

REFINITIV

DELTA REPORT

10-Q

SAM - BOSTON BEER CO INC

10-Q - JUNE 29, 2024 COMPARED TO 10-Q - MARCH 30, 2024

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TOTAL DELTAS 677

█ CHANGES 222

█ DELETIONS 165

█ ADDITIONS 290

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **March 30, June 29, 2024**

OR

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

For the transition period from to

Commission file number: 1-14092

THE BOSTON BEER COMPANY, INC.

(Exact name of registrant as specified in its charter)

MASSACHUSETTS

(State or other jurisdiction of
incorporation or organization)

04-3284048

(IRS Employer Identification No.)

**One Design Center Place,
Suite 850, Boston, Massachusetts**

(Address of principal executive offices)

02210

(Zip Code)

(617) 368-5000

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock \$0.01 per value	SAM	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

Number of shares outstanding of each of the issuer's classes of common stock, as of **April 19, 2024** **July 19, 2024**:

Class A Common Stock, \$.01 par value	9,885,922	9,647,655
Class B Common Stock, \$.01 par value		2,068,000
(Title of each class)		(Number of shares)

Table of Contents

THE BOSTON BEER COMPANY, INC.

FORM 10-Q

March 30, June 29, 2024

TABLE OF CONTENTS

PART I.	FINANCIAL INFORMATION	PAGE
Item 1.	Condensed Consolidated Financial Statements (Unaudited)	3
	Condensed Consolidated Balance Sheets as of March 30, 2024 June 29, 2024 and December 30, 2023	3
	Condensed Consolidated Statements of Comprehensive Operations for the thirteen and twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023	4
	Condensed Consolidated Statements of Cash Flows for the thirteen twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023	5
	Condensed Consolidated Statements of Stockholders' Equity for the thirteen and twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023	6
	Notes to Condensed Consolidated Financial Statements	78
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	1619
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	1924
Item 4.	Controls and Procedures	1924

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings	2025
Item 1A.	Risk Factors	2025
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	2126
Item 3.	Defaults Upon Senior Securities	2126
Item 4.	Mine Safety Disclosures	2126
Item 5.	Other Information	2126

SIGNATURES

EX-31.1 Section 302 CEO Certification
 EX-31.2 Section 302 CFO Certification
 EX-32.1 Section 906 CEO Certification
 EX-32.2 Section 906 CFO Certification

[Table of Contents](#)**PART I. FINANCIAL INFORMATION****Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

THE BOSTON BEER COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
 (in thousands, except per share data)
 (unaudited)

	March 30, 2024	December 30, 2023	June 29, 2024	December 30, 2023
Assets				
Current Assets:				
Cash and cash equivalents	\$ 205,444	\$ 298,491	\$ 219,295	\$ 298,491
Accounts receivable	72,962	66,997	125,452	66,997
Inventories	146,783	115,773	152,296	115,773
Prepaid expenses and other current assets	27,489	20,538	28,046	20,538
Income tax receivable	244	1,711	1,160	1,711
Total current assets	<u>452,922</u>	<u>503,510</u>	<u>526,249</u>	<u>503,510</u>
Property, plant, and equipment, net	635,131	642,509	626,860	642,509
Operating right-of-use assets	33,644	35,559	31,711	35,559
Goodwill	112,529	112,529	112,529	112,529
Intangible assets, net	59,581	59,644	59,517	59,644
Third-party production prepayments	30,662	33,581	24,278	33,581
Note receivable	18,739	—	18,890	—
Other assets	40,980	42,661	35,412	42,661
Total assets	<u>\$ 1,384,188</u>	<u>\$ 1,429,993</u>	<u>\$ 1,435,446</u>	<u>\$ 1,429,993</u>
Liabilities and Stockholders' Equity				
Current Liabilities:				
Accounts payable	\$ 98,107	\$ 87,245	\$ 114,989	\$ 87,245
Accrued expenses and other current liabilities	104,960	126,930	147,477	126,930
Current operating lease liabilities	8,351	9,113	7,481	9,113
Total current liabilities	<u>211,418</u>	<u>223,288</u>	<u>269,947</u>	<u>223,288</u>
Deferred income taxes, net	85,710	85,721	85,908	85,721
Non-current operating lease liabilities	34,297	36,161	32,981	36,161

Other liabilities	6,035	6,894	6,075	6,894
Total liabilities	337,460	352,064	394,911	352,064
Commitments and Contingencies (See Note I)				
Stockholders' Equity:				
Class A Common Stock, \$0.01 par value; 22,700,000 shares authorized; 9,908,668 and 10,033,303 issued and outstanding as of March 30, 2024 and December 30, 2023 respectively	99	100		
Class B Common Stock, \$0.01 par value; 4,200,000 shares authorized; 2,068,000 issued and outstanding at March 30, 2024 and December 30, 2023	21	21		
Class A Common Stock, \$0.01 par value; 22,700,000 shares authorized; 9,695,415 and 10,033,303 issued and outstanding as of June 29, 2024 and December 30, 2023 respectively	97	100		
Class B Common Stock, \$0.01 par value; 4,200,000 shares authorized; 2,068,000 issued and outstanding at June 29, 2024 and December 30, 2023	21	21		
Additional paid-in capital	662,942	656,297	668,089	656,297
Accumulated other comprehensive loss	(219)	(57)	(278)	(57)
Retained earnings	383,885	421,568	372,606	421,568
Total stockholders' equity	1,046,728	1,077,929	1,040,535	1,077,929
Total liabilities and stockholders' equity	\$ 1,384,188	\$ 1,429,993	\$ 1,435,446	\$ 1,429,993

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

[Table of Contents](#)

THE BOSTON BEER COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE OPERATIONS

(in thousands, except per share data)

(unaudited)

	Thirteen weeks ended		Thirteen weeks ended		Twenty-six weeks ended	
	March 30, 2024	April 1, 2023	June 29,	July 1, 2023	June 29, 2024	July 1, 2023
			2024	2023	2024	2023
Revenue	\$ 452,208	\$ 435,156	\$ 614,216	\$ 641,333	\$ 1,066,423	\$ 1,076,489
Less excise taxes	26,156	25,156	35,118	38,029	61,274	63,185
Net revenue	426,052	410,000	579,098	603,304	1,005,149	1,013,304
Cost of goods sold	239,704	254,338	312,640	329,141	552,343	583,479
Gross profit	186,348	155,662	266,458	274,163	452,806	429,825
Operating expenses:						
Advertising, promotional, and selling expenses	120,275	125,428	144,224	149,362	264,499	274,790
General and administrative expenses	50,384	43,694	48,024	44,899	98,408	88,593
Impairment of brewery assets	335	484	3,395	1,532	3,731	2,016
Total operating expenses	170,994	169,606	195,643	195,793	366,638	365,399
Operating income (loss)	15,354	(13,944)				
Operating income	70,815	78,370	86,168	64,426		
Other income:						
Interest income	3,493	1,644	2,946	1,855	6,439	3,499
Other expense	(38)	(102)	(440)	(122)	(478)	(224)
Total other income	3,455	1,542	2,506	1,733	5,961	3,275
Income (loss) before income tax provision (benefit)	18,809	(12,402)				

