

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date Earliest Event reported):
August 8, 2023



Grocery Outlet Holding Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)
5650 Hollis Street,
Emeryville, California
(Address of principal executive offices)

001-38950
(Commission
File Number)

47-1874201
(I.R.S. Employer
Identification No.)

94608
(Zip Code)

(510) 845-1999
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.001 per share	GO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 8, 2023, Grocery Outlet Holding Corp. (the "Company") announced its financial results for the fiscal quarter ended July 1, 2023. The full text of the press release issued by the Company is furnished as Exhibit 99.1 to this report.

The information in Item 2.02 of this current report on Form 8-K (including Exhibit 99.1 furnished herewith) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 8, 2023, entitled "Grocery Outlet Holding Corp. Announces Second Quarter Fiscal 2023 Financial Results"
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

Signatures

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

Grocery Outlet Holding Corp.

Date: August 8, 2023

By: /s/ Charles C. Bracher
Name: Charles C. Bracher
Title: Chief Financial Officer



Grocery Outlet Holding Corp. Announces Second Quarter Fiscal 2023 Financial Results

Net sales increased 12.5% and achieved first quarterly \$1 billion net sales performance in Company's history

Comparable store sales increased 9.2%

GAAP net income increased 21.8% with diluted EPS of \$0.24

Adjusted EBITDA⁽¹⁾ increased 22.7% to \$70.5 million

Company raises key guidance for fiscal 2023

Emeryville, CA – August 8, 2023 – Grocery Outlet Holding Corp. (NASDAQ: GO) ("Grocery Outlet" or the "Company") today announced financial results for the second quarter of fiscal 2023 ended July 1, 2023.

Highlights for Second Quarter Fiscal 2023 as compared to Second Quarter Fiscal 2022:

- Net sales increased by 12.5% to \$1.01 billion.
- Comparable store sales increased by 9.2%, driven by a 9.1% increase in the number of transactions while average transaction size was flat.
- The Company opened four new stores and closed one, ending the quarter with 447 stores in eight states.
- Net income increased 21.8% to \$24.5 million, or \$0.24 per diluted share.
- Adjusted EBITDA⁽¹⁾ increased by 22.7% to \$70.5 million, or 7.0% of net sales.
- Adjusted net income⁽¹⁾ increased by 18.5% to \$31.9 million, or \$0.32 per adjusted diluted share⁽¹⁾.

"Our second quarter results came in ahead of our expectations and were driven by strong same store sales growth and gross margin expansion. Our differentiated model and compelling value proposition are resonating with both new and existing customers, and our performance is being driven by strong transaction growth," said RJ Sheedy, CEO of Grocery Outlet. "Looking forward, we are pleased to be raising guidance for the year and we are well positioned for future growth."

⁽¹⁾ Adjusted EBITDA, adjusted net income and adjusted diluted earnings per share are non-GAAP financial measures, which exclude the impact of certain special items. Please note that our non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. See the "Non-GAAP Financial Information" section of this release as well as the respective reconciliations of our non-GAAP financial measures below for additional information about these items.

Highlights for the 26 Weeks Ended July 1, 2023 as compared to the 26 Weeks Ended July 2, 2022:

- Net sales increased by 14.3% to \$1.98 billion.
- Comparable store sales increased by 10.6%, driven by a 8.6% increase in the number of transactions and a 1.9% increase in average transaction size.
- Net income increased 20.6% to \$38.2 million, or \$0.38 per diluted share.
- Adjusted EBITDA⁽¹⁾ increased by 29.0% to \$133.6 million.
- Adjusted net income⁽¹⁾ increased by 27.8% to \$58.9 million, or \$0.59 per adjusted diluted share⁽¹⁾.

