REFINITIV

DELTA REPORT

10-Q

VLGEA - VILLAGE SUPER MARKET INC

10-Q - OCTOBER 28, 2023 COMPARED TO 10-Q - APRIL 29, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	566
CHANGES	223
DELETIONS	222
ADDITIONS	121

UNITED2023.10.28UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended April 29, 2023 October 28, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File No. 0-2633

VILLAGE SUPER MARKET, INC.

(Exact name of registrant as specified in its charter)

New Jersey	22-1576170
(State or other jurisdiction of incorporation or organization)	(I. R. S. Employer Identification No.)

733 Mountain Avenue, Springfield, New Jersey, 07081
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 467-2200

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

Class A common stock, no par value	VLGEA	The NASDAQ Stock Market
(Title of Class)	(Trading Symbol)	(Name of exchange on which registered)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark 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 ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒
	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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

	June 7, December 6, 2023
Class A Common Stock, No Par Value	10,563,420 10,603,764 Shares
Class B Common Stock, No Par Value	4,293,748 4,203,748 Shares

VILLAGE SUPER MARKET, INC.

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PART I	PAGE NO.

FINANCIAL INFORMATION

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands) (Unaudited)

		April 29, 2023	July 30, 2022		October 28, 2023	July 29, 2023
ASSETS	ASSETS			ASSETS		
Current assets	Current assets			Current assets		
Cash and cash equivalents	Cash and cash equivalents	$124,625	$134,832	Cash and cash equivalents	$134,773	$140,910

Merchandise inventories	Merchandise inventories	45,859	44,190	Merchandise inventories	47,492	44,515
Patronage dividend receivable	Patronage dividend receivable	8,612	12,239	Patronage dividend receivable	17,315	12,466
Notes receivable from Wakefern	Notes receivable from Wakefern	30,799	28,627	Notes receivable from Wakefern	32,211	31,483
Income taxes receivable		46	631			
Other current assets	Other current assets	16,961	17,446	Other current assets	17,683	17,313
Total current assets	Total current assets	226,902	237,965	Total current assets	249,474	246,687
Property, equipment and fixtures, net	Property, equipment and fixtures, net	276,089	265,333	Property, equipment and fixtures, net	281,611	277,310
Operating lease assets	Operating lease assets	274,513	293,295	Operating lease assets	268,790	274,100
Notes receivable from Wakefern	Notes receivable from Wakefern	61,400	29,157	Notes receivable from Wakefern	64,137	62,726
Investment in Wakefern	Investment in Wakefern	33,107	33,004	Investment in Wakefern	33,145	33,107
Investments in Real Estate Partnerships	Investments in Real Estate Partnerships	11,363	7,162	Investments in Real Estate Partnerships	14,968	13,155
Goodwill	Goodwill	24,190	24,190	Goodwill	24,190	24,190
Other assets	Other assets	37,191	34,342	Other assets	40,408	36,431
Total assets	Total assets	$944,755	$924,448	Total assets	$976,723	$967,706
LIABILITIES and SHAREHOLDERS' EQUITY	LIABILITIES and SHAREHOLDERS' EQUITY			LIABILITIES and SHAREHOLDERS' EQUITY		
Current liabilities	Current liabilities			Current liabilities		
Operating lease obligations	Operating lease obligations	$ 20,281	$ 20,351	Operating lease obligations	$ 20,937	$ 20,389
Finance lease obligations	Finance lease obligations	649	596	Finance lease obligations	686	667
Notes payable to Wakefern	Notes payable to Wakefern	737	1,134	Notes payable to Wakefern	754	737
Current portion of debt	Current portion of debt	9,370	7,466	Current portion of debt	9,370	9,370
Accounts payable to Wakefern	Accounts payable to Wakefern	75,199	77,037	Accounts payable to Wakefern	81,178	77,033
Accounts payable and accrued expenses	Accounts payable and accrued expenses	28,789	24,266	Accounts payable and accrued expenses	34,960	31,441
Accrued wages and benefits	Accrued wages and benefits	28,296	27,221	Accrued wages and benefits	28,433	29,853
Income taxes payable	Income taxes payable	476	98	Income taxes payable	6,881	9,483
Total current liabilities	Total current liabilities	163,797	158,169	Total current liabilities	183,199	178,973
Long-term debt	Long-term debt			Long-term debt		
Operating lease obligations	Operating lease obligations	266,916	284,300	Operating lease obligations	262,220	266,683

Finance lease obligations	Finance lease obligations	20,852	21,510	Finance lease obligations	20,390	20,623
Notes payable to Wakefern	Notes payable to Wakefern	1,814	1,961	Notes payable to Wakefern	1,566	1,686
Long-term debt	Long-term debt	74,811	66,264	Long-term debt	70,039	72,426
Total long-term debt	Total long-term debt	364,393	374,035	Total long-term debt	354,215	361,418
Pension liabilities	Pension liabilities	4,823	4,569	Pension liabilities	5,005	4,893
Other liabilities	Other liabilities	15,992	15,566	Other liabilities	15,059	12,256
Commitments and contingencies (Note 6)						
Commitments and contingencies (Note 5)				Commitments and contingencies (Note 5)		
Shareholders' equity	Shareholders' equity			Shareholders' equity		
Preferred stock, no par value: Authorized 10,000 shares, none issued	Preferred stock, no par value: Authorized 10,000 shares, none issued	—	—	Preferred stock, no par value: Authorized 10,000 shares, none issued	—	—
Class A common stock, no par value: Authorized 20,000 shares; issued 11,478 shares at April 29, 2023 and 10,971 shares at July 30, 2022		74,865	72,891			
Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,294 shares at April 29, 2023 and July 30, 2022		697	697			
Class A common stock, no par value: Authorized 20,000 shares; issued 11,568 shares at October 28, 2023 and 11,563 shares at July 29, 2023				Class A common stock, no par value: Authorized 20,000 shares; issued 11,568 shares at October 28, 2023 and 11,563 shares at July 29, 2023	77,103	76,179
Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,204 shares at October 28, 2023 and July 29, 2023				Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,204 shares at October 28, 2023 and July 29, 2023	683	683
Retained earnings	Retained earnings	331,551	306,974	Retained earnings	351,732	343,497
Accumulated other comprehensive income	Accumulated other comprehensive income	6,964	6,135	Accumulated other comprehensive income	8,836	8,134
Less treasury stock, Class A, at cost: 914 shares at April 29, 2023 and 752 shares at July 30, 2022		(18,327)	(14,588)			

Less treasury stock, Class A, at cost: 944 shares at October 28, 2023 and 912 shares at July 29, 2023				Less treasury stock, Class A, at cost: 944 shares at October 28, 2023 and 912 shares at July 29, 2023	(19,109)	(18,327)
Total shareholders' equity	Total shareholders' equity	395,750	372,109	Total shareholders' equity	419,245	410,166
Total liabilities and shareholders' equity	Total liabilities and shareholders' equity	$944,755	$924,448	Total liabilities and shareholders' equity	$976,723	$967,706

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts) (Unaudited)

		13 Weeks Ended		39 Weeks Ended			13 Weeks Ended	
		April 29, 2023	April 30, 2022	April 29, 2023	April 30, 2022		October 28, 2023	October 29, 2022
Sales	Sales	$529,294	$501,962	$1,612,848	$1,533,581	Sales	$536,354	$519,689
Cost of sales	Cost of sales	378,071	360,371	1,157,461	1,102,199	Cost of sales	383,406	370,404
Gross profit	Gross profit	151,223	141,591	455,387	431,382	Gross profit	152,948	149,285
Operating and administrative expense	Operating and administrative expense	128,787	137,751	384,452	385,521	Operating and administrative expense	130,292	125,562
Depreciation and amortization	Depreciation and amortization	8,392	8,130	25,597	24,925	Depreciation and amortization	8,506	8,547
Operating income (loss)		14,044	(4,290)	45,338	20,936			
Operating income						Operating income	14,150	15,176
Interest expense	Interest expense	(1,085)	(991)	(3,137)	(2,923)	Interest expense	(1,064)	(1,087)
Interest income	Interest income	3,151	950	7,798	2,831	Interest income	3,825	1,968
Income (loss) before income taxes		16,110	(4,331)	49,999	20,844			
Income before income taxes						Income before income taxes	16,911	16,057
Income taxes	Income taxes	5,093	(1,100)	15,577	6,617	Income taxes	5,326	4,976
Net income (loss)		$ 11,017	$ (3,231)	$ 34,422	$ 14,227			
Net income						Net income	$ 11,585	$ 11,081
Net income (loss) per share:								
Net income per share:						Net income per share:		
Class A common stock:	Class A common stock:					Class A common stock:		
Basic	Basic	$ 0.84	$ (0.25)	$ 2.64	$ 1.09	Basic	$ 0.87	$ 0.85
Diluted	Diluted	$ 0.75	$ (0.22)	$ 2.36	$ 0.97	Diluted	$ 0.78	$ 0.76
Class B common stock:	Class B common stock:					Class B common stock:		

Basic	Basic	$ 0.54	$	(0.16)	$	1.71	$	0.71	Basic	$ 0.56	$	0.55
Diluted	Diluted	$ 0.54	$	(0.16)	$	1.71	$	0.71	Diluted	$ 0.56	$	0.55

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands) (Unaudited)

	39 13 Weeks Ended		
	April 29, October 28, 2023	April 30, 2022	April October 29, 2023
Net income (loss)	$ 11,017 11,585	$ (3,231)	$ 34,422 $
Other comprehensive income:			
Unrealized (losses) gains on interest rate swaps, net of tax (1)	(445) 777	2,572	1,117
Amortization of pension actuarial (gain) loss, gain, net of tax (2)	(96) (75)	89	(288)
—			
Pension remeasurement, net of tax (4)	—	—	1,642
Comprehensive income	$ 10,476 12,287	$ 9,597	$ 35,251 $

(1) Amount is net of tax of $201 $357 and $1,104 $1,242 for the 13 weeks ended April 29, 2023 October 28, 2023 and April 30, 2022, respectively, and $501 and $1,767 for the 39 April 29, 2023 and April 30, 2022 October 29, 2022, respectively.
(2) Amounts are net of tax of $43 $34 and $37 $43 for the 13 weeks ended April 29, 2023 October 28, 2023 and April 30, 2022, respectively, and $129 and $113 for the 39 weeks e 2023 and April 30, 2022 October 29, 2022, respectively. All amounts are reclassified from accumulated other comprehensive income to operating and administrative expense.
(3) Amounts are net of tax of $3,780. All amounts are reclassified from accumulated other comprehensive loss to operating and administrative expense.
(4) Amounts are net of tax of $702.