Income tax provision (benefit)	6,212	(3,446)			
Net income (loss)	\$ 12,597	\$ (8,956)			
Net income (loss) per common share – basic	\$ 1.05	\$ (0.73)			
Net income (loss) per common share – diluted	\$ 1.04	\$ (0.73)			
Income before income tax provision	73,321	80,103	92,129	67,701	
Income tax provision	20,982	22,068	27,193	18,622	
Net income	\$ 52,339	\$ 58,035	\$ 64,936	\$ 49,079	
Net income per common share – basic	\$ 4.40	\$ 4.73	\$ 5.42	\$ 3.99	
Net income per common share – diluted	\$ 4.39	\$ 4.72	\$ 5.41	\$ 3.98	
Weighted-average number of common shares – basic	12,054	12,309	11,898	12,268	11,976 12,288
Weighted-average number of common shares – diluted	12,055	12,309	11,888	12,276	11,971 12,304
Net income (loss)	\$ 12,597	\$ (8,956)			
Net income	\$ 52,339	\$ 58,035	\$ 64,936	\$ 49,079	
Other comprehensive (loss) income:					
Foreign currency translation adjustment	(162)	18	(59)	126	(221) 144
Total other comprehensive (loss) income	(162)	18	(59)	126	(221) 144
Comprehensive income (loss)	\$ 12,435	\$ (8,938)			
Comprehensive income	\$ 52,280	\$ 58,161	\$ 64,715	\$ 49,223	

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

[Table of Contents](#)

THE BOSTON BEER COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (in thousands)
 (unaudited)

	Thirteen weeks ended		Twenty-six weeks ended	
	March 30, 2024	April 1, 2023	June 29, 2024	July 1, 2023
Cash flows used in operating activities:				
Net income (loss)	\$ 12,597	\$ (8,956)		
Adjustments to reconcile net income (loss) to net cash used in operating activities:				
Cash flows provided by operating activities:				
Net income	\$ 64,936	\$ 49,079		
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	23,404	21,915	46,983	43,602
Impairment of brewery assets	335	484	3,731	2,016
Gain on sale of property, plant, and equipment	(23)	(195)	(22)	(195)
Change in right-of-use assets	1,915	1,921	3,608	3,844
Stock-based compensation expense	7,127	4,073	11,008	8,266
Deferred income taxes	(11)	(430)	187	(1,177)
Other non-cash expense (income)	99	(55)	296	(88)
Changes in operating assets and liabilities:				

Accounts receivable	(6,304)	(23,372)	(58,751)	(60,307)
Inventories	(29,342)	(3,002)	(31,566)	(9,376)
Prepaid expenses, income tax receivable, and other assets	(4,241)	(16,972)	(6,977)	1,041
Third-party production prepayments	2,919	6,362	9,303	14,512
Other assets	3,390	(5,995)		
Accounts payable	11,352	15,258	29,487	38,872
Accrued expenses and other liabilities	(22,356)	(12,758)	20,045	21,354
Operating lease liabilities	(2,355)	(2,095)	(4,542)	(4,311)
Net cash used in operating activities	(4,884)	(17,822)		
Net cash provided by operating activities	91,116	101,137		
Cash flows used in investing activities:				
Cash paid for note receivable	(20,000)	—	(20,000)	—
Purchases of property, plant, and equipment	(15,737)	(17,312)	(36,090)	(34,809)
Proceeds from disposal of property, plant, and equipment	23	195	23	195
Net cash used in investing activities	(35,714)	(17,117)	(56,067)	(34,614)
Cash flows used in financing activities:				
Repurchases and retirement of Class A common stock	(49,967)	(21,096)	(112,958)	(45,887)
Proceeds from exercise of stock options and sale of investment shares	479	442	2,179	9,466
Cash paid on finance leases	(557)	(414)	(1,062)	(797)
Payment of tax withholding on stock-based payment awards and investment shares	(2,404)	(1,993)	(2,404)	(2,110)
Net cash used in financing activities	(52,449)	(23,061)	(114,245)	(39,328)
Change in cash and cash equivalents	(93,047)	(58,000)	(79,196)	27,195
Cash and cash equivalents at beginning of period	298,491	180,560	298,491	180,560
Cash and cash equivalents at end of period	\$ 205,444	\$ 122,560	\$ 219,295	\$ 207,755
Supplemental disclosure of cash flow information:				
Income tax refunds, net of payments	\$ 21	\$ 1,744		
Income tax payments, net	\$ 12,164	\$ 1,398		
Cash paid for amounts included in measurement of lease liabilities				
Operating cash outflows from operating leases	\$ 2,737	\$ 2,560	\$ 5,315	\$ 5,214
Operating cash outflows from finance leases	\$ 286	\$ 9	\$ 124	\$ 57
Financing cash outflows from finance leases	\$ 337	\$ 413	\$ 1,062	\$ 796
Right-of-use-assets obtained in exchange for finance lease obligations	\$ 2,017	\$ -	\$ 2,017	\$ 2,824
(Decrease) increase in accounts payable and accrued expenses for purchases of property, plant, and equipment	\$ (1,456)	\$ 358	\$ (3,169)	\$ (3,693)
Increase in accrued expenses for non-cash financing activity – accrued excise taxes on share repurchases	\$ 314	\$ 219	\$ 944	\$ -

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

[Table of Contents](#)

THE BOSTON BEER COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the thirteen and twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023
(in thousands)
(unaudited)

Class A	Accumulated	Class A	Accumulated
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	Total								Total								Total									
	Class A		Common		Class B		Class B		Additional		Other		Stockholders'		Class A		Common		Class B		Class B		Additional		Other	
	Common	Stock,	Common	Common	Paid-in	Comprehensive	Retained	Stockholders'	Common	Stock,	Common	Common	Paid-in	Comprehensive	Stock,	Common	Stock,	Common	Common	Par	Shares	Par	Capital	Loss	Earnings	Equity
Balance at December 30, 2023	10,033	\$ 100	2,068	\$ 21	\$ 656,297	\$ (57)	\$ 421,568	\$ 1,077,929	10,033	\$ 100	2,068	\$ 21	\$ 656,297	\$ (57)												
Net income								12,597	12,597																	
Stock options exercised and restricted shares activities	24	—				(482)			(482)	24	—														(482)	
Stock-based compensation expense						7,127			7,127																7,127	
Repurchase and retirement of Class A Common Stock	(148)	(1)					(50,280)	(50,281)	(148)	(1)																
Foreign currency translation adjustment						(162)			(162)																(162)	
Balance at March 30, 2024	9,909	\$ 99	2,068	\$ 21	\$ 662,942	\$ (219)	\$ 383,885	\$ 1,046,728	9,909	\$ 99	2,068	\$ 21	\$ 662,942	\$ (219)												
Net income							52,339	52,339																		
Stock options exercised and restricted shares activities	8	—				1,266			1,266																	
Stock-based compensation expense						3,881			3,881																	
Repurchase and retirement of Class A Common Stock	(221)	(2)					(63,618)	(63,620)																		
Foreign currency translation adjustment						(59)			(59)																	
Balance at June 29, 2024	9,696	\$ 97	2,068	\$ 21	\$ 668,089	\$ (278)	\$ 372,606	\$ 1,040,535																		

