to raise capital or issue additional shares of our common stock or securities convertible into our common stock as consideration for future acquisitions, which would dilute the voting power and ownership percentage of our stockholders. We cannot predict the size of future issuances of our common stock or securities convertible into our common stock or the effect, if any, that such future issuances might have on the market price for our common stock. The issuance and sale of substantial amounts of our common stock or securities convertible into our common stock, or the perception that such issuances and sales may occur, could also materially and adversely affect the market price of our common stock and impair our ability to raise capital through the issuance of additional equity securities.

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

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Quarterly Report.

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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.

	Amplify Snack Brands, Inc.
Date: August 9, 2016	/s/ Brian Goldberg
	Brian Goldberg
	Chief Financial Officer
	(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
10.1 *	Fifth Amendment to the Credit Agreement, dated as of June 30, 2016 by and among the Company, SkinnyPop Popcorn LLC, the lenders party thereto and Jefferies Finance LLC.
31.1	Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 **	

	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 **	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	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

* Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K of Amplify Snack Brands, Inc. (File No. 001-37530) filed on July 1, 2016.

** The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.