See notes to consolidated financial statements.

13 Weeks Ended April 29, 2023 and April 30, 2022	Class A Common Stock Shares Issued	Class A Common Stock Amount	Class B Common Stock Shares Issued	Class B Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock Class A Shares	Treasury Stock Class A Amount	Total Shareholders' Equity
Balance, January 28, 2023	10,970	$74,099	4,294	$ 697	$323,872	$ 7,505	752	$(14,588)	$ 391,585
Balance, July 29, 2023									
Net income Net income	—	—	—	—	11,017	—	—	—	11,017
Other comprehensive loss, net of tax of $244	—	—	—	—	—	(541)	—	—	(541)
Other comprehensive loss, net of tax of $323									
Dividends Dividends	—	—	—	—	(3,338)	—	—	—	(3,338)

13 Weeks Ended October 28, 2023 and October 29, 2022	Class A Common Stock Shares Issued	Class A Common Stock Amount	Class B Common Stock Shares Issued	Class B Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock Class A Shares	Treasury Stock Class A Amount	Total Shareholders' Equity
Balance, July 29, 2023	11,563	$76,179	4,204	$ 683	$343,497	$ 8,134	912	$(18,327)	$ 410,166
Net income	—	—	—	—	11,585	—	—	—	11,585
Other comprehensive loss, net of tax of $323	—	—	—	—	—	702	—	—	702
Dividends	—	—	—	—	(3,350)	—	—	—	(3,350)

	Class A Common Stock Shares Issued	Amount	Class B Common Stock Shares Issued	Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock Class A Shares	Amount	Total Shareholders' Equity
Treasury stock purchases	—	—	—	—	—	—	162	(3,739)	(3,739)
Treasury stock purchases	—	—	—	—	—	—	32	(782)	(782)
Restricted shares forfeited	—	(73)	—	—	—	—	—	—	(73)
Restricted shares forfeited	(9)	(28)	—	—	—	—	—	—	(28)
Share-based compensation expense	508	839	—	—	—	—	—	—	839
Share-based compensation expense	14	952	—	—	—	—	—	—	952
Balance, April 29, 2023	11,478	$74,865	4,294	$ 697	$331,551	$ 6,964	914	$(18,327)	$ 395,750
Balance, October 28, 2023	11,568	$77,103	4,204	$ 683	$351,732	$ 8,836	944	$(19,109)	$ 419,245
Balance, January 29, 2022	10,981	$71,808	4,294	$ 697	$304,117	$ (7,338)	730	$(14,028)	$ 355,256
Net loss	—	—	—	—	(3,231)	—	—	—	(3,231)
Other comprehensive income, net of tax of $5,623	—	—	—	—	—	12,828	—	—	12,828
Balance, July 30, 2022	10,971	$72,891	4,294	$ 697	$306,974	$ 6,135	752	$(14,588)	$ 372,109
Net income	—	—	—	—	11,081	—	—	—	11,081
Other comprehensive income, net of tax of $1,199	—	—	—	—	—	2,669	—	—	2,669
Dividends	—	—	—	—	(3,261)	—	—	—	(3,261)
Dividends	—	—	—	—	(3,252)	—	—	—	(3,252)
Treasury stock purchases	—	—	—	—	—	—	22	(560)	(560)
Restricted shares forfeited	(6)	(73)	—	—	—	—	—	—	(73)
Share-based compensation expense	—	616	—	—	—	—	—	—	616
Share-based compensation expense	—	608	—	—	—	—	—	—	608
Balance, April 30, 2022	10,975	$72,351	4,294	$ 697	$297,625	$ 5,490	752	$(14,588)	$ 361,575
Balance, October 29, 2022	10,971	$73,499	4,294	$ 697	$314,803	$ 8,804	752	$(14,588)	$ 383,215

39 Weeks Ended April 29, 2023 and April 30, 2022

	Class A Common Stock		Class B Common Stock			Accumulated Other	Treasury Stock Class A		Total
	Shares Issued	Amount	Shares Issued	Amount	Retained Earnings	Comprehensive Income (Loss)	Shares	Amount	Shareholders' Equity
Balance, July 30, 2022	10,971	$72,891	4,294	$ 697	$306,974	$ 6,135	752	$(14,588)	$ 372,109
Net income	—	—	—	—	34,422	—	—	—	34,422
Other comprehensive income, net of tax of $372	—	—	—	—	—	829	—	—	829
Dividends	—	—	—	—	(9,845)	—	—	—	(9,845)
Treasury stock purchases	—	—	—	—	—	—	162	(3,739)	(3,739)
Restricted shares forfeited	(1)	(114)	—	—	—	—	—	—	(114)
Share-based compensation expense	508	2,088	—	—	—	—	—	—	2,088
Balance, April 29, 2023	11,478	$74,865	4,294	$ 697	$331,551	$ 6,964	914	$(18,327)	$ 395,750
Balance, July 31, 2021	10,978	$70,594	4,294	$ 697	$293,185	$ (9,064)	726	$(13,939)	$ 341,473
Net income	—	—	—	—	14,227	—	—	—	14,227
Other comprehensive income, net of tax of $6,362	—	—	—	—	—	14,554	—	—	14,554
Dividends	—	—	—	—	(9,787)	—	—	—	(9,787)
Treasury stock purchases	—	—	—	—	—	—	26	(649)	(649)
Restricted shares forfeited	(12)	(129)	—	—	—	—	—	—	(129)
Share-based compensation expense	9	1,886	—	—	—	—	—	—	1,886
Balance, April 30, 2022	10,975	$72,351	4,294	$ 697	$297,625	$ 5,490	752	$(14,588)	$ 361,575

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

		39 13 Weeks Ended		
		April 29, October 28, 2023		April 30
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income	$	34,422 11,585	$	
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		26,857 8,967		
Non-cash share-based compensation		1,974 924		
	— 10,811			
Deferred taxes		(395) (207)		
Provision to value inventories at LIFO		2,038 466		
Gain on sale of property, equipment and fixtures		(177) (39)		
Changes in assets and liabilities:				
Merchandise inventories		(3,707) (3,443)		
Patronage dividend receivable		3,627 (4,849)		
Accounts payable to Wakefern		(1,033) 4,216		
Accounts payable and accrued expenses		1,793 3,954		
Accrued wages and benefits		1,075 (1,420)		
Income taxes receivable / payable		963 (2,602)		
Other assets and liabilities		807 827		
Net cash provided by operating activities		68,244 18,379		
CASH FLOWS FROM INVESTING ACTIVITIES				
Capital expenditures		(35,689) (13,773)		(
Proceeds from the sale of assets		177 39		
Investment in notes receivable from Wakefern		(63,265) (2,139)		(
Maturity of notes receivable from Wakefern		28,850 —		
Investment in real estate partnership		(4,268) (1,813)		
Net cash used in investing activities		(74,195) (17,686)		(3
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of long-term debt		17,125 —		
Principal payments of long-term debt		(7,764) (2,698)		
Debt issuance costs		(33) —		
Dividends		(9,845) (3,350)		
Treasury stock purchases including shares surrendered for withholding taxes		(3,739) (782)		
Net cash used in (used in) provided by financing activities		(4,256) (6,830)		
NET INCREASE (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(10,207) (6,137)		
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		134,832 140,910		1
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	124,625 134,773	$	1
SUPPLEMENTAL DISCLOSURES OF CASH PAYMENTS MADE FOR:				
Interest	$	3,137 1,064	$	
Income taxes	$	15,005 8,135	$	
NONCASH SUPPLEMENTAL DISCLOSURES:				
Investment in Wakefern and increase in notes payable to Wakefern	$	38	$	
Capital expenditures included in accounts payable and accrued expenses	$	5,709 5,086	$	

Lease obligations obtained in exchange for right-of-use assets	$	908	$

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited)

1. BASIS OF PRESENTATION and ACCOUNTING POLICIES

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal and recurring accruals) necess fairly the consolidated financial position as of April 29, 2023 October 28, 2023 and the consolidated statements of operations, comprehensive income and cash flows for the 13 and 39 April 29, 2023 October 28, 2023 and April 30, 2022 October 29, 2022 of Village Super Market, Inc. (“Village” or the “Company”).

The significant accounting policies followed by the Company are set forth in Note 1 to the Company's consolidated financial statements in the July 30, 2022 July 29, 2023 Market, Inc. Annual Report on Form 10-K, which should be read in conjunction with these financial statements. The results of operations for the period ended April 29, 2023 Octobe not necessarily indicative of the results to be expected for the full year.

Disaggregated Revenues

The following table presents the Company's sales by product categories during each of the periods indicated:

		13 Weeks Ended				39 Weeks Ended					13 Weeks Ended		
		April 29, 2023		April 30, 2022		April 29, 2023		April 30, 2022			October 28, 2023		Octobe
		Amount	%	Amount	%	Amount	%	Amount	%		Amount	%	Amount
Center Store (1)	Center Store (1)	$ 317,532	60.0 %	$ 297,892	59.4 %	$ 973,173	60.4 %	$ 918,228	59.9 %	Center Store (1)	$ 320,924	59.8 %	$ 311,824
Fresh (2)	Fresh (2)	192,436	36.4	185,757	37.0	581,947	36.1	559,909	36.5	Fresh (2)	193,520	36.1	189,008
Pharmacy	Pharmacy	17,581	3.3	16,761	3.3	52,371	3.2	50,365	3.3	Pharmacy	20,211	3.8	17,169
Other (3)	Other (3)	1,745	0.3	1,552	0.3	5,357	0.3	5,079	0.3	Other (3)	1,699	0.3	1,688
Total Sales	Total Sales	$ 529,294	100.0 %	$ 501,962	100.0 %	$ 1,612,848	100.0 %	$ 1,533,581	100.0 %	Total Sales	$ 536,354	100.0 %	$ 519,689

(1) Consists primarily of grocery, dairy, frozen, health and beauty care, general merchandise and liquor.
(2) Consists primarily of produce, meat, deli, seafood, bakery, prepared foods and floral.
(3) Consists primarily of sales related to other income streams, including service fees related to digital sales, gift card and lottery commissions and wholesale sales.