Class A

Accumulate

d

	Class A		Common		Class B		Class B		Additional		Other		Total		
	Common		Stock, Par		Common		Common Stock, Par		Paid-in Capital		Comprehensive Loss		Retained Earnings		Stockholder Equity
	Shares	Par	Shares	Stock, Par	Shares	Stock, Par	Shares	Stock, Par	Capital	Loss	Earnings	Equity			
Balance at December 31, 2022	10,238	\$ 102	2,068	\$ 21	\$ 629,515	\$ (210)	\$ 439,121	\$ 9					1,068,54		
Net loss													(8,956)	(8,956)	
Stock options exercised and restricted shares activities	20	1								(212)				(211)	
Stock-based compensation expense											4,073				4,073
Repurchase and retirement of Class A Common Stock	(65)	(1)											(22,115)	(22,116)	
Foreign currency translation adjustment										18				18.00	
Balance at April 1, 2023	10,193	\$ 102	2,068	\$ 21	\$ 633,376	\$ (192)	\$ 408,050	\$ 7						\$ 1,041,35	

6

Table of Contents

	Class A		Common		Class B		Class B		Additional		Other		Total		
	Common		Stock, Par		Common		Common Stock, Par		Paid-in Capital		Comprehensive Loss		Retained Earnings		Stockholder
	Shares	Par	Shares	Stock, Par	Shares	Stock, Par	Shares	Stock, Par	Capital	Loss	Earnings	Equity			
Balance at December 31, 2022	10,238	\$ 102	2,068	\$ 21	\$ 629,515	\$ (210)	\$ 439,121	\$ 9					1,068,54		
Net loss													(8,956)	(8,956)	
Stock options exercised and restricted shares activities	20	1								(212)				(211)	
Stock-based compensation expense											4,073			4,073	
Repurchase and retirement of Class A Common Stock	(65)	(1)											(22,115)	(22,116)	
Foreign currency translation adjustment										18				18	
Balance at April 1, 2023	10,193	\$ 102	2,068	\$ 21	\$ 633,376	\$ (192)	\$ 408,050	\$ 7						\$ 1,041,35	
Net income													58,035	58,035	
Stock options exercised and restricted shares activities	44	1								8,517				8,518	
Stock-based compensation expense											4,193			4,193	
Repurchase and retirement of Class A Common Stock	(77)	(1)											(25,038)	(25,039)	
Foreign currency translation adjustment										126				126	
Balance at July 1, 2023	10,160	\$ 102	2,068	\$ 21	\$ 646,086	\$ (66)	\$ 441,047	\$ 0						\$ 1,087,19	

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

67

[Table of Contents](#)

THE BOSTON BEER COMPANY, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

A. Organization and Basis of Presentation

The Boston Beer Company, Inc. and certain subsidiaries (the "Company") are engaged in the business of selling alcohol beverages throughout the United States and in selected international markets, under the trademarks "The Boston Beer Company®", "Twisted Tea Brewing Company®", "Hard Seltzer Beverage Company", "Angry Orchard® Cider Company", "Dogfish Head® Craft Brewery", "Dogfish Head Distilling Co.", "Angel City® Brewing Company", "Coney Island® Brewing Company", "Green Rebel Brewing Co.", and "Truly Distilling Co.", and "Sun Cruiser Beverage Co.".

The accompanying unaudited condensed consolidated balance sheet as of **March 30, 2024** June 29, 2024, and the unaudited condensed consolidated statements of comprehensive operations, stockholders' equity, and cash flows for the interim periods ended **March 30, 2024** June 29, 2024 and **April 1, 2023** July 1, 2023, respectively, have been prepared by the Company in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnotes normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. All intercompany accounts and transactions have been eliminated. These condensed consolidated financial statements should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 30, 2023.

In the opinion of the Company's management, the Company's unaudited condensed consolidated balance sheet as of **March 30, 2024** June 29, 2024 and the results of its condensed consolidated comprehensive operations, stockholders' equity, and cash flows for the interim periods ended **March 30, 2024** June 29, 2024 and **April 1, 2023** July 1, 2023, reflect all adjustments (consisting only of normal and recurring adjustments) necessary to present fairly the results of the interim periods presented. The operating results for the interim periods presented are not necessarily indicative of the results expected for the full year.

B. Recent Accounting Pronouncements

New accounting pronouncements are issued periodically by the FASB and are adopted by the Company as of the specified effective dates. Unless otherwise disclosed below, the Company believes that recently issued and adopted pronouncements will not have a material impact on the Company's financial position, results of operations and cash flows or do not apply to the Company's operations.

In November 2023, the FASB issued ASU 2023-07—*Segment Reporting* (Topic 280): *Improvements to Reportable Segment Disclosures*. This ASU was issued to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. This ASU applies to all public entities that are required to report segment information in accordance with Topic 280, Segment Reporting. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the standard should be applied retrospectively. ASU 2023-07 will be effective for the Company's fiscal year ending December 28, 2024. The Company is currently evaluating the impact the adoption of this ASU will have on its consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09—*Income Taxes* (Topic 740): *Improvements to Income Tax Disclosures*. This ASU was issued to address investor requests for more transparency about income tax information through improvements to income tax disclosure primarily related to the rate reconciliation and income taxes paid information, and to improve the effectiveness of income tax disclosures. This ASU is effective for public entities for annual periods beginning after December 15, 2024. Early adoption is permitted. ASU 2023-09 will be effective for the Company in the first quarter of its fiscal year ending December 27, 2025. The Company is currently evaluating the impact the adoption of this ASU will have on its consolidated financial statements and disclosures.

C. Revenue Recognition

During the **thirteen** twenty-six weeks ended **March 30, 2024** June 29, 2024 and **April 1, 2023** July 1, 2023, approximately 94% and **95** 94%, respectively, of the Company's revenue was from shipments of its products to domestic distributors. Shipments to international distributors, primarily located in Canada, made up approximately 5% and **4** 5% of the Company's revenue for the **thirteen** twenty-six weeks ended **March 30, 2024** June 29, 2024 and **April 1, 2023** July 1, 2023, respectively. Approximately 1% of the Company's revenue was from beer, cider, and merchandise sales at the Company's retail locations during the **thirteen** twenty-six weeks ended **March 30, 2024** June 29, 2024 and **April 1, 2023** July 1, 2023.

The Company recognizes revenue when obligations under the terms of a contract with its customer are satisfied; generally, this occurs with the transfer of control of its products. Revenue is measured as the amount of consideration expected to be received in exchange

[Table of Contents](#)

for transferring products. If the conditions for revenue recognition are not met, the Company defers the revenue until all conditions are met. As of **March 30, 2024** **June 29, 2024** and December 30, 2023, the Company has deferred **\$16.6** **20.3** million and \$8.9 million, respectively, in revenue related to product shipped prior to these dates. These amounts are included in accrued expenses and other current liabilities in the accompanying condensed consolidated balance sheets.