Balance Sheet and Cash Flow:

- Cash and cash equivalents totaled \$87.6 million at the end of the second quarter of fiscal 2023.
- As previously reported, on April 21, 2023, the Company repaid the \$25.0 million of principal on its revolving credit facility. Total debt was \$296.3 million at the end of the second quarter of fiscal 2023, net of unamortized debt issuance costs.
- Net cash provided by operating activities during the second quarter of fiscal 2023 was \$69.5 million.
- Capital expenditures for the second quarter of fiscal 2023, before the impact of tenant improvement allowances, were \$37.5 million, and, net of tenant improvement allowances, were \$35.4 million.

Outlook:

The Company is raising key guidance figures for fiscal 2023 as follows:

	<u>Current</u>	<u>Previous</u>
New store openings, net	25 to 28	25 to 28
Net sales	~\$3.95 billion	~\$3.90 billion
Comparable store sales increase	7.0% to 8.0%	5.0% to 6.0%
Gross margin	~31.3%	~30.7%
Adjusted EBITDA ⁽¹⁾	\$254 million to \$260 million	\$240 million to \$246 million
Adjusted earnings per share — diluted ⁽¹⁾	\$1.04 to \$1.08	\$0.96 to \$1.00
Capital expenditures (net of tenant improvement allowances)	~\$155 million	~\$155 million

Conference Call Information:

A conference call to discuss the second quarter fiscal 2023 financial results is scheduled for today, August 8, 2023 at 4:30 p.m. Eastern Time. Investors and analysts interested in participating in the call are invited to dial (877) 407-9208 approximately 10 minutes prior to the start of the call, using conference ID #13739038. A live audio webcast of the conference call will be available online at <https://investors.groceryoutlet.com>.

A taped replay of the conference call will be available within two hours of the conclusion of the call and can be accessed both online and by dialing (844) 512-2921 and entering access code 13739038. The replay will be available for approximately two weeks after the call.

Reclassification of Certain Statements of Operations and Comprehensive Income Items:

In the first quarter of fiscal 2023, in order to enhance the comparability of our results with our peers, we updated our presentation of the condensed consolidated statements of operations and comprehensive income to include depreciation and amortization expenses and share-based compensation expenses within selling, general and administrative expenses. Prior period amounts have been reclassified to conform to current period presentation. The reclassification of these items had no impact on net income, earnings per share, or retained earnings in the current or prior periods.

Non-GAAP Financial Information:

In addition to reporting financial results in accordance with accounting principles generally accepted in the United States ("GAAP"), the Company uses EBITDA, adjusted EBITDA, adjusted net income and adjusted earnings per share as supplemental measures of performance. Management believes it is useful to investors and analysts to evaluate these non-GAAP financial measures on the same basis as management uses to evaluate the Company's operating results. Management uses these non-GAAP financial measures to evaluate the effectiveness of its business strategies, to make budgeting decisions and to compare its performance against that of other peer companies using similar measures. In addition, the Company uses adjusted EBITDA to supplement GAAP measures of performance to evaluate performance in connection with compensation decisions. Management believes that excluding items from operating income, net income and net income per diluted share that may not be indicative of, or are unrelated to, the Company's core operating results, and that may vary in frequency or magnitude, enhances the comparability of the Company's results and provides additional information for analyzing trends in the business.

Adjusted EBITDA is defined as net income before net interest expense, income taxes, depreciation and amortization expenses ("EBITDA") and adjusted to exclude share-based compensation expense, loss on debt extinguishment and modification, asset impairment and gain or loss on disposition and certain other expenses that may not be indicative of, or are unrelated to, the Company's core operating results, and that may vary in frequency or magnitude. Adjusted net income represents net income adjusted for the previously mentioned adjusted EBITDA adjustments, further adjusted for costs related to amortization of purchase accounting assets and deferred financing costs, tax adjustment to normalize the effective tax rate, and tax effect of total adjustments. Basic adjusted earnings per share is calculated using adjusted net income, as defined above, and basic weighted average shares outstanding. Diluted adjusted earnings per share is calculated using adjusted net income, as defined above, and diluted weighted average shares outstanding.