2. MERCHANDISE INVENTORIES

At April 29, 2023 October 28, 2023 and July 30, 2022 July 29, 2023, approximately 64% 63% and 61% 64%, respectively, of merchandise inventories are valued by the LIFO me balance is valued by FIFO. If the FIFO method had been used for the entire inventory, inventories would have been $20,654 $21,704 and $18,616 $21,238 higher than reporte 2023 October 28, 2023 and July 30, 2022 July 29, 2023, respectively.

3. NET INCOME PER SHARE

The Company has two classes of common stock. Class A common stock is entitled to cash dividends as declared 54% greater than those paid on Class B common stock. Sha common stock are convertible on a share-for-share basis for Class A common stock at any time.

The Company utilizes the two-class method of computing and presenting net income per share. The two-class method is an earnings allocation formula that calculates basic a income per share for each class of common stock separately based on dividends declared and participation rights in undistributed earnings. Under the two-class method, Class A co assumed to receive a 54% greater participation in undistributed earnings than Class B common stock, in accordance with the classes' respective dividend rights. Unvested share-b awards that contain nonforfeitable rights to dividends are treated as participating securities and therefore included in computing net income per share using the two-class method.

Diluted net income per share for Class A common stock is calculated utilizing the if-converted method, which assumes the conversion of all shares of Class B common stock to Cla stock on a share-for-share basis, as this method is more dilutive than the two-class method. Diluted net income per share for Class B common stock does not assume conversi common stock to shares of Class A common stock.

The table below reconciles Net income (loss) to Net income available to Class A and Class B shareholders:

	13 Weeks Ended		39 Weeks Ended	
	April 29, 2023	April 30, 2022	April 29, 2023	A
Net income (loss)	$ 11,017	$ (3,231)	$ 34,422	$

Distributed and allocated undistributed Net income (loss) to unvested restricted shareholders	369	(93)	1,014	
Net income available to Class A and Class B shareholders	$ 10,648	$ (3,138)	$ 33,408	$

	13 Weeks Ended	
	October 28, 2023	Oct
Net income	$ 11,585	$
Distributed and allocated undistributed Net income to unvested restricted shareholders	440	
Net income available to Class A and Class B shareholders	$ 11,145	$

The tables below reconcile the numerators and denominators of basic and diluted Net income (loss) per share for all periods presented.

	13 Weeks Ended April 29, 2023		39 Weeks Ended April 29, 2023	
	Class A	Class B	Class A	Class B
Numerator:				
Net income (loss) allocated, basic	$ 8,311	$ 2,336	$ 26,055	$ 7,354
Conversion of Class B to Class A shares	2,336	—	7,354	—
Net income (loss) allocated, diluted	$ 10,647	$ 2,336	$ 33,409	$ 7,354
Denominator:				
Weighted average shares outstanding, basic	9,863	4,294	9,863	4,294
Conversion of Class B to Class A shares	4,294	—	4,294	—
Weighted average shares outstanding, diluted	14,157	4,294	14,157	4,294

	13 Weeks Ended October 28, 2023	
	Class A	
Numerator:		
Net income allocated, basic	$ 8,782	$
Conversion of Class B to Class A shares	2,363	
Net income allocated, diluted	$ 11,145	$
Denominator:		
Weighted average shares outstanding, basic	10,146	
Conversion of Class B to Class A shares	4,204	
Weighted average shares outstanding, diluted	14,350	

	13 Weeks Ended April 30, 2022		39 Weeks Ended April 30, 2022	
	Class A	Class B	Class A	Class B
Numerator:				
Net income allocated, basic	$ (2,447)	$ (691)	$ 10,757	$ 3,041
Conversion of Class B to Class A shares	(691)	—	3,041	—
Effect of share-based compensation on allocated net income	(19)	(14)	—	—
Net income allocated, diluted	$ (3,157)	$ (705)	$ 13,798	$ 3,041
Denominator:				

	13 Weeks Ended October 29, 2022	
	Class A	
Numerator:		
Net income allocated, basic	$ 8,402	$
Conversion of Class B to Class A shares	2,376	
Net income allocated, diluted	$ 10,778	$
Denominator:		

Weighted average shares outstanding, basic	Weighted average shares outstanding, basic	9,876	4,294	9,871	4,294	Weighted average shares outstanding, basic	9,863	
Conversion of Class B to Class A shares	Conversion of Class B to Class A shares	4,294	—	4,294	—	Conversion of Class B to Class A shares	4,294	
Weighted average shares outstanding, diluted	Weighted average shares outstanding, diluted	14,170	4,294	14,165	4,294	Weighted average shares outstanding, diluted	14,157	

Outstanding stock options to purchase Class A shares of 90 86 and 102 93 were excluded from the calculation of diluted net income per share at April 29, 2023 October 28, 2023 2022 October 29, 2022, respectively, as a result of their anti-dilutive effect. In addition, 507 and 363 non-vested restricted Class A shares, which are considered participating secur allocated net income were excluded from the diluted net income per share calculation at April 29, 2023 October 28, 2023 and April 30, 2022 October 29, 2022, respectively, due to the effect.

4. PENSION PLANS

Net periodic pension cost for the two defined benefit pension plans sponsored in fiscal 2023 and the three defined benefit pension plans sponsored in fiscal 2022 following components:

	13 Weeks Ended		39 Weeks Ended	
	April 29, 2023	April 30, 2022	April 29, 2023	A
Service cost	$ 34	$ 47	$ 101	$
Interest cost on projected benefit obligations	70	420	210	
Expected return on plan assets	(19)	(409)	(57)	
Loss on settlement	—	12,296	—	
Amortization of net (gains) losses	(139)	126	(417)	
Net periodic pension cost	$ (54)	$ 12,480	$ (163)	$

In April 2022, the Company terminated the Village Super Market, Inc. Employees' Retirement Plan. Prior to termination, the Company made a $1,485 contribution to fully Plan assets were liquidated to fund lump sum distributions to participants of $37,289 and purchase annuity contracts totaling $14,930 with an insurance company for all participan elect a lump sum distribution. The Company recognized a $12,296 pre-tax settlement charge as a result of the termination, including a $10,856 non-cash charge for unrecognized accumulated other comprehensive loss as of the termination date. No benefit obligation or plan assets related to the Village Super Market, Inc. Employees' Retirement Plan remain 2023.

Contributions to the remaining plans are expected to be immaterial in fiscal 2023.

5. 4. RELATED PARTY INFORMATION

A description of the Company's transactions with Wakefern, its principal supplier, and with other related parties is included in the Company's Annual Report on Form 10-K for the ye 30, 2022 July 29, 2023.

On August 15, 2022, notes receivable due from Wakefern of $28,850 that earned interest at the prime rate plus 1.25% matured. The Company invested all of the proceeds recei rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on August 15, 2027. On September 28, 2022, the Company invested an additio variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on September 28, 2027. At April 29, 2023 October 28, 2023, the Company hel notes receivable due from Wakefern of $30,799 $32,211 that earn interest at the prime rate plus .75% and mature on February 15, 2024, $30,212 $31,559 that earn interest at the p .50% and mature on August 15, 2027 and $31,188 $32,578 that earn interest at the prime rate plus .50% and mature on September 28, 2027. Wakefern has the right to prepay thes time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on ov market rates as paid by Wakefern on demand deposits.

Included in cash and cash equivalents at April 29, 2023 October 28, 2023 and July 30, 2022 July 29, 2023 are $105,832 $116,520 and $110,739, $122,028, respectively, of de invested at Wakefern at overnight money market rates.

On April 28, 2022, the Company entered into a partnership agreement for 30% interest in the development of a retail center in Old Bridge, New Jersey, which incl replacement store with future an operating lease obligations obligation of $9,280. Village's $4,304 as of October 28, 2023. Village will fund its share of project costs are estimated to $20,000. $20,000 over the two to three year life of the project. As of April 29, 2023 October 28, 2023, Village has invested $9,278 $12,688 into the real estate partnership, which is ac an equity method investment. investment included in Investments in Real Estate Partnerships on the Consolidated Balance Sheet.

There have been no other significant changes in the Company's relationships or nature of transactions with related parties during the 39 13 weeks ended April 29, 2023 October 28,

6. 5. COMMITMENTS and CONTINGENCIES

The Company is involved in litigation incidental to the normal course of business. Company management is of the opinion that the ultimate resolution of these legal proceedings sh a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

7. 6. DEBT

Long-term debt consists of:

		April 29, 2023	July 30, 2022		October 28, 2023	July 20
Secured term loans	Secured term loans	$ 54,977	$ 50,796	Secured term loans	$ 52,846	$
Unsecured term loan	Unsecured term loan	23,961	17,507	Unsecured term loan	21,443	
New Market Tax Credit Financing	New Market Tax Credit Financing	5,243	5,427	New Market Tax Credit Financing	5,120	
Total debt, excluding obligations under leases	Total debt, excluding obligations under leases	84,181	73,730	Total debt, excluding obligations under leases	79,409	
Less current portion	Less current portion	9,370	7,466	Less current portion	9,370	
Total long-term debt, excluding obligations under leases	Total long-term debt, excluding obligations under leases	$ 74,811	$ 66,264	Total long-term debt, excluding obligations under leases	$ 70,039	$

Credit Facility

The Company has a credit facility (the “Credit Facility”) with Wells Fargo National Bank, National Association (“Wells Fargo”). The principal purpose of the Credit Facility general corporate and working capital requirements, Village’s fiscal 2020 acquisition of certain Fairway assets and certain capital expenditures. Among other things, the Credit Facility

- An unsecured revolving line of credit providing a maximum amount available for borrowing of $75,000. Indebtedness under this agreement bears interest at the applic Overnight Financing Rate ("SOFR") plus 1.10% and expires on May 6, 2025.