Customer promotional discount programs are entered into by the Company with distributors for certain periods of time. The reimbursements for discounts to distributors are recorded as reductions to net revenue and were **\$10.3** **20.1** million and **\$10.9** **30.3** million for the thirteen and twenty-six weeks ended **March 30, 2024** **June 29, 2024**, respectively, and **April 1, 2023** **\$23.3** million and **\$34.2** million for the thirteen and twenty-six weeks ended **July 1, 2023**, respectively. The agreed-upon discount rates are applied to certain distributors' sales to retailers, based on volume metrics, in order to determine the total discounted amount. The computation of the discount allowance requires that management make certain estimates and assumptions that affect the timing and amounts of revenue and liabilities recorded. Actual promotional discounts owed and paid have historically been in line with allowances recorded by the Company; however, the amounts could differ from the estimated allowance.

Customer programs and incentives are a common practice in the alcohol beverage industry. Amounts paid in connection with customer programs and incentives are recorded as reductions to net revenue or as advertising, promotional and selling expenses, based on the nature of the expenditure. Customer incentives and other payments made to distributors are primarily based upon performance of certain marketing and advertising activities. Depending on applicable state laws and regulations, these activities promoting the Company's products may include, but are not limited to point-of-sale and merchandise placement, samples, product displays, promotional programs at retail locations and meals, travel and entertainment. Amounts paid to customers in connection with these programs that were recorded as reductions to net revenue or as advertising, promotional and selling expenses for the thirteen and twenty-six weeks ended **March 30, 2024** and **April 1, 2023** **June 29, 2024** were **\$19.7** **13.5** million and **\$18.4** **22.9** million, respectively. For the thirteen and twenty-six weeks ended **March 30, 2024** and **April 1, 2023** **June 29, 2024**, the Company recorded certain of these costs in the total amounts of **\$5.7** **8.0** million and **\$13.7** million, respectively, as reductions to net revenue. Amounts paid to customers in connection with these programs for the thirteen and twenty-six weeks ended **July 1, 2023** were \$13.5 million and **\$5.3** **21.0** million, respectively. For the thirteen and twenty-six weeks ended **July 1, 2023**, the Company recorded certain of these costs in the total amount of \$9.5 million and \$14.8 million, respectively, as reductions to net revenue. Costs recognized in net revenues include, but are not limited to, promotional discounts, sales incentives and certain other promotional activities. Costs recognized in advertising, promotional and selling expenses include point of sale materials, samples and media advertising expenditures in local markets. These costs are recorded as incurred, generally when invoices are received; however certain estimates are required at the period end. Estimates are based on historical and projected experience for each type of program or customer and have historically been in line with actual costs incurred.

D. Inventories

Inventories consist of raw materials, work in process and finished goods which are stated at the lower of cost, determined on the first-in, first-out basis, or net realizable value. Raw materials principally consist of hops, malt, flavorings, fruit juices, other brewing materials and packaging. The Company's goal is to maintain on hand a supply of at least one year for essential hop varieties, in order to limit the risk of an unexpected reduction in supply. Inventories are generally classified as current assets. The Company classifies hops inventory in excess of two years of forecasted usage in other long-term assets. The cost elements of work in process and finished goods inventory consist of raw materials, direct labor and manufacturing overhead. Inventories consist of the following:

	March 30,		December 30,		June 29,		December 30,				
	2024		2023		2024		2023				
	(in thousands)				(in thousands)						
Current inventory:											
Raw materials	\$	62,238	\$	55,116	\$	67,021	\$	55,116			
Work in process		22,712		18,750		25,421		18,750			
Finished goods		61,833		41,907		59,854		41,907			
Total current inventory		146,783		115,773		152,296		115,773			
Long term inventory		12,701		14,369		9,412		14,369			
Total inventory	\$	159,484	\$	130,142	\$	161,708	\$	130,142			

As of **March 30, 2024** **June 29, 2024** and December 30, 2023, the Company has recorded inventory obsolescence reserves of **\$7.9** **7.8** million and \$7.6 million, respectively.

[Table of Contents](#)

E. Goodwill and Intangible Assets

No impairment of goodwill was recorded in any period.

The Company's intangible assets as of **March 30, 2024** **June 29, 2024** and December 30, 2023 were as follows:

	As of March 30, 2024				As of December 30, 2023				As of June 29, 2024				As of December 30, 2023			
	Estimated Useful Life (Years)	Gross		Net Book	Estimated Useful Life (Years)	Gross		Net Book	Estimated Useful Life (Years)	Gross		Net Book	Estimated Useful Life (Years)	Gross		Net Book
		Carrying	Accumulated	Value (in thousands)		Carrying	Accumulated	Value (in thousands)		Carrying	Accumulated	Value (in thousands)		Carrying	Accumulated	Value (in thousands)
(in thousands)																
Trade names	Indefinite	\$ 56,984	\$ -	\$ 56,984	\$ 56,984	\$ -	\$ 56,984	\$ 56,984	Indefinite	\$ 56,984	\$ -	\$ 56,984	\$ 56,984	\$ -	\$ 56,984	
Customer relationships	15	3,800	(1,203)	2,597	3,800	(1,140)	2,660	15	3,800	(1,267)	2,533	3,800	(1,140)	2,660		
Total intangible assets, net		\$ 60,784	\$ (1,203)	\$ 59,581	\$ 60,784	\$ (1,140)	\$ 59,644		\$ 60,784	\$ (1,267)	\$ 59,517	\$ 60,784	\$ (1,140)	\$ 59,644		

Amortization expense in the thirteen and twenty-six weeks ended **March 30, 2024** **and April 1, 2023** **June 29, 2024** was approximately \$63,000 and \$127,000, respectively. The Company expects to record amortization expense as follows:

Fiscal Year	Amount (in thousands)	Amount (in thousands)
Remainder of 2024	\$ 190	\$ 127
2025	253	253
2026	253	253
2027	253	253
2028	253	253
2029	253	253
Thereafter	1,142	1,141
Total amortization expense	\$ 2,597	\$ 2,533

F. Third-Party Production Prepayments

During the thirteen twenty-six weeks ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023**, the Company brewed and packaged approximately **79.71%** and **78.70%**, respectively, of its volume at Company-owned breweries. In the normal course of its business, the Company has historically entered into various production arrangements with other brewing companies. Pursuant to these arrangements, the Company generally supplies raw materials and packaging to those brewing companies and incurs conversion fees for labor at the time the liquid is produced and packaged. The Company has made up-front payments that were used for capital improvements at these third-party production facilities that it expenses over the period of the contracts. Under these production arrangements, there are minimum production quantities and the Company is obligated to pay shortfall fees for production quantity below those thresholds.

Total third-party production prepayments were \$30.7 **24.3** million and \$33.6 million as of **March 30, 2024** **June 29, 2024** and December 30, 2023, respectively, all of which for both periods relate to its master transaction agreement with City Brewing Company, LLC ("City Brewing"). The Company will expense the total prepaid amount of \$30.7 **24.3** million as of **March 30, 2024** **June 29, 2024** as a component of cost of goods sold over the contractual period ending December 31, 2025.