EBITDA, adjusted EBITDA, adjusted net income and adjusted earnings per share are non-GAAP measures and may not be comparable to similar measures reported by other companies. EBITDA, adjusted EBITDA, adjusted net income and adjusted earnings per share have limitations as analytical tools, and you should not consider them in isolation or as a substitute for analysis of the Company's results as reported under GAAP. The Company addresses the limitations of the non-GAAP measures through the use of various GAAP measures. In the future the Company will incur expenses or charges such as those added back to calculate adjusted EBITDA or adjusted net income. The presentation of EBITDA, adjusted EBITDA, adjusted net income and adjusted

earnings per share should not be construed as an inference that future results will be unaffected by the adjustments used to derive these non-GAAP measures.

Beginning with the fourth quarter of fiscal 2022, we updated our definitions of adjusted EBITDA, adjusted net income and adjusted earnings per share to no longer exclude the impact of non-cash rent expense and the provision for accounts receivable reserves. See the "Operating Metrics and Non-GAAP Financial Measures" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 for more information.

The Company has not reconciled the non-GAAP adjusted EBITDA and adjusted diluted earnings per share forward-looking guidance included in this release to the most directly comparable GAAP measures because this cannot be done without unreasonable effort due to the variability and low visibility with respect to taxes and non-recurring items, which are potential adjustments to future earnings. We expect the variability of these items to have a potentially unpredictable, and a potentially significant, impact on our future GAAP financial results.

Forward-Looking Statements:

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this release other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, business and market trends, our objectives for future operations, macroeconomic and geopolitical conditions, and the sufficiency of our cash balances, working capital and cash generated from operating, investing, and financing activities for our future liquidity and capital resource needs may constitute forward-looking statements. Words such as "anticipate," "believe," "estimate," "expect," "intend," "may," "outlook," "plan," "project," "seek," "will," and similar expressions, are intended to identify such forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those expressed or implied by any forward-looking statements, including the following: failure of suppliers to consistently supply the Company with opportunistic products at attractive pricing; inability to successfully identify trends and maintain a consistent level of opportunistic products; failure to maintain or increase comparable store sales; failure to open, relocate or remodel stores on schedule and on budget (including due to increased lead times to acquire materials, obtain permits and licenses as well as higher construction related costs); inflation (resulting in part from various supply disruptions, increased shipping and transportation costs, increased commodity costs, increased labor costs in the supply chain, increased selling, general and administrative expenses and the uncertain economic environment) and other changes affecting the market prices and supply of the products the Company sells; risks associated with newly opened stores; costs and successful implementation of marketing, advertising and promotions; failure to maintain the Company's reputation and the value of its brand, including protecting intellectual property; any significant disruption to the Company's distribution network, the operations of its distributions centers and timely receipt of inventory; inability to maintain sufficient levels of cash flow from operations; risks associated with leasing substantial amounts of space; failure to participate effectively in the growing online retail marketplace; natural or man-made disasters, unusual weather conditions (which may become more frequent due to climate change), power outages, pandemic outbreaks, terrorist acts, global political events or other serious catastrophic events and the concentration of the Company's business operations; unexpected costs and negative effects if the Company incurs losses not covered by insurance; inability to attract, train and retain highly qualified employees; risks associated with macroeconomic and geopolitical conditions; competition in the retail food industry; movement of consumer trends toward private labels and away from name-brand products; failure of the Company's independent operators ("IOs") to successfully manage their business; failure of the IOs to repay notes outstanding to us; inability to attract and retain qualified IOs; inability of the IOs to avoid excess inventory shrink; any loss or changeover of an IO; legal proceedings initiated against the IOs; legal challenges to the IO/independent contractor business model; failure to maintain positive relationships with the IOs; risks associated with actions the IOs could take that could harm the Company's business; failure to maintain the security of information relating to personal information or payment card data of customers, employees and suppliers; material disruption to information technology systems; risks associated with products the Company and its IOs sell; risks associated with laws and regulations generally applicable to retailers; legal proceedings from customers, suppliers, employees, governments or competitors; the Company's substantial indebtedness