- An unsecured $25,500 term loan issued on May 12, 2020, repayable in equal monthly installments based on a seven-year amortization schedule through May 4, 2027 and b at the applicable SOFR plus 1.46%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .26% per annum through May 4, 2027, resu effective interest rate of 1.72% on the term loan.

- A secured $50,000 term loan issued on September 1, 2020 repayable in equal monthly installments based on a fifteen-year amortization schedule through September 1, 203 interest at the applicable SOFR plus 1.61%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .57% per annum through Septe resulting in a fixed effective interest rate of 2.18% on the term loan. The term loan is secured by real properties of Village Super Market, Inc. and its subsidiaries, including the Village stores.

- A secured $7,350 term loan issued on January 28, 2022 repayable in equal monthly installments based on a fifteen-year amortization schedule through January 28, 203 interest at the applicable SOFR plus 1.50%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at 1.41% per annum through Janu resulting in a fixed effective interest rate of 2.91% on the term loan. The term loan is secured by the Galloway store shopping center acquired for $9,800 in the first quarter of f

On September 1, 2022, the Company amended the Credit Facility due to the execution of a seven year $10,000 unsecured term loan. The unsecured term loan is repa monthly installments based on a seven year amortization schedule through September 4, 2029 and bears interest at the applicable SOFR plus 1.35%. Village also executed an inte for a notional amount equal to the term loan amount that fixes the base SOFR at 2.95%, resulting in a fixed effective rate of 4.30%. This loan qualified for an interest rate subsidy Wakefern on financing related to certain capital expenditure projects. Net of the subsidy, the Company will pay interest at a fixed effective rate of 2.30%.

On January 27, 2023, the Company purchased the Vineland store shopping center for $9,500. As part of the purchase, the Company amended the Credit Facility due to the fifteen year $7,125 term loan secured by the Vineland store shopping center. The secured term loan is repayable in equal monthly installments based on a fifteen year amortiza through January 27, 2038 and bears interest at the applicable SOFR plus 1.75%. Village also executed an interest rate swap for a notional amount equal to the term loan amount base SOFR at 3.59%, resulting in a fixed effective rate of 5.34%.

The Credit Facility also provides for up to $25,000 of letters of credit ($7,336 outstanding at April 29, 2023 October 28, 2023), which secure obligations for store leases an performance guarantees to municipalities. The Credit Facility contains covenants that, among other conditions, require a minimum tangible net worth, a minimum fixed charge covera maximum adjusted debt to EBITDAR ratio. The Company was in compliance with all covenants of the credit agreement at April 29, 2023 October 28, 2023. As of April 29, 2023 Octo $67,664 remained available under the unsecured revolving line of credit.

New Markets Tax Credit Financing

On December 29, 2017, the Company entered into a financing transaction with Wells Fargo Community Investment Holdings, LLC ("Wells Fargo") under a qualified New Mark ("NMTC") program related to the construction of a new store in the Bronx, New York. The NMTC program was provided for in the Community Renewal Tax Relief Act of 2000 (th intended to induce capital investment in qualified lower income communities. The Act permits taxpayers to claim credits against their Federal income taxes for up to 39% of qualified the equity of community development entities ("CDEs"). CDEs are privately managed investment institutions that are certified to make qualified low-income community investments.

In connection with the financing, the Company loaned $4,835 to VSM Investment Fund, LLC (the "Investment Fund") at an interest rate of 1.403% per year and with a of December 31, 2044. Repayments on the loan commence in March 2025. Wells Fargo contributed $2,375 to the Investment Fund and, by virtue of such contribution, is entitled to s of the tax benefits derived from the NMTC. The Investment Fund is a wholly owned subsidiary of Wells Fargo. The loan to the Investment Fund is recorded in Other assets in the balance sheets.

The Investment Fund then contributed the proceeds to a CDE, which, in turn, loaned combined funds of $6,563, net of debt issuance costs, to Village Super Market of NY, owned subsidiary of the Company, at an interest rate of 1.000% per year with a maturity date of December 31, 2051. These loans are secured by the leasehold improvements a related to the construction of the Bronx store. Repayment of the loans commences in March 2025. The proceeds of the loans from the CDE were used to partially fund the constructio store. The Notes payable related to New Markets Tax Credit, net of debt issuance costs, are recorded in long-term debt in the consolidated balance sheets.

The NMTC is subject to 100% recapture for a period of seven years. The Company is required to be in compliance with various regulations and contractual provisions that ap Markets Tax Credit arrangement. Noncompliance could result in Wells Fargo's projected tax benefits not being realized and, therefore, require the Company to indemnify Wells Farg or recapture of NMTCs. The Company does not anticipate any credit recapture will be required in connection with this financing arrangement. The transaction includes a put/call prov the Company may be obligated or entitled to repurchase Wells Fargo's interest in the Investment Fund. The value attributed to the put/call is de minimis. We believe that Wells Farg the put option in December 2024, at the end of the recapture period, that will result in a net benefit to the Company of $1,728. The Company is recognizing the net benefit over t compliance period in operating and administrative expense.

8. 7. DERIVATIVES AND HEDGING ACTIVITIES

The Company is exposed to interest rate risk arising from fluctuations in SOFR related to the Company's Credit Facility. The Company manages exposure to this risk and th related cash flows primarily by the use of derivative financial instruments, specifically, interest rate swaps.

The Company's objectives in using interest rate swaps are to add stability to interest expense and to manage its exposure to interest rate movements. Interest rate swaps cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without ex underlying notional amount.

As of April 29, 2023 October 28, 2023, the Company had five interest rate swaps with an aggregate initial notional value of $99,975 to hedge the variable cash flows a variable-rate loans under the Company's Credit Facility. The interest rate swaps were executed for risk management and are not held for trading purposes. The objective of the inter is to hedge the variability of cash flows resulting from fluctuations in the reference rate. The swaps replaced the applicable reference rate with fixed interest rates and payments are s when payments are made on the variable-rate loans. The Company's derivatives qualify and have been designated as cash flow hedges of interest rate risk. The gain or loss on th recorded in Accumulated other comprehensive income and subsequently reclassified into interest expense in the same period during which the hedged transaction affects earn reported in Accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the variable-rate loans. reclassified $677 $781 and $89 $243 during the 13 weeks ended April 29, 2023 October 28, 2023 and April 30, 2022, respectively, and $1,425 and $262 during the 39 weeks ended and April 30, 2022 October 29, 2022, respectively, from Accumulated other comprehensive income to Interest expense.

The notional value of the interest rate swaps were $79,255 $74,570 as of April 29, 2023 October 28, 2023. The fair value of interest rate swaps recorded in Other assets in the balance sheets is $7,637 $10,269 as of April 29, 2023 October 28, 2023.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in Thousands)

OVERVIEW

Village Super Market, Inc. (the "Company" or "Village") was founded in 1937. Village operates a chain of 34 supermarkets in New Jersey (26), New York (6), Maryland (1) and Pe under the ShopRite and Fairway banners and four three Gourmet Garage specialty markets in New York City. Village is the second largest member of Wakefern Food Corporation ("W nation's largest retailer-owned food cooperative and owner of the ShopRite, Fairway and Gourmet Garage names. As further described in the Company's Form 10-K, this owners Wakefern provides Village with many of the economies of scale in purchasing, distribution, advanced retail technology, marketing and advertising associated with chains of gre geographic coverage.

The supermarket industry is highly competitive and characterized by narrow profit margins. The Company competes directly with multiple retail formats, both in-store and or national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dol convenience stores. The Company competes by providing a superior customer service experience, competitive pricing and a broad range of consistently available quality products. Price Plus and Fairway Insider customer loyalty program enables programs enable Village to offer continuity programs, focus on target marketing initiatives and to offer discounts and coupons directly to a customer's Price Plus loyalty card.

Online grocery ordering for in-store pick up or home delivery is available in all of our ShopRite stores through shoprite.com, the ShopRite app or through third party serv Additionally, the ShopRite Order Express app enables customers to pre-order deli, catering, specialty occasion cakes and other items. Online ordering for home delivery is available and stores through fairwaymarket.com, the Fairway app or through third party service providers. Online ordering for home delivery is available in all Gourmet Garage s gourmetgarage.com, the Gourmet Garage app or through third party service providers.

To promote production efficiency, product quality and consistency, the Company operates a centralized commissary supplying certain products in deli, bakery, prepared fo perishable product categories to all stores. The Company also owns and operates an automated micro-fulfillment center to facilitate online order fulfillment for the south New Jersey s

The Company's stores, eight of which are owned, average 54,000 total square feet. These larger store sizes enable the Company to offer a wide variety of national brand sourced food products, including grocery, meat, produce, dairy, deli, seafood, prepared foods, bakery and frozen foods as well as non-food product offerings, including health and general merchandise, liquor and 21 in-store pharmacies. Most product departments include high-quality, competitively priced own-brand offerings under the Wholesome Pantry, B Paperbird and Fairway brands. Our Fairway Markets offer a one-stop destination shopping experience with an emphasis on fresh, unique, and high quality offerings paired with variety of natural, organic, specialty and gourmet products. Our Gourmet Garage specialty markets offer organic produce, signature soups and prepared foods, high-quality meat charcuterie and gourmet cheeses, artisan baked bread and pastries, chef-prepared meals to go and pantry staples.

The Company has an ongoing program to evaluate, upgrade and expand its supermarket chain. This program has included store remodels as well as the opening or acquisitio stores. When remodeling, Village has sought, whenever possible, to increase the amount of selling space in its stores. On August 14, 2022, we converted the Pelham, NY store fro banner to the ShopRite banner and a major remodel of the store was completed in late October 2022.

On April 29, 2022 November 1, 2023, Village opened a 14,600 closed an 8,400 sq. ft. Gourmet Garage store located in New York City. The impact associated with the W Manhattan, NYC. closure and ongoing results of operating were not material to Village's consolidated financial statements.

We consider a variety of indicators to evaluate our performance, such as same store sales; percentage of total sales by department (mix); shrink; departmental gross prof sales per labor hour; units per labor hour; and hourly labor rates.