At current production volume projections, the Company believes that it will fall short of its future annual volume commitments at certain third-party production facilities and will incur shortfall fees. The Company expenses the shortfall fees during the contractual period when such fees are incurred as a component of cost of goods sold. During the thirteen weeks and twenty-six weeks ended **March 30, 2024** **and April 1, 2023** **June 29, 2024**, the Company recorded incurred \$1.0 **3.0** million and \$0.7 **4.0** million, respectively, in shortfall fees.

During the thirteen weeks and twenty-six weeks ended July 1, 2023, the Company incurred \$3.4 million and \$4.1 million, respectively, in shortfall fees. As of **March 30, 2024** **June 29, 2024**, if volume was zero for the remaining contractual term plus certain anticipated extensions of the production arrangements was zero, the contractual shortfall fees, with advance notice as specified in the related contractual agreements, would total approximately \$118.108 million over the duration of the contracts which have expiration dates through December 31, 2031. At current volume projections and based on understandings reached with these third-party production facilities, the Company anticipates that it will recognize approximately \$47.39 million of shortfall fees and expects to record those expenses as follows:

9.10

[Table of Contents](#)

	Expected Shortfall Fees to be Incurred	Expected Shortfall Fees to be Incurred
	(in millions)	(in millions)
Remainder of 2024	\$ 14	\$ 9
2025	18	15
2026	3	3
2027	3	3
2028	3	3
2029	3	3
Thereafter	3	3
Total shortfall fees expected to be incurred	\$ 47	\$ 39

G. Note Receivable

The Company and City Brewing entered into a Loan and Security agreement on January 2, 2024 at which time payment of \$20 million was made by the Company to City Brewing. Repayment of the note receivable plus an agreed investment return for a combined total of \$22.4 million shall be credited to the Company through reductions of shortfall fees, subject to annual repayment limits and through other payments or credits should owed shortfall fees be lower than these annual repayment limits. The annual repayment limits are \$3.0 million in 2024, \$7.5 million in 2025 and \$10.0 million in 2026 and thereafter. The final maturity date of the loan is December 31, 2028.

The Company determined the fair value of the note receivable on the issuance date to be \$18.6 million. The \$1.4 million difference between the cash paid to City Brewing of \$20.0 million and the fair value of the note of \$18.6 million on issuance date has been recorded as a third-party production prepayment asset and will be recognized as a component of cost of goods sold over the term of the third-party production arrangement. The unamortized balance was \$1.31.1 million as of **March 30, 2024** **June 29, 2024**. Interest income on the note receivable is being recognized over the term of the loan, which is to be repaid in full no later than December 31, 2028.

H. Net Income (Loss) per Share

The Company calculates net income (loss) per share using the two-class method, which requires the Company to allocate net income to its Class A Common Shares, Class B Common Shares and unvested share-based payment awards that participate in dividends with common stock, in the calculation of net income (loss) per share.

The Class A Common Stock has no voting rights, except (1) as required by law, (2) for the election of Class A Directors, and (3) that the approval of the holders of the Class A Common Stock is required for (a) certain future authorizations or issuances of additional securities which have rights senior to Class A Common Stock, (b) certain alterations of rights or terms of the Class A or Class B Common Stock as set forth in the Articles of Organization of the Company, (c) other amendments of the Articles of Organization of the Company, (d) certain mergers or consolidations with, or acquisitions of, other entities, and (e) sales or dispositions of any significant portion of the Company's assets.

The Class B Common Stock has full voting rights, including the right to (1) elect a majority of the members of the Company's Board of Directors and (2) approve all (a) amendments to the Company's Articles of Organization, (b) mergers or consolidations with, or acquisitions of, other entities, (c) sales or dispositions of any significant portion of the Company's assets, and (d) equity-based and other executive compensation and other significant corporate matters. The Company's Class B Common Stock is not listed for trading. Each share of the Class B Common Stock is freely convertible into one share of Class A Common Stock, upon request of the respective Class B holder, and participates equally in dividends.

The Company's unvested share-based payment awards include unvested shares (1) issued under the Company's investment share program, which permits employees who have been with the Company for at least one year to purchase shares of Class A Common Stock and to purchase those shares at a discount ranging from 20% to 40% below market value based on years of employment starting after two years of employment, and (2) awarded as restricted stock awards at the discretion of the Company's Board of Directors. The

investment shares and restricted stock awards generally vest over five years in equal number of shares. **If a dividend is declared, the unvested shares would participate equally in dividends.** See Note L for a discussion of the current year unvested stock awards and issuances.

Included in the computation of net income (loss) per diluted common share are dilutive outstanding stock options and restricted stock that are vested or expected to vest. At its discretion, the Board of Directors grants stock options and restricted stock to senior management and certain key employees. The terms of the employee stock options are determined by the Board of Directors at the time of grant. To date, stock options granted to employees vest over various service periods and/or based on the attainment of certain performance criteria and generally expire after ten years. In December 2018, the Employee Equity Incentive Plan was amended to permit the grant of restricted stock units. The restricted stock units generally vest over four years in equal number of shares. Each restricted stock unit represents an unfunded and unsecured right to receive one share of Class A Stock upon satisfaction of the vesting criteria. The unvested shares participate equally in dividends, **if declared**, and are forfeitable. Prior to March 1, 2019, the Company granted restricted stock awards, generally vesting over five years in equal number of shares. The Company also grants stock options to its

1011

Table of Contents

non-employee directors upon election or re-election to the Board of Directors. The number of option shares granted to non-employee directors is calculated based on a defined formula and these stock options vest immediately upon grant and expire after ten years.

Net Income (Loss) per Common Share - Basic

The following table sets forth the computation of basic net income (loss) per share using the two-class method:

	Thirteen weeks ended		Thirteen weeks ended		Twenty-six weeks ended	
	March 30, 2024	April 1, 2023	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(in thousands, except per share data)		(in thousands, except per share data)		(in thousands, except per share data)	
Net income (loss)	\$ 12,597	\$ (8,956)				
Allocation of net income (loss) for basic:						
Net income	\$ 52,339	\$ 58,035	\$ 64,936	\$ 49,079		
Allocation of net income for basic:						
Class A Common Stock	\$ 10,409	\$ (7,434)	\$ 43,116	\$ 48,130	\$ 53,575	\$ 40,722
Class B Common Stock	2,162	(1,505)	9,097	9,783	11,213	8,259
Unvested participating shares	26	(17)	126	122	148	98
	\$ 12,597	\$ (8,956)	\$ 52,339	\$ 58,035	\$ 64,936	\$ 49,079
Weighted average number of shares for basic:						
Class A Common Stock	9,960	10,218	9,801	10,174	9,881	10,196
Class B Common Stock	2,068	2,068	2,068	2,068	2,068	2,068
Unvested participating shares	26	23	29	26	27	24
	12,054	12,309	11,898	12,268	11,976	12,288
Net income (loss) per share for basic:						
Net income per share for basic:						
Class A Common Stock	\$ 1.05	\$ (0.73)	\$ 4.40	\$ 4.73	\$ 5.42	\$ 3.99
Class B Common Stock	\$ 1.05	\$ (0.73)	\$ 4.40	\$ 4.73	\$ 5.42	\$ 3.99

Net Income (Loss) per Common Share - Diluted

The Company calculates diluted net income (loss) per share for common stock using the more dilutive of (1) the treasury stock method, or (2) the two-class method, which assumes the participating securities are not exercised.