could affect its ability to operate its business, react to changes in the economy or industry or pay debts and meet obligations; restrictive covenants in the Company's debt agreements may restrict its ability to pursue its business strategies, and failure to comply with any of these restrictions could result in acceleration of the Company's debt; risks associated with tax matters; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; and the other factors discussed under "Risk Factors" in the Company's most recent annual report on Form 10-K and in other subsequent reports the Company files with the United States Securities and Exchange Commission (the "SEC"). The Company's periodic filings are accessible on the SEC's website at www.sec.gov.

Moreover, the Company operates in a very competitive and rapidly changing environment, and new risks emerge from time to time. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, and our expectations based on third-party information and projections are from sources that management believes to be reputable, the Company cannot guarantee that future results, levels of activity, performance or achievements. These forward-looking statements are made as of the date of this release or as of the date specified herein and the Company has based these forward-looking statements on current expectations and projections about future events and trends. Except as required by law, the Company does not undertake any duty to update any of these forward-looking statements after the date of this news release or to conform these statements to actual results or revised expectations.

About Grocery Outlet:

Based in Emeryville, California, Grocery Outlet is a high-growth, extreme value retailer of quality, name-brand consumables and fresh products sold through a network of independently operated stores. Grocery Outlet has more than 440 stores in California, Washington, Oregon, Pennsylvania, Idaho, Nevada, Maryland and New Jersey.

INVESTOR RELATIONS CONTACTS:

John Rouleau
(203) 682-4810
John.Rouleau@icrinc.com

MEDIA CONTACT:

Layla Kasha
(510) 379-2176
lkasha@cfgo.com

GROCERY OUTLET HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(in thousands, except per share data)
(unaudited)

	13 Weeks Ended		26 Weeks Ended	
	July 1, 2023	July 2, 2022	July 1, 2023	July 2, 2022
Net sales	\$ 1,010,255	\$ 897,659	\$ 1,975,722	\$ 1,729,086
Cost of sales	683,685	618,248	1,348,609	1,198,786
Gross profit	326,570	279,411	627,113	530,300
Selling, general and administrative expenses	290,089	252,500	557,814	483,961
Operating income	36,481	26,911	69,299	46,339
Other expenses:				
Interest expense, net	4,766	3,875	10,685	7,557
Loss on debt extinguishment and modification	—	1,274	5,340	1,274
Total other expenses	4,766	5,149	16,025	8,831
Income before income taxes	31,715	21,762	53,274	37,508
Income tax expense	7,244	1,668	15,083	5,840
Net income and comprehensive income	<u>\$ 24,471</u>	<u>\$ 20,094</u>	<u>\$ 38,191</u>	<u>\$ 31,668</u>
Basic earnings per share	\$ 0.25	\$ 0.21	\$ 0.39	\$ 0.33
Diluted earnings per share	\$ 0.24	\$ 0.20	\$ 0.38	\$ 0.32
Weighted average shares outstanding:				
Basic	98,515	96,578	98,218	96,358
Diluted	100,639	100,140	100,604	99,788

GROCERY OUTLET HOLDING CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)
(unaudited)