NON-GAAP MEASURES

The accompanying Consolidated Financial Statements, including the related notes, are presented in accordance with generally accepted accounting principles ("GAAP"). We GAAP measures, including Adjusted net income and Adjusted operating and administrative expenses as management believes these supplemental measures are useful to investors These non-GAAP financial measures should not be reviewed in isolation or considered as a substitute for our financial results as reported in accordance with GAAP, nor as an alte income, operating and administrative expense or any other GAAP measure of performance. Adjusted net income and Adjusted operating and administrative expense are usefu because they provide supplemental measures that exclude the financial impact of certain items that affect period-to-period comparability. Management and the Board of Direct measures as they provide greater transparency in assessing ongoing operating performance on a period-to-period basis. Other companies may have different definitions of Non-GA and provide for different adjustments, and comparability to the Company's results of operations may be impacted by such differences. The Company's presentation of Non-GAAP Me not be construed as an implication that its future results will be unaffected by unusual or non-recurring items.

The following tables reconciles Net income (loss) to Adjusted net income and Operating and administrative expenses to Adjusted operating and administrative expenses:

	13 Weeks Ended		39 Weeks Ended	
	April 29, 2023	April 30, 2022	April 29, 2023	A
Net Income (loss)	$ 11,017	$ (3,231)	$ 34,422	$
Adjustments to Operating Expenses:				
Litigation settlement gain (1)	$ (1,200)	$ —	$ (1,200)	$
Pension termination and settlement charges (2)	—	12,296	—	
Adjustments to Income Taxes:				
Tax impact of adjustments to operating expenses	372	(3,780)	372	
Adjusted net income	$ 10,189	$ 5,285	$ 33,594	$
Operating and administrative expenses	$ 128,787	$ 137,751	$ 384,452	$
Adjustments to operating and administrative expenses	1,200	(12,296)	1,200	
Adjusted operating and administrative expenses	$ 129,987	$ 125,455	$ 385,652	$
Adjusted operating and administrative expenses as a % of sales	24.56 %	24.99 %	23.91 %	

(1) Fiscal 2023 litigation settlement gains are related to claims associated with the Fairway acquisition and liabilities associated thereto.

(2) Fiscal 2022 pension settlement charges related primarily to the termination of the Village Super Market, Inc. Employees' Retirement Plan. The Company contributed cash of $1,440 to fully fun the remaining $10,856 represents non-cash charges for unrecognized losses within accumulated other comprehensive loss as of the termination date.

RESULTS OF OPERATIONS

The following table sets forth the major components of the Consolidated Statements of Operations as a percentage of sales:

		13 Weeks Ended		39 Weeks Ended			13 Weeks Ende	
		April 29, 2023	April 30, 2022	April 29, 2023	April 30, 2022		October 28, 2023	Octo
Sales	Sales	100.00 %	100.00 %	100.00 %	100.00 %	Sales	100.00 %	
Cost of sales	Cost of sales	71.43	71.79	71.77	71.87	Cost of sales	71.48	
Gross profit	Gross profit	28.57	28.21	28.23	28.13	Gross profit	28.52	
Operating and administrative expense	Operating and administrative expense	24.33	27.44	23.84	25.14	Operating and administrative expense	24.29	
Depreciation and amortization	Depreciation and amortization	1.60	1.62	1.58	1.62	Depreciation and amortization	1.59	
Operating income (loss)		2.64	(0.85)	2.81	1.37			
Operating income						Operating income	2.64	
Interest expense	Interest expense	(0.20)	(0.20)	(0.19)	(0.19)	Interest expense	(0.20)	
Interest income	Interest income	0.60	0.19	0.48	0.18	Interest income	0.71	
Income (loss) before income taxes		3.04	(0.86)	3.10	1.36			
Income before income taxes						Income before income taxes	3.15	
Income taxes	Income taxes	0.96	(0.22)	0.97	0.43	Income taxes	0.99	
Net income (loss)		2.08 %	(0.64) %	2.13 %	0.93 %			
Net income						Net income	2.16 %	

Sales. Sales were $529,294 $536,354 in the 13 weeks ended April 29, 2023 October 28, 2023, an increase of 5.4% 3.2% compared to the 13 weeks ended April 30, 2022 Octo Sales increased due to an increase in same store sales of 3.4%, the opening of a Gourmet Garage in the West Village in Manhattan, NY on April 29, 2022 2.0% and increased sa remodel and conversion of the Pelham, NY Fairway to the ShopRite banner on August 15, 2022. Same store sales increased due primarily to retail price inflation.

Sales were $1,612,848 in the 39 weeks ended April 29, 2023, an increase of 5.2% compared to the 39 weeks ended April 30, 2022. Sales incre an increase in same store sales of 3.6%, the opening of a Gourmet Garage in the West Village in Manhattan, NY on April 29, 2022 and increased sale remodel and conversion of the Pelham, NY Fairway to the ShopRite banner on August 15, 2022. Same store sales increased due primarily to retail price

New stores, replacement stores and stores with banner changes are included in same store sales in the quarter after the store has been in operation for four full quarters. Sto and expansions are included in same store sales immediately.

Gross Profit. Gross profit as a percentage of sales increased .36% decreased .21% in the 13 weeks ended April 29, 2023 October 28, 2023 compared to the 13 weeks e 2022 October 29, 2022 due primarily to increased departmental gross margin percentages (.47% higher promotional spending (.22%) and decreased LIFO charges (.04%) parti increased warehouse assessment charges from Wakefern (.20%) and an unfavorable change in product mix (.14%).

Gross profit as a percentage of sales increased .10% in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022 due primarily to partially offse departmental gross margin percentages (.23% (.36%) partially offset by . Department gross margins increased LIFO charges (.12%). due primarily to improvements in commissary ope

Operating and Administrative Expense. Operating and administrative expense as a percentage of sales decreased 3.11% increased .13% in the 13 weeks ended April 29, 28, 2023 compared to the 13 weeks ended April 30, 2022. Adjusted operating and administrative expense as a percentage of sales decreased .43% in the 13 weeks ended compared to the 13 weeks ended April 30, 2022 October 29, 2022 due primarily to increased facility repair and maintenance costs (.10%), security costs (.07%) and external fees a digital sales (.05%) partially offset by lower labor costs and fringe benefits (.35%) and decreased supply spending (.19%) partially offset by increased facility costs (.07% (.10%). La fringe benefits decreased due primarily to sales leverage and ongoing productivity initiatives partially offset by minimum wage and market-driven pay rate increases.

Operating and administrative expense as a percentage of sales decreased 1.30% in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2 operating and administrative expense as a percentage of sales decreased to .43% in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022 due prin labor costs and fringe benefits (.32%) and decreased supply spending (.16%). Labor costs and fringe benefits decreased due primarily to sales leverage and ongoing productivity initi offset by minimum wage and market-driven pay rate increases.

Depreciation and Amortization. Depreciation and amortization expense increased in the 13 and 39 weeks ended April 29, 2023 October 28, 2023 was flat compared to t weeks ended April 30, 2022 due primarily to capital expenditures. October 29, 2022.

Interest Expense. Interest expense increased in the 13 and 39 weeks ended April 29, 2023 October 28, 2023 was flat compared to the 13 and 39 weeks ended April 30, 2022 to higher average outstanding debt balances. October 29, 2022.

Interest Income. Interest income increased in the 13 and 39 weeks ended April 29, 2023 October 28, 2023 compared to the 13 and 39 weeks ended April 30, 2022 October primarily to higher interest rates and larger amounts invested in variable rate notes receivable from Wakefern and demand deposits at Wakefern.

Income Taxes. The effective income tax rate was 31.6% 31.5% in the 13 weeks ended April 29, 2023 October 28, 2023 compared to 25.4% 31.0% in the 13 weeks ended The 13 weeks ended April 30, 2022 includes the recognition of a discrete tax benefit related to the pension termination settlement charge recognized in the quarter. Excluding the pension termination settlement charge and related discrete tax benefit, the effective income tax rate was 33.7% in the 13 weeks ended April 30, 2022. The decrease in the effective in is due primarily to a lesser impact of unfavorable return to provision adjustments in the 13 weeks ended April 29, 2023 compared to the 13 weeks ended April 30, 2022 October 29, 20

The effective income tax rate was 31.2% in the 39 weeks ended April 29, 2023 compared to 31.7% in the 39 weeks ended April 30, 2022. The decrease in the effective inc due primarily to a lesser impact of unfavorable return to provision adjustments in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022.

Net Income. Net Income was $11,017 $11,585 in the 13 weeks ended April 29, 2023 October 28, 2023 compared to a net loss of $3,231 $11,081 in the 13 weeks e 2022 October 29, 2022. Adjusted net Net income was $10,189 in the 13 weeks ended April 29, 2023, an increase of 93% increased 5% compared to $2,297 the prior year due p increase in the 13 weeks ended April 30, 2022.

Net income was $34,422 in the 39 weeks ended April 29, 2023 compared to $14,227 in the 39 weeks ended April 30, 2022. Adjusted net income was $33,594 in the 39 wee 29, 2023, an increase sales of 48% compared to $10,213 in the 39 weeks ended April 30, 2022. 3.2% and higher interest income.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company's financial condition and results of operations. require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. T critical accounting policies relating to the impairment of long-lived assets, goodwill and indefinite-lived intangible assets and accounting for patronage dividends earned as a Wakefern, and accounting for pension plans, are described in the Company's Annual Report on Form 10-K for the year ended July 30, 2022 July 29, 2023. As of April 29, 2023 Oct there have been no changes to the critical accounting policies contained therein.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affe amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses durin period. Actual results could differ from those estimates.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $68,244 $18,379 in the 39 13 weeks ended April 29, 2023 October 28, 2023 compared to $51,702 $22,019 in the corresponding prior year. The change in cash flows from operating activities in fiscal 2023 2024 was primarily due to higher net income adjusted for non-cash items and changes in working ca capital changes, including Other assets and liabilities, increased decreased cash flows from operating activities by $3,525 $3,317 in fiscal 2023 2024 compared to an increase of fiscal 2022. 2023. The change in impact of working capital is due primarily to a lesser increase in merchandise inventories in fiscal 2023 compared to fiscal 2022, the timing of accounts payable to Wakefern and accrued wages and benefits. payments.