The following table sets forth the computations of diluted net income (loss) per share, assuming the conversion of all Class B Common Stock into Class A Common Stock for the thirteen weeks and twenty-six weeks ended **March 30, 2024** **June 29, 2024** and for the thirteen weeks and twenty-six ended **April 1, 2023** **July 1, 2023**:

12

[Table of Contents](#)

Thirteen weeks ended									
	March 30, 2024					April 1, 2023			
	Earnings to		Earnings to		(in thousands, except per share data)	Common		Common	
	Common	Common	Shareholders	Shares		Shareholders	Shares	Shareholders	EPS
As reported - basic	\$ 10,409	9,960	\$ 1.05	\$ (7,434)	10,218	\$ (0.73)			
Add: effect of dilutive common shares									
Share-based awards	—	27			—				
Class B Common Stock	2,162	2,068			(1,505)		2,068		
Net effect of unvested participating shares	—	—			(17)		23		
Net income (loss) per common share - diluted	<u>\$ 12,571</u>	<u>12,055</u>	<u>\$ 1.04</u>	<u>\$ (8,956)</u>	<u>12,309</u>	<u>\$ (0.73)</u>			
Thirteen weeks ended									
	June 29, 2024					July 1, 2023			
	Earnings to		Earnings to		(in thousands, except per share data)	Common		Common	
	Common	Common	Shareholders	Shares		Shareholders	Shares	Shareholders	EPS
As reported - basic	\$ 43,116	9,801	\$ 4.40	\$ 48,130	10,174	\$ 4.73			
Add: effect of dilutive common shares									
Share-based awards	—	19			—		34		
Class B Common Stock	9,097	2,068			9,783		2,068		
Net effect of unvested participating shares	—	—			—		—		
Net income per common share - diluted	<u>\$ 52,213</u>	<u>11,888</u>	<u>\$ 4.39</u>	<u>\$ 57,913</u>	<u>12,276</u>	<u>\$ 4.72</u>			
Twenty-six weeks ended									
	June 29, 2024					July 1, 2023			
	Earnings to		Earnings to		(in thousands, except per share data)	Common		Common	
	Common	Common	Shareholders	Shares		Shareholders	Shares	Shareholders	EPS
As reported - basic	\$ 53,575	9,881	\$ 5.42	\$ 40,722	10,196	\$ 3.99			
Add: effect of dilutive common shares									
Share-based awards	—	22			—		40		
Class B Common Stock	11,213	2,068			8,259		2,068		

Net effect of unvested participating shares	—	—	—	—	—	—	—
Net income per common share - diluted	\$ 64,788	11,971	\$ 5.41	\$ 48,981	12,304	\$ 3.98	

For the thirteen weeks and twenty-six weeks ended **March 30, 2024** June 29, 2024, in accordance with the two-class method, weighted-average stock options to purchase **85,643** 135,712 shares and **27,573** 123,653 unvested share-based payments were outstanding but not included in computing diluted income per common share because their effects were anti-dilutive. Additionally, performance-based stock options to purchase **14,017** 10,843 shares of Class A Common Stock and **38,805** 36,302 performance-based stock awards were outstanding as of **March 30, 2024** June 29, 2024 but not included in computing diluted income per common share because the performance criteria were not met as of the end of the reporting period.

11

Table of Contents

For During the thirteen and twenty-six weeks ended **April 1, 2023** July 1, 2023, in accordance with the two-class method, weighted-average stock options to purchase approximately **46,288** 17,000 and 41,000 shares of Class A Common Stock were outstanding but not included in computing diluted loss income per common share because their effects were anti-dilutive. Additionally, performance-based stock options to purchase 23,462 shares of Class A Common Stock and 10,422 performance-based stock awards were outstanding as of July 1, 2023 but not included in computing diluted income per common share because the net loss position performance criteria were not met as of the Company made them antidiilutive. end of the reporting period.

13

Table of Contents

I. Commitments and Contingencies

Contractual Obligations

As of **March 30, 2024** June 29, 2024, projected cash outflows under non-cancelable contractual obligations are as follows:

	Commitments	Commitments
	(in thousands)	(in thousands)
Ingredients and packaging (excluding hops and malt)	\$ 50,557	\$ 62,618
Hops and malt	48,841	
Brand support	50,437	42,686
Equipment and machinery	39,914	32,244
Hops and malt	39,656	
Other	33,861	17,659
Total commitments	\$ 214,425	\$ 204,048

The Company expects to pay **\$176.3** 141.3 million of these obligations in the remainder of fiscal 2024, **\$21.7** 44.9 million in fiscal 2025, **\$10.3** 11.7 million in fiscal 2026, and **\$2.9** 6.1 million in fiscal 2027 **\$1.4** million in fiscal 2028, **\$1.6** million in fiscal 2029, and **\$0.1** million thereafter.

Litigation

The Company is party to legal proceedings and claims, including class action claims, where significant damages are asserted against it. Given the inherent uncertainty of litigation, it is possible that the Company could incur liabilities as a consequence of these claims, which may or may not have a material adverse effect on the Company's financial condition or

the results of its operations. The Company accrues loss contingencies if, in the opinion of management and its legal counsel, the risk of loss is probable and the loss can be estimated. Material pending legal proceedings are discussed below.

Supplier Dispute. On December 31, 2022, Ardagh Metal Packaging USA Corp. ("Ardagh") filed an action against the Company alleging, among other things, that the Company had failed to purchase contractual minimum volumes of certain aluminum beverage can containers in 2021 and 2022. The Company denies that it breached the terms of the parties' contract and intends to defend against the Ardagh claims vigorously. On February 23, 2023 and April 4, 2023, Ardagh and the Company engaged in mediation sessions with a neutral, third-party mediator, but were not able to resolve the matter and the litigation will proceed. On May 5, 2023, the Company filed an Answer in response to the Complaint, and Counterclaims against Ardagh. On June 26, 2023, Ardagh filed a Motion to Dismiss Certain Counterclaims and a Motion to Strike Certain Affirmative Defenses, to which the Company filed Oppositions on July 24, 2023. The company filed an Amended Answer, Amended Affirmative Defenses and Amended Counterclaims on March 25, 2024. On November 9, 2023, Ardagh filed a Notice of Plaintiff's Motion for Judgment on the Pleadings on Count II of the Complaint, to which the Company filed an Opposition on November 22, 2023. On February 26, 2024, the Court granted the Motion. On March 27, 2024, the Company filed a Motion to Clarify and to Reconsider the Court's decision. The Company's reply brief following briefing by the parties, on June 17, 2024, the Court granted the Company's Motion to Reconsider, denied Ardagh's Motion for this Motion will be filed Judgment on April 26, 2024, the Pleadings, and vacated its February 26, 2024 Order.