	July 1, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 87,570	\$ 102,728
Independent operator receivables and current portion of independent operator notes, net of allowance	9,300	10,805
Other accounts receivable, net of allowance	5,148	4,368
Merchandise inventories	320,344	334,319
Prepaid expenses and other current assets	17,930	15,137
Total current assets	440,292	467,357
Independent operator notes and receivables, net of allowance	24,858	22,535
Property and equipment, net	592,322	560,746
Operating lease right-of-use assets	933,614	902,163
Intangible assets, net	73,084	63,993
Goodwill	747,943	747,943
Other assets	10,978	7,667
Total assets	<u>\$ 2,823,091</u>	<u>\$ 2,772,404</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Trade accounts payable	\$ 147,220	\$ 137,631
Accrued and other current liabilities	71,321	53,213
Accrued compensation	24,412	27,194
Current portion of long-term debt	5,625	—
Current lease liabilities	61,053	54,586
Income and other taxes payable	11,376	7,890
Total current liabilities	321,007	280,514
Long-term debt, net	290,660	379,650
Deferred income tax liabilities, net	29,720	19,782
Long-term lease liabilities	1,015,222	980,759
Other long-term liabilities	1,668	1,485
Total liabilities	<u>1,658,277</u>	<u>1,662,190</u>
Stockholders' equity:		
Common stock	99	98
Series A preferred stock	—	—
Additional paid-in capital	863,997	847,589
Retained earnings	300,718	262,527
Total stockholders' equity	<u>1,164,814</u>	<u>1,110,214</u>
Total liabilities and stockholders' equity	<u>\$ 2,823,091</u>	<u>\$ 2,772,404</u>

GROCERY OUTLET HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	26 Weeks Ended	
	July 1, 2023	July 2, 2022
Cash flows from operating activities:		
Net income	\$ 38,191	\$ 31,668
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property and equipment	36,969	34,813
Amortization of intangible and other assets	4,826	3,731
Amortization of debt issuance costs and debt discounts	628	1,190
Non-cash rent	2,705	3,771
Loss on debt extinguishment and modification	5,340	1,274
Share-based compensation	17,981	15,279
Provision for accounts receivable reserves	2,154	2,052
Deferred income taxes	9,938	5,564
Other	342	546
Changes in operating assets and liabilities:		
Independent operator and other accounts receivable	(3,395)	(2,614)
Merchandise inventories	13,975	(42,922)
Prepaid expenses and other assets	(2,657)	2,248
Income and other taxes payable	3,486	(920)
Trade accounts payable, accrued compensation and other liabilities	20,985	22,358
Operating lease liabilities	5,652	6,689
Net cash provided by operating activities	<u>157,120</u>	<u>84,727</u>
Cash flows from investing activities:		
Advances to independent operators	(3,540)	(4,788)
Repayments of advances from independent operators	3,551	3,691
Purchases of property and equipment	(66,025)	(58,318)
Proceeds from sales of assets	24	29
Investments in intangible assets and licenses	(12,309)	(5,992)
Proceeds from insurance recoveries - property and equipment	215	—
Net cash used in investing activities	<u>(78,084)</u>	<u>(65,378)</u>
Cash flows from financing activities:		
Proceeds from exercise of stock options	1,578	3,956
Tax withholding related to net settlement of employee share-based awards	(449)	—
Proceeds from senior term loan due 2028	300,000	—
Proceeds from revolving credit facility	25,000	—
Principal payments on revolving credit facility	(25,000)	—
Principal payments on senior term loan due 2025	(385,000)	(75,000)
Principal payments on senior term loan due 2028	(1,875)	—
Principal payments on finance leases	(651)	(646)
Repurchase of common stock	(3,275)	(3,451)
Dividends paid	(9)	(33)
Debt issuance costs paid	(4,513)	—
Net cash used in financing activities	<u>(94,194)</u>	<u>(75,174)</u>
Net decrease in cash and cash equivalents	(15,158)	(55,825)
Cash and cash equivalents at beginning of period	102,728	140,085
Cash and cash equivalents at end of period	<u>\$ 87,570</u>	<u>\$ 84,260</u>

GROCERY OUTLET HOLDING CORP.
RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA
(in thousands)
(unaudited)