During the 39 13 weeks ended April 29, 2023 October 28, 2023, Village used cash to fund capital expenditures of $35,689, $13,773, dividends of $9,845, $3,350, principal pay term debt of $7,764, $2,698, share repurchases of $782, an investment in a real estate partnership for the development of a retail center in Old Bridge, New Jersey of $4,268 $1,813 net investments of $34,415 $2,139 in notes receivable from Wakefern. Capital expenditures primarily include costs associated with the remodel and conversion construction of th Fairway Old Bridge replacement store scheduled to open in fiscal 2024, the ShopRite banner, the new Gourmet Garage store in the West Village of New York City, the purchase mi the Vineland

store shopping center, installation of electronic shelf labels, continued expansion of self-checkout, Millburn, NJ ShopRite and various technology, equipment and facility upgrades.

We have revised our budgeted $85,000 for capital expenditures downward from prior estimates to approximately $50,000 in fiscal 2023 due to the timing of construction spends fo stores shifting from fiscal 2023 into fiscal 2024. Planned expenditures include costs for construction of three the Old Bridge replacement store scheduled to open in fiscal 2024 replacement stores scheduled to open in fiscal 2024 and fiscal 2025, two major remodels, including the conversion of the Pelham, NY store from the Fairway to the ShopRite banne of the Vineland store shopping center, potential real estate purchases, several smaller store remodels and merchandising initiatives installation of electronic shelf labels in six sto expansion of self-checkout, and various technology, equipment and facility upgrades. The Company's primary sources of liquidity in fiscal 2023 2024 are expected to be cash and ca on hand at April 29, 2023 October 28, 2023 and operating cash flow generated in fiscal 2023. 2024.

On April 28, 2022, the Company entered into a partnership agreement for a 30% interest in the development of a retail center in Old Bridge, New Jersey, which incl replacement store with future an operating lease obligations obligation of $9,280. $4,304 as of October 28, 2023. Village will fund its share of project costs estimated to be $15,000 to the two to three year life of the project. As of April 29, 2023 October 28, 2023, Village has invested $9,278 $12,688 into the real estate partnership, which is accounted for as an investment included in Investments in Real Estate Partnerships on the Consolidated Balance Sheet. consolidated balance sheet.

On August 15, 2022, notes receivable due from Wakefern of $28,850 that earned interest at the prime rate plus 1.25% matured. The Company invested all of the procee variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on August 15, 2027. On September 28, 2022, the Company invested an addi in variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on September 28, 2027.

At April 29, 2023 October 28, 2023, the Company held variable rate notes receivable due from Wakefern of $30,799 $32,211 that earn interest at the prime rate plus .75% February 15, 2024, $30,212 $31,559 that earn interest at the prime rate plus .50% and mature on August 15, 2027 and $31,188 $32,578 that earn interest at the prime rate plus .50 on September 28, 2027. Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interes inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

Working capital was $63,105 $66,275 at April 29, 2023 October 28, 2023 compared to $79,796 $67,714 at July 30, 2022 July 29, 2023. Working capital ratios at the same dates w and 1.50 1.38 to one, respectively. The decrease in working capital in fiscal 2023 compared to fiscal 2022 is due primarily to an additional $30,017 investment in long-term notes re Wakefern. The Company's working capital needs are reduced, since inventories are generally sold by the time payments to Wakefern and other suppliers are due.

Credit Facility

The Company has a credit facility (the "Credit Facility") with Wells Fargo National Bank, National Association ("Wells Fargo"). The principal purpose of the Credit Facility general corporate and working capital requirements, Village's fiscal 2020 acquisition of certain Fairway assets and certain capital expenditures. Among other things, the Credit Facility

- An unsecured revolving line of credit providing a maximum amount available for borrowing of $75,000. Indebtedness under this agreement bears interest at the applic Overnight Financing Rate ("SOFR") plus 1.10% and expires on May 6, 2025.

- An unsecured $25,500 term loan issued on May 12, 2020, repayable in equal monthly installments based on a seven-year amortization schedule through May 4, 2027 and b at the applicable SOFR plus 1.46%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .26% per annum through May 4, 2027, resu effective interest rate of 1.72% on the term loan.

- A secured $50,000 term loan issued on September 1, 2020 repayable in equal monthly installments based on a fifteen-year amortization schedule through September 1, 203 interest at the applicable SOFR plus 1.61%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .57% per annum through Septe resulting in a fixed effective interest rate of 2.18% on the term loan. The term loan is secured by real properties of Village Super Market, Inc. and its subsidiaries, including the Village stores.

- A secured $7,350 term loan issued on January 28, 2022 repayable in equal monthly installments based on a fifteen-year amortization schedule through January 28, 203 interest at the applicable SOFR plus 1.50%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at 1.41% per annum through

  January 28, 2037, January 28, 2037, resulting in a fixed effective interest rate of 2.91% on the term loan. The term loan is secured by the Galloway store shopping cente $9,800 in the first quarter of fiscal 2022.

On September 1, 2022, the Company amended the Credit Facility due to the execution of a seven year $10,000 unsecured term loan. The unsecured term loan is repa monthly installments based on a seven year amortization schedule through September 4, 2029 and bears interest at the applicable SOFR plus 1.35%. Village also executed an inte for a notional amount equal to the term loan amount that fixes the base SOFR at 2.95%, resulting in a fixed effective rate of 4.30%. This loan qualified for an interest rate subsidy Wakefern on financing related to certain capital expenditure projects. Net of the subsidy, the Company will pay interest at a fixed effective rate of 2.30%.

On January 27, 2023, the Company purchased the Vineland store shopping center for $9,500. As part of the purchase, the Company amended the Credit Facility due to the fifteen year $7,125 term loan secured by the Vineland store shopping center. The secured term loan is repayable in equal monthly installments based on a fifteen year amortiza through January 27, 2038 and bears interest at the applicable SOFR plus 1.75%. Village also executed an interest rate swap for a notional amount equal to the term loan amount base SOFR at 3.59%, resulting in a fixed effective rate of 5.34%.

Based on current trends, the Company believes cash and cash equivalents on hand at April 29, 2023 October 28, 2023, operating cash flow and availability under our Cre sufficient to meet our liquidity needs for the next twelve months and for the foreseeable future beyond the next twelve months.

There have been no other substantial changes as of April 29, 2023 October 28, 2023 to the contractual obligations and commitments discussed in the Company's Annual Report for the year ended July 30, 2022 July 29, 2023.

<u>OUTLOOK</u>

This Form 10-Q contains certain forward-looking statements about Village's future performance. These statements are based on management's assumptions and beliefs in light currently available. Such statements relate to, for example: same store sales; economic conditions; expected pension plan contributions; projected capital expenditures; cash flow inflation expectations; and legal matters; and are indicated by words such as "will," "expect," "should," "intend," "anticipates," "believes" and similar words or phrases. The Compan reader that there is no assurance that actual results or business conditions will not differ materially from the results expressed, suggested or implied by such forward-looking forward-

looking statements. The Company undertakes no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof.

- We expect the increase in same store sales to range from 3.0% 1.0% to 4.0% 3.0% in fiscal 2023. 2024.

- We have revised our budgeted $85,000 for capital expenditures downward from prior estimates to approximately $50,000 in fiscal 2023 due to the timing of constructi replacement stores shifting from fiscal 2023 into fiscal 2024. Planned expenditures include costs for construction of three the Old Bridge replacement store scheduled to oper and two other replacement stores scheduled to open in fiscal 2024 and fiscal 2025, two major remodels, including the conversion of the Pelham, NY store from the Fairway to banner, the purchase of the Vineland store shopping center, potential real estate purchases, several smaller store remodels and merchandising initiatives installation of e labels in six stores, continued expansion of self-checkout, and various technology, equipment and facility upgrades.

- The Board's current intention is to continue to pay quarterly dividends in 2023 2024 at the most recent rate of $.25 per Class A and $.1625 per Class B share.

- We believe cash and cash equivalents on hand, operating cash flow and the Company's Credit Facility will be adequate to meet anticipated requirements for working c expenditures and debt payments for the foreseeable future.

- We expect our effective income tax rate in fiscal 2023 2024 to be in the range of 31.0% - 32.0%.

Various uncertainties and other factors could cause actual results to differ from the forward-looking statements contained in this report. These include:

- The Fairway acquisition involves a number of risks, uncertainties and challenges, including under-performance relative to our expectations, additional capital requirement expenses or delays, imprecise assumptions or our inability to achieve projected cost savings or other synergies, competitive factors in the marketplace and difficulties i business, including merging company cultures, cultivating brand strategy, expansion of food production and conforming the acquired company's technology, standard procedures and controls. Sales and operating profits have underperformed in Manhattan due primarily to less residential, commuter and tourist traffic during the COVID-19 pa of these potential circumstances are outside of our control and any of them could result in an adverse impact on our results of operations, financial condition and cash diversion of management time and resources.

- The supermarket business is highly competitive and characterized by narrow profit margins. Results of operations may be materially adversely impacted by competitiv promotional programs, industry consolidation and competitor store openings. Village competes directly with multiple retail formats both in-store and online, including nationa local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and stores. Some of these competitors have greater financial resources, lower merchandise acquisition costs and lower operating expenses than we do.

- The Company's stores are concentrated in New Jersey, New York, Pennsylvania and Maryland. We are vulnerable to economic downturns in these states in addition to t affect the country as a whole. Economic conditions such as inflation, deflation, interest rate fluctuations, movements in energy costs, social programs, minimum wa unemployment rates, disturbances due to social unrest and changing demographics may adversely affect our sales and profits.

- Village purchases substantially all of its merchandise from Wakefern. In addition, Wakefern provides the Company with support services in numerous areas including advert compensation, liability and property insurance, supplies, certain equipment purchasing, coupon processing, certain financial accounting applications, retail technology supp store services. Further, Village receives patronage dividends and other product incentives from Wakefern and also has demand deposits and notes receivable due from Wake

  Any material change in Wakefern's method of operation or a termination or material modification of Village's relationship with Wakefern could have an adverse impact on the Company's business and could involve additional expense for Village. The failure of any Wakefern member to fulfill its obligations to Wakefern or a member's insolvency or w Wakefern could result in increased costs to the Company. Additionally, an adverse change in Wakefern's results of operations could have an adverse effect on Villag operations.