J. Income Taxes

The following table provides a summary of the income tax provision for the thirteen weeks and twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023:

	Thirteen weeks ended			
	March 30, 2024		April 1, 2023	
Effective tax rate	33.0%		27.8%	
	Thirteen weeks ended		Twenty-six weeks ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	2024	2023	2024	2023
Effective tax rate	28.6%	27.5%	29.5%	27.5%

The increase in the tax rate for the thirteen and twenty-six weeks ended March 30, 2024 June 29, 2024 as compared to the thirteen and twenty-six weeks ended April 1, 2023 July 1, 2023 is primarily due to the tax deficiency related to stock-based compensation awards recorded on pre-tax income for the thirteen weeks ended March 30, 2024, compared to the tax deficiency related to stock-based compensation awards on a pre-tax loss for the thirteen weeks ended April 1, 2023, an increase in non-deductible compensation.

As of both March 30, 2024 June 29, 2024 and December 30, 2023, the Company had approximately \$0.3 million of unrecognized income tax benefits.

Table of Contents

The Company's practice is to classify interest and penalties related to income tax matters in income tax expense. As of March 30, 2024 June 29, 2024 and December 30, 2023, the Company had approximately \$0.2 million accrued for interest and penalties recorded in other liabilities.

The Internal Revenue Service completed an examination of the 2015 consolidated corporate income tax return and issued a no change

[Table of Contents](#)

report in 2018. The Company's state income tax returns remain subject to examination for three or four years depending on the state's statute of limitations. The Company is not currently under any income tax audits as of **March 30, 2024** **June 29, 2024**.

K. Line of Credit

In December 2022, the Company amended its credit facility in place that provides for a \$150.0 million revolving line of credit to extend the maturity date to December 16, 2027. Under the terms of the amended agreement, the Company may elect an interest rate for borrowings under the credit facility based on the applicable secured overnight financing rate ("SOFR") plus 1.1%. As of **March 30, 2024** **June 29, 2024**, no borrowings were outstanding. As of **March 30, 2024** **June 29, 2024** and December 30, 2023, the Company was not in violation of any of its financial covenants to the lender under the credit facility and the unused balance of \$150.0 million on the line of credit was available to the Company for future borrowings.

L. Fair Value Measures

The Company defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

- Level 1 — Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 — Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 — Level 3 inputs are unobservable inputs for the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

The Company's cash and cash equivalents are held in money market funds. These money market funds are measured at fair value on a recurring basis (at least annually) and are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The money market funds are invested substantially in United States Treasury and government securities. The Company does not adjust the quoted market price for such financial instruments. Cash, accounts receivable, and accounts payable are carried at their cost, which approximates fair value, because of their short-term nature.

At **March 30, 2024** **June 29, 2024** and December 30, 2023, the Company had money market funds with a "Triple A" rated money market fund. The Company considers the "Triple A" rated money market fund to be a large, highly-rated investment-grade institution. As of **March 30, 2024** **June 29, 2024** and December 30, 2023, the Company's cash and cash equivalents balance was \$**205.4** **219.3** million and \$298.5 million, respectively, including money market funds amounting to \$**201.3** **213.8** million and \$291.5 million, respectively.

Non-Recurring Fair Value Measurement

The fair value as of the issuance date of the Company's note receivable is classified within Level 2 of the fair value hierarchy as the fair value was partially derived from publicly quoted inputs of market interest rates for a loan of similar terms, provisions, and maturity.

1315

[Table of Contents](#)

M. Common Stock and Stock-Based Compensation

Option Activity

Information related to stock options under the Restated Employee Equity Incentive Plan and the Stock Option Plan for Non-Employee Directors **and upper management** is summarized as follows:

	Shares	Weighted-Average	Weighted-Average	Aggregate Intrinsic
--	--------	------------------	------------------	---------------------

	Exercise Price	Remaining Contractual Term in Years	Value (in thousands)
Outstanding at December 30, 2023	207,810	\$ 361.53	
Forfeited/ Expired	(15,487)	383.46	
Outstanding at March 30, 2024	192,323	\$ 359.76	4.92 \$ 6,853
Exercisable at March 30, 2024	127,707	\$ 322.94	4.26 \$ 6,538
Vested and expected to vest at March 30, 2024	175,421	\$ 363.04	4.80 \$ 6,802

	Shares	Weighted-Average		Weighted-Average Remaining Contractual Term in Years	Aggregate Intrinsic Value (in thousands)
		Exercise Price	Remaining Contractual Term in Years		
		Exercise Price	Term in Years		
Outstanding at December 30, 2023	207,810	\$ 361.53			
Granted	24,045	300.14			
Exercised	(6,164)	204.25			
Forfeited/ Expired	(15,487)	383.46			
Outstanding at June 29, 2024	210,204	\$ 357.50	5.35	\$ 6,358	
Exercisable at June 29, 2024	127,340	\$ 327.04	4.29	\$ 6,031	
Vested and expected to vest at June 29, 2024	190,382	\$ 361.14	5.22	\$ 6,306	

Of the total options outstanding at **March 30, 2024** June 29, 2024, 28,033 shares were performance-based options for which the performance criteria had yet to be achieved. On April 1, 2024, the Company granted options to purchase an aggregate of 21,205 shares of the Company's Class A Common Stock to the Company's Chief Executive Officer. These options have a fair value and exercise price per share of \$141.48 and \$304.42, respectively. On May 7, 2024, the Company granted options to purchase an aggregate of 2,840 shares of the Company's Class A Common Stock to the Company's non-employee Directors. All of the options vested immediately on the date of the grant. These options have a fair value and exercise price per share of \$114.47 and \$268.20, respectively. Weighted average assumptions used to estimate fair values of stock options on the date of grants are as follows:

	2024
Expected Volatility	40.1%
Risk-free interest rate	4.2%
Expected Dividends	0.0%
Exercise factor	2.1
Discount for post-vesting restrictions	0.0%

Non-Vested Shares Activity

The following table summarizes vesting activities of shares issued under the investment share program and restricted stock units:

	Number of Shares	Weighted Average Fair Value	Number of Shares	Weighted Average Fair Value
Non-vested at December 30, 2023	114,797	\$ 373.56	114,797	\$ 373.56
Granted	76,715	289.14	85,569	290.21
Vested	(31,351)	385.07	(32,385)	382.98
Forfeited	(1,058)	352.88	(2,224)	325.06
Non-vested at March 30, 2024	159,103	\$ 330.73		
Non-vested at June 29, 2024	165,757	\$ 329.34		

Of the total non-vested shares at **March 30, 2024** June 29, 2024, 38,805 45,375 shares were performance-based shares for which the performance criteria had yet to be achieved.

On March 1, 2024, the Company granted a combined 64,708 shares of restricted stock units to certain officers, senior managers and key employees. Of the restricted stock units granted, 8,384 had performance-based vesting criteria with potential achievement of 0% to 200% of the grant total and a **three year** three-year service period. Additionally, 20,000 of

the restricted stock units granted had performance based vesting criteria with potential vesting over a seven year service period, period. The remainder of restricted stock units granted on March 1, 2024 March

Table of Contents

1, 2024 vest ratably over service periods of four years. Additionally on March 1, 2024, employees elected to purchase a combined 12,007 shares under the Company's investment share program. The weighted average fair value of the restricted stock units and investment shares, which are sold to employees at discount under its investment share program, was \$308.14 and \$186.77 per share, respectively.

On April 1, 2024, the Company granted a combined 6,570 shares of restricted stock units to the Chief Executive Officer, of which all shares vest in 3 years dependent on meeting performance criteria as well as continued employment with the company. The fair value of the restricted stock units was \$304.42 per share, of which all shares were performance-based shares.

On April 1, 2024, the Company granted a combined 1,069 shares of restricted stock units to a member of senior management, of which all shares vest ratably over service periods of up to four years. The fair value of the restricted stock units was \$304.42 per share.

On May 7, 2024, the Company granted a combined 1,215 shares of restricted stock units to the Company's non-employee Directors, of which all shares vest one year from the grant date. The fair value of the restricted stock units was \$268.20 per share.

Stock-Based Compensation

The following table provides information regarding stock-based compensation expense included in operating expenses in the accompanying condensed consolidated statements of comprehensive operations:

	Thirteen weeks ended		Thirteen weeks ended		Twenty-six weeks ended	
	March 30, 2024	April 1, 2023	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(in thousands)		(in thousands)		(in thousands)	
Amounts included in advertising, promotional and selling expenses	2,466	2,042	1,465	1,539	\$ 3,930	\$ 3,582
Amounts included in general and administrative expenses	4,661	2,031	2,416	2,654	7,078	4,684
Total stock-based compensation expense	\$ 7,127	\$ 4,073	\$ 3,881	\$ 4,193	\$ 11,008	\$ 8,266

Stock Repurchases

Table of Contents

In 1998, the Company began a share repurchase program. Under this program, the Company's Board of Directors has authorized the repurchase of the Company's Class A Stock. On May 18, 2023, the Board of Directors authorized an increase in the aggregate expenditure limit for the Company's stock repurchase program by \$269.0 million, increasing the limit from \$931.0 million to \$1.2 billion. The Board of Directors did not specify a date upon which the total authorization would expire and, in the future, can further increase the authorized amount. Share repurchases under this program for the periods included herein were effected through open market transactions.

During the thirteen and twenty-six weeks ended March 30, 2024 June 29, 2024, the Company repurchased and subsequently retired 148,183 220,446 and 368,629 shares of its Class A Common Stock, respectively, for an aggregate purchase price of \$50.0 63 million. million and \$113 million, respectively. As of March 30, 2024 June 29, 2024, the Company had repurchased a cumulative total of approximately 14.2 14.4 million shares of its Class A Common Stock for an aggregate purchase price of approximately \$983.5 1.0 million billion and had approximately \$216.5 153.5 million remaining on the \$1.2 billion stock repurchase expenditure limit set by the Board of Directors.

N. Licensing Agreements

Pepsi Licensing Agreement

On August 9, 2021, the Company signed a series of agreements with PepsiCo, Inc. ("Pepsi") to develop, market, and sell alcohol beverages. Under the agreements, the Company is responsible for developing, manufacturing, and marketing a flavored malt beverage product under the HARD MTN DEW® brand. As part of the agreements, Pepsi provides certain proprietary ingredients and also licenses the Company the use of its HARD MTN DEW® trademark in connection with manufacturing, promoting, marketing, and distributing the developed product, primarily through the Pepsi distribution network.

The Company began shipping flavored malt beverages to Pepsi during the first quarter of 2022. Pursuant to the terms of the agreements, the Company makes payments to Pepsi for proprietary ingredients, freight costs to ship the product to Pepsi, and certain marketing services. The costs cost of the proprietary ingredients above fair market value are recorded within net revenue at the time revenue is recognized for the flavored malt beverages sold to Pepsi and were \$0.2 million and \$0.6 million during the thirteen weeks and twenty-six weeks ended March 30, 2024 June 29, 2024, respectively, and April 1, 2023 were \$0.4 million and \$1.2 million during the thirteen weeks and twenty-six

17

[Table of Contents](#)

weeks ended July 1, 2023, respectively. Freight costs and marketing costs are recorded in advertising, promotional and selling expenses. The excess costs cost over fair market value of proprietary ingredients on hand at the end of the period are classified within prepaid expenses and other current assets. The excess over fair market value for inventory on hand was \$0.5 million and \$0.1 million as of March 30, 2024 June 29, 2024 and December 30, 2023, respectively. During the thirteen weeks ended March 30, 2024 and April 1, 2023, total net revenue recognized under these agreements amounted to approximately 1% and 2%, respectively, of the Company's total net revenues. revenues during the thirteen and twenty-six week periods ended June 29, 2024 and July 1, 2023.

On February 24, 2024, the Company and Pepsi amended the terms of these agreements, most notably to change distribution from the Pepsi Distribution network to the Company's distribution network. The transition of distributor networks is expected to begin began in May of 2024 and is expected to extend into 2025. Under the agreements, the Company is responsible for developing, manufacturing, and marketing a flavored malt beverage product under Pepsi's MTN DEW® brand. Pepsi provides certain proprietary ingredients and also licenses the Company the use of its HARD MTN DEW® trademark in connection with manufacturing, promoting, marketing, and distributing the developed product.

O. Related Party Transactions

In connection with the Dogfish Head Transaction, the Company entered into a lease with the Dogfish Head founders and other owners of buildings used in certain of the Company's restaurant operations. The lease is for ten years with renewal options. The total payments due under the initial ten year ten-year term is \$3.6 million. Total related party parties expense recognized related to the lease was \$91,000 for the thirteen weeks ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023. Additionally, the Company incurred expenses of less than \$25,000 to various other suppliers affiliated with the Dogfish Head founders during the thirteen weeks ended June 29, 2024 and July 1, 2023. Total related parties expense recognized related to the lease was approximately \$91,000 183,000. Additionally, during for the thirteen twenty-six weeks ended March 30, 2024 June 29, 2024 and April 1, 2023, July 1, 2023. Additionally, the Company incurred expenses of less than \$50,000 to various other suppliers affiliated with the Dogfish Head founders. founders during the twenty-six weeks ended June 29, 2024 and July 1, 2023.

15 18

[Table of Contents](#)

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

The following is a discussion of the significant factors affecting the consolidated operating results, financial condition and liquidity and cash flows of the Company for the thirteen and twenty-six week periods ended March 30, 2024 June 29, 2024, as compared to the thirteen and twenty-six week period ended April 1, 2023 July 1, 2023. This discussion should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Consolidated Financial Statements of the Company and Notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023.

RESULTS OF OPERATIONS

Thirteen Weeks Ended **March 30, 2024** June 29, 2024 compared to Thirteen Weeks Ended **April 1, 2023** July 1, 2023

	Thirteen Weeks Ended (in thousands, except per barrel)							Thirteen Weeks Ended (in thousands, except per barrel)							
	March 30, 2024			April 1, 2023			Amount change	% change	Per barrel change	June 29, 2024			July 1, 2023		
	Per barrel	% of net revenue	Per barrel	% of net revenue	Per barrel	% of net revenue				Per barrel	% of net revenue	Per barrel	% of net revenue		
Barrels sold	1,592			1,579			14	0.9 %		2,162			2,310		
Net revenue	\$ 426,