	13 Weeks Ended		26 Weeks Ended	
	July 1, 2023	July 2, 2022	July 1, 2023	July 2, 2022
Net income	\$ 24,471	\$ 20,094	\$ 38,191	\$ 31,668
Interest expense, net	4,766	3,875	10,685	7,557
Income tax expense	7,244	1,668	15,083	5,840
Depreciation and amortization expenses	21,120	19,554	41,795	38,544
EBITDA	57,601	45,191	105,754	83,609
Share-based compensation expenses ⁽¹⁾	11,305	9,484	17,981	15,279
Loss on debt extinguishment and modification ⁽²⁾	—	1,274	5,340	1,274
Asset impairment and gain or loss on disposition ⁽³⁾	236	182	343	545
Other ⁽⁴⁾	1,377	1,352	4,179	2,857
Adjusted EBITDA	\$ 70,519	\$ 57,483	\$ 133,597	\$ 103,564

GROCERY OUTLET HOLDING CORP.
RECONCILIATION OF GAAP NET INCOME TO ADJUSTED NET INCOME
(in thousands, except per share data)
(unaudited)

	13 Weeks Ended		26 Weeks Ended	
	July 1, 2023	July 2, 2022	July 1, 2023	July 2, 2022
Net income	\$ 24,471	\$ 20,094	\$ 38,191	\$ 31,668
Share-based compensation expenses ⁽¹⁾	11,305	9,484	17,981	15,279
Loss on debt extinguishment and modification ⁽²⁾	—	1,274	5,340	1,274
Asset impairment and gain or loss on disposition ⁽³⁾	236	182	343	545
Other ⁽⁴⁾	1,377	1,352	4,179	2,857
Amortization of purchase accounting assets and deferred financing costs ⁽⁵⁾	1,424	3,055	2,991	6,167
Tax adjustment to normalize effective tax rate ⁽⁶⁾	(2,448)	(4,295)	(856)	(4,471)
Tax effect of total adjustments ⁽⁷⁾	(4,446)	(4,217)	(9,226)	(7,180)
Adjusted net income	\$ 31,919	\$ 26,929	\$ 58,943	\$ 46,139
GAAP earnings per share				
Basic	\$ 0.25	\$ 0.21	\$ 0.39	\$ 0.33
Diluted	\$ 0.24	\$ 0.20	\$ 0.38	\$ 0.32
Adjusted earnings per share				
Basic	\$ 0.32	\$ 0.28	\$ 0.60	\$ 0.48
Diluted	\$ 0.32	\$ 0.27	\$ 0.59	\$ 0.46
Weighted average shares outstanding				
Basic	98,515	96,578	98,218	96,358
Diluted	100,639	100,140	100,604	99,788

-
- (1) Includes non-cash share-based compensation expense and cash dividends paid on vested share-based awards as a result of dividends declared in connection with a recapitalization that occurred in fiscal 2018.
 - (2) Represents the write-off of debt issuance costs and debt discounts as well as debt modification costs related to refinancing and/or repayment of our credit facilities.
 - (3) Represents asset impairment charges and gains or losses on dispositions of assets.
 - (4) Represents other non-recurring, non-cash or non-operational items, such as technology upgrade implementation costs, costs related to employer payroll taxes associated with equity awards, legal settlements and other legal expenses, certain personnel-related costs, store closing costs and miscellaneous costs.
 - (5) Represents the amortization of debt issuance costs as well as the incremental amortization of an asset step-up resulting from purchase price accounting related to our acquisition in 2014 by an investment fund affiliated with Hellman & Friedman LLC, which included trademarks, customer lists, and below-market leases.
 - (6) Represents adjustments to normalize the effective tax rate for the impact of unusual or infrequent tax items that we do not consider in our evaluation of ongoing performance, including excess tax expenses or benefits related to stock option exercises and vesting of restricted stock units that are recorded in earnings as discrete items in the reporting period in which they occur.
 - (7) Represents the tax effect of the total adjustments. We calculate the tax effect of the total adjustments on a discrete basis excluding any non-recurring and unusual tax items.