- Approximately 88% 92% of our employees are covered by collective bargaining agreements. Any work stoppages could have an adverse impact on our financial results. If we control health care and pension costs provided for in the collective bargaining agreements, we may experience increased operating costs.

- The Company could be adversely affected if consumers lose confidence in the safety and quality of the food supply chain. The real or perceived sale of contaminated food p could result in a loss of consumer confidence and product liability claims, which could have a material adverse effect on our sales and operations.

- Certain of the multi-employer plans to which we contribute are underfunded. As a result, we expect that contributions to these plans may increase. Additionally, the ben related items will be issues in the negotiation of our collective bargaining agreements. Under current law, an employer that withdraws or partially withdraws from a multi-emp plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex allocation rules. The failure of a withdrawing employer to fund these obligations can impact remaining employers. The amount of any increase or decrease in our required c these multi-employer pension plans will depend upon the outcome of collective bargaining, actions taken by trustees who manage the plans, government regulations, withdra participating employers and the actual return on assets held in the plans, among other factors.

- The Company uses a combination of insurance and self-insurance to provide for potential liability for workers' compensation, automobile, general liability, property, directo liability, and certain employee health care benefits. Any projection of losses is subject to a high degree of variability. Changes in legal claims, trends and interpretations inflation rates, changes in the nature and method of claims settlement, benefit level changes due to changes in applicable laws, and insolvency of insurance carriers coul financial condition, results of operations, or cash flows.

- Our long-lived assets, primarily store property, equipment and fixtures, are subject to periodic testing for impairment. Failure of our asset groups to achieve sufficient level could result in impairment charges on long-lived assets.

- Our goodwill and indefinite-lived intangible assets are tested at the end of each fiscal year, or more frequently if circumstances dictate, for impairment. Failure of acquired achieve their forecasted expectations could result in impairment charges to goodwill and indefinite-lived intangible assets.

- Our effective tax rate may be impacted by the results of tax examinations and changes in tax laws.

- Wakefern provides all members of the cooperative with information system support that enables us to effectively manage our business data, customer transacti communications and other business processes. These information systems are subject to damage or interruption from power outages, computer or telecommunications failu viruses and related malicious software, catastrophic weather events, or human error. Any material interruption of our or Wakefern's information systems could have a ma impact on our results of operations.

Due to the nature of our business, personal information about our customers, vendors and associates is received and stored in these information systems. In additio information is transmitted through our online business at shoprite.com and through the ShopRite app. Unauthorized parties may attempt to access information stored in or t disrupt these systems. Wakefern and the Company maintain substantial security measures to prevent and detect unauthorized access to such information, including utiliz service providers for monitoring our networks, security reviews, and other functions. It is possible that computer hackers, cyber terrorists and others may be able to defe measures in place at the Company, Wakefern or those of third-party service providers.

Any breach of these security measures and loss of confidential information, which could be undetected for a period of time, could damage our reputation with customers associates, cause Wakefern and Village to incur significant costs to protect any customers, vendors and associates whose personal data was compromised, cause us to ma our information systems and could result in government enforcement actions and litigation against Wakefern and/or Village from outside parties. Any such breach could ha adverse impact on our operations, consolidated financial condition, results of operations, and liquidity if the related costs to Wakefern and Village are not covered or are in exc insurance policies. In addition, a security breach could require Wakefern and Village to devote significant management resources to address problems created by the secur restore our reputation.

RELATED PARTY TRANSACTIONS

See note 5 4 to the unaudited consolidated financial statements for information on related party transactions.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

As required by Rule 13a-15 under the Exchange Act, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure procedures at the end of the period. This evaluation was carried out under the supervision, and with the participation, of the Company's management, including the Company's C Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer, along with the Company's Chief Financial Officer, conc Company's disclosure controls and procedures are effective.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorde summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limit and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal control over financial reporting during the quarter ended April 29, 2023 October 28, 2023 that have materially a reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ITEM 2C. ISSUER PURCHASES OF EQUITY SECURITIES

The number and average price of shares purchased in each fiscal month of the third first quarter of fiscal 2023 2024 are set forth in the table below:

Period(1)	Total Number of Shares Purchased(2)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Sh Yet Be Purchased Under or Programs (3)
January 29, 2023 to February 25, 2023	—	$—	—	$3,202,713
February 26, 2023 to March 25, 2023	162,497	$22.99	—	$3,202,713
March 26, 2023 to April 29, 2023	—	$—	—	$3,202,713
Total	162,497	$22.99	—	$3,202,713

Period(1)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Sh Yet Be Purchased Under or Programs (2)

July 30, 2023 to August 26, 2023	—	$—	—	$3,202,713
August 27, 2023 to September 23, 2023	—	$—	—	$3,202,713
September 24, 2023 to October 28, 2023	32,174	$24.32	32,174	$2,420,089
Total	32,174	$24.32	32,174	$2,420,089

(1) The reported periods conform to our fiscal calendar.
(2) Includes shares surrendered to the Company to cover employee related taxes withheld on vested restricted stock.
(3) Includes amount remaining under the $5.0 million repurchase program of the Company's Class A Common Stock authorized by the Board of Directors and announced on Septem
Repurchases may be made from time-to-time through a variety of methods, including open market purchases and other negotiated transactions, including through plans desig
with Rule 10b5-1 under the Securities Exchange Act of 1934.

ITEM 6. EXHIBITS

Exhibit 31.1	Certification
Exhibit 31.2	Certification
Exhibit 32.1	Certification (furnished, not filed)
Exhibit 32.2	Certification (furnished, not filed)
Exhibit 99.1	Press Release
101 INS	XBRL Instance
101 SCH	XBRL Schema
101 CAL	XBRL Calculation
101 DEF	XBRL Definition
101 LAB	XBRL Label
101 PRE	XBRL Presentation

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 authoriz

Village Super Market, Inc.
Registrant

Dated: June 7, 2023 December 6, 2023 /s/ Robert P. Sumas
Robert P. Sumas
(Chief Executive Officer)

Dated: June 7, 2023 December 6, 2023 /s/ John Van Orden
John Van Orden
(Chief Financial Officer)

I, Robert P. Sumas, certify that:

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

Date: June 7, 2023 December 6, 2023

/s/ Robert P. Sumas
Robert P. Sumas
Chief Executive Officer

I, John Van Orden, certify that:

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

Date: June 7, 2023 December 6, 2023

/s/ John Van Orden
John Van Orden
Chief Financial Officer &
Principal Financial Officer

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

In connection with the Quarterly Report of Village Super Market, Inc. (the “Company”) on Form 10-Q for the period ended April 29, 2023 October 28, 2023 as filed with the Securities Commission on the date hereof (the “Report”), I, Robert P. Sumas, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert P. Sumas
Robert P. Sumas
Chief Executive Officer
June 7, December 6, 2023

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

In connection with the Quarterly Report of Village Super Market, Inc. (the "Company") on Form 10-Q for the period ended April 29, 2023 October 28, 2023 as filed with the Securities Commission on the date hereof (the "Report"), I, John Van Orden certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John Van Orden
John Van Orden
Chief Financial Officer &
Principal Financial Officer
June 7, December 6, 2023

VILLAGE SUPER MARKET, INC.
REPORTS RESULTS FOR THE THIRD FIRST QUARTER ENDED
APRIL 29, OCTOBER 28, 2023

Contact: John Van Orden, CFO
(973) 467-2200
villageinvestorrelations@wakefern.com

Springfield, New Jersey – June 6, 2023 December 5, 2023 – Village Super Market, Inc. (NASDAQ:VLGEA) (the "Company" or "Village") today reported its results of operations fo quarter ended April 29, 2023 October 28, 2023.

Third First Quarter Highlights

- Net income of $11.0 million compared to a net loss of $3.2 million in the third quarter of the prior year
- Adjusted net income of $10.2 million $11.6 million, an increase of 93% 5% compared to adjusted net income of $5.3 million $11.1 million in the third first quarter of the prior yea
- Sales increased 5.4% 3.2% and same store sales increased 3.4% 2.0%
- Same store digital sales increased 4.8% 13%

Year-To-Date Fiscal 2023 Highlights

- Net income of $34.4 million, an increase of 142% compared to $14.2 million in the prior year-to-date period
- Adjusted net income of $33.6 million, an increase of 48% compared to adjusted net income of $22.7 million in the prior year-to-date period
- Sales increased 5.2% and same store sales increased 3.6%
- Same store digital sales increased 3.3%

Third First Quarter of Fiscal 2023 2024 Results

Sales were $529.3 million $536.4 million in the 13 weeks ended April 29, 2023 October 28, 2023 compared to $502.0 million $519.7 million in the 13 weeks ended April 30, 2022 Octo
Sales increased due to an increase in same store sales of 3.4%, the opening of a Gourmet Garage in the West Village in Manhattan, NY on April 29, 2022 2.0% and increased sa
remodel and conversion of the Pelham, NY Fairway to the ShopRite banner on August 15, 2022. Same store sales increased due primarily to retail price inflation. New stores, repla
and stores with banner changes are included in same store sales in the quarter after the store has been in operation for four full quarters. Store renovations and expansions are inc
store sales immediately.

Gross profit as a percentage of sales increased decreased to 28.57% 28.52% in the 13 weeks ended April 29, 2023 October 28, 2023 compared to 28.21% 28.73% in the 13 weeks e
2022 October 29, 2022 due primarily to increased departmental gross margin percentages (.47% higher promotional spending (.22%) and decreased LIFO charges (.04%) parti
increased warehouse assessment charges from Wakefern (.20%) and an unfavorable change in product mix (.14%) partially offset by increased departmental gross margin percen
Department gross margins increased due primarily to improvements in commissary operations.

Operating and administrative expense as a percentage of sales decreased increased to 24.33% 24.29% in the 13 weeks ended April 29, 2023 October 28, 2023 compared to 27.44%
13 weeks ended April 30, 2022. Adjusted operating and administrative expense as a percentage of sales decreased to 24.56% in the 13 weeks ended April 29, 2023 compared to 24
weeks ended April 30, 2022 October 29, 2022 due primarily to increased facility repair and maintenance costs (.10%), security costs (.07%) and external fees associated with digita
partially offset by lower labor costs and fringe benefits (.35%) and decreased supply spending (.19%) partially offset by increased facility costs (.07% (.10%). Labor costs and f
decreased due primarily to sales leverage and ongoing productivity initiatives partially offset by minimum wage and market-driven pay rate increases.

Depreciation and amortization expense increased in the 13 weeks ended April 29, 2023 October 28, 2023 was flat compared to the 13 weeks ended April 30, 2022 due prima
expenditures. October 29, 2022.

Interest expense increased in the 13 weeks ended April 29, 2023 October 28, 2023 was flat compared to the 13 weeks ended April 30, 2022 due primarily to higher average ou
balances. October 29, 2022.

Interest income increased in the 13 weeks ended April 29, 2023 October 28, 2023 compared to the 13 weeks ended April 30, 2022 October 29, 2022 due primarily to higher interest ra
amounts invested in variable rate notes receivable from Wakefern and demand deposits at Wakefern.

The effective income tax rate was 31.6% 31.5% in the 13 weeks ended April 29, 2023 October 28, 2023 compared to 25.4% 31.0% in the 13 weeks ended April 30, 2022. The 13 wee
30, 2022 includes the recognition of a discrete tax benefit related to the pension termination settlement charge recognized in the quarter. Excluding the impact of the pension terminat
charge and related discrete tax benefit, the effective income tax rate was 33.7% in the 13 weeks ended April 30, 2022. The decrease in the

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effective income tax rate is due primarily to a lesser impact of unfavorable return to provision adjustments in the 13 weeks ended April 29, 2023 compared to the 13 weeks ended Apri

Year-To-Date Fiscal 2023 Results

Sales were $1,612.8 million in the 39 weeks ended April 29, 2023 compared to $1,533.6 million in the 39 weeks ended April 30, 2022. Sales increased due to an increase in same
3.6%, the opening of a Gourmet Garage in the West Village in Manhattan, NY on April 29, 2022 and increased sales due to the remodel and conversion of the Pelham, NY Fairway to
banner on August 15, 2022. Same store sales increased due primarily to retail price inflation.

Gross profit as a percentage of sales increased to 28.23% in the 39 weeks ended April 29, 2023 compared to 28.13% in the 39 weeks ended April 30, 2022 due primarily to increased
gross margin percentages (.23%) partially offset by increased LIFO charges (.12%).

Operating and administrative expense as a percentage of sales decreased to 23.84% in the 39 weeks ended April 29, 2023 compared to 25.14% in the 39 weeks ended April 30, 2
operating and administrative expense as a percentage of sales decreased to 23.91% in the 39 weeks ended April 29, 2023 compared to 24.34% in the 39 weeks ended April 30, 2022
to lower labor costs and fringe benefits (.32%) and decreased supply spending (.16%). Labor costs and fringe benefits decreased due primarily to sales leverage and ongoing produc
partially offset by minimum wage and market-driven pay rate increases.

Depreciation and amortization expense increased in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022 due primarily to capital expenditures.

Interest expense increased in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022 due primarily to higher average outstanding debt balances.

Interest income increased in the 39 weeks ended April 29, 2023 compared to the 39 weeks ended April 30, 2022 due primarily to higher interest rates and larger amounts invested i
notes receivable from Wakefern and demand deposits at Wakefern.

The effective income tax rate was 31.2% in the 39 weeks ended April 29, 2023 compared to 31.7% in the 39 weeks ended April 30, 2022. The decrease in the effective income t
primarily to a lesser impact of unfavorable return to provision adjustments in the 39 weeks ended April 29, 2023 compared the 39 weeks ended April 30, 2022 October 29, 2022.

Village Super Market operates a chain of 34 supermarkets in New Jersey, New York, Maryland and Pennsylvania under the ShopRite and Fairway banners and four three Go
specialty markets in New York City.

Forward Looking Statements

All statements, other than statements of historical fact, included in this Press Release are or may be considered forward-looking statements within the meaning of federal secu
Company cautions the reader that there is no assurance that actual results or business conditions will not differ materially from future results, whether expressed, suggested or in
forward-looking statements. The Company undertakes no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof. The
among the principal factors that could cause actual results to differ from the forward-looking statements: general economic conditions; competitive pressures from the Compa
environment; the ability of the Company to maintain and improve its sales and margins; the ability to attract and retain qualified associates; the availability of new store locations; risks
and challenges associated with the Fairway acquisition, including under-performance relative to our expectations, additional capital requirements, unforeseen expenses or dela
assumptions or our inability to achieve projected cost savings or other synergies, competitive factors in the marketplace and difficulties integrating the business, including mer
cultures, cultivating brand strategy, expansion of food production and conforming the acquired company's technology, standards, processes, procedures and controls; the availability

liquidity of the Company; the success of operating initiatives; consumer spending patterns; the impact of changing energy prices; increased cost of goods sold, including increased
Company's principal supplier, Wakefern; disruptions or changes in Wakefern's operations; the results of litigation; the results of tax examinations; the results of union contract negotiat

competitive store openings and closings; the rate of return on pension assets; and other factors detailed herein and in the Company's filings with the SEC.

We provide non-GAAP measures, including Adjusted net income and Adjusted operating and administrative expenses as management believes these supplemental measures
investors and analysts.These non-GAAP financial measures should not be reviewed in isolation or considered as a substitute for our financial results as reported in accordance with
an alternative to net income, operating and administrative expense or any other GAAP measure of performance. Adjusted net income and Adjusted operating and administrative expe
to investors because they provide supplemental measures that exclude the financial impact of certain items that affect period-to-period comparability.Management and the Board of
these measures as they provide greater transparency in assessing ongoing operating performance on a

period-to-period basis.Other companies may have different definitions of Non-GAAP Measures and provide for different adjustments, and comparability to the Company's results of o
be impacted by such differences. The Company's presentation of Non-GAAP Measures should not be construed as an implication that its future results will be unaffected by ur
recurring items.

VILLAGE SUPER MARKET, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts) (Unaudited)

		13 Weeks Ended		39 Weeks Ended			13 Weeks Ended	
		April 29, 2023	April 30, 2022	April 29, 2023	April 30, 2022		October 28, 2023	C
Sales	Sales	$ 529,294	$ 501,962	$ 1,612,848	$ 1,533,581	Sales	$ 536,354	$
Cost of sales	Cost of sales	378,071	360,371	1,157,461	1,102,199	Cost of sales	383,406	
Gross profit	Gross profit	151,223	141,591	455,387	431,382	Gross profit	152,948	
Operating and administrative expense	Operating and administrative expense	128,787	137,751	384,452	385,521	Operating and administrative expense	130,292	
Depreciation and amortization	Depreciation and amortization	8,392	8,130	25,597	24,925	Depreciation and amortization	8,506	
Operating income (loss)		14,044	(4,290)	45,338	20,936			
Operating income						Operating income	14,150	
Interest expense	Interest expense	(1,085)	(991)	(3,137)	(2,923)	Interest expense	(1,064)	
Interest income	Interest income	3,151	950	7,798	2,831	Interest income	3,825	
Income (loss) before income taxes		16,110	(4,331)	49,999	20,844			
Income before income taxes						Income before income taxes	16,911	
Income taxes	Income taxes	5,093	(1,100)	15,577	6,617	Income taxes	5,326	
Net income (loss)		$ 11,017	$ (3,231)	$ 34,422	$ 14,227			
Net income						Net income	$ 11,585	$
Net income (loss) per share:								
Net income per share:						Net income per share:		
Class A common stock:	Class A common stock:					Class A common stock:		
Basic	Basic	$ 0.84	$ (0.25)	$ 2.64	$ 1.09	Basic	$ 0.87	$
Diluted	Diluted	$ 0.75	$ (0.22)	$ 2.36	$ 0.97	Diluted	$ 0.78	$
Class B common stock:	Class B common stock:					Class B common stock:		

Basic	Basic	$ 0.54	$ (0.16)	$ 1.71	$ 0.71	Basic	$ 0.56	$
Diluted	Diluted	$ 0.54	$ (0.16)	$ 1.71	$ 0.71	Diluted	$ 0.56	$
Gross profit as a % of sales	Gross profit as a % of sales	28.57 %	28.21 %	28.23 %	28.13 %	% of sales	28.52 %	
Operating and administrative expense as a % of sales	Operating and administrative expense as a % of sales	24.33 %	27.44 %	23.84 %	25.14 %	Operating and administrative expense as a % of sales	24.29 %	

VILLAGE SUPER MARKET, INC.
RECONCILIATION OF NON-GAAP MEASURE
(In thousands) (Unaudited)

The following tables reconciles Net income (loss) to Adjusted net income and Operating and administrative expenses to Adjusted operating and administrative expenses:

	13 Weeks Ended		39 Weeks Ended	
	April 29, 2023	April 30, 2022	April 29, 2023	A
Net Income (loss)	$ 11,017	$ (3,231)	$ 34,422	$
Adjustments to Operating Expenses:				
Litigation settlement gain (1)	$ (1,200)	$ —	$ (1,200)	$
Pension termination and settlement charges (2)	—	12,296	—	
Adjustments to Income Taxes:				
Tax impact of adjustments to operating expenses	372	(3,780)	372	
Adjusted net income	$ 10,189	$ 5,285	$ 33,594	$
Operating and administrative expenses	$ 128,787	$ 137,751	$ 384,452	$
Adjustments to operating and administrative expenses	1,200	(12,296)	1,200	
Adjusted operating and administrative expenses	$ 129,987	$ 125,455	$ 385,652	$
Adjusted operating and administrative expenses as a % of sales	24.56 %	24.99 %	23.91 %	

(1) Fiscal 2023 litigation settlement gains are related to claims associated with the Fairway acquisition and liabilities associated thereto.

(2) Fiscal 2022 pension settlement charges related primarily to the termination of the Village Super Market, Inc. Employees' Retirement Plan. The Company contributed cash of $1,440 to fully fun
the remaining $10,856 represents non-cash charges for unrecognized losses within accumulated other comprehensive loss as of the termination date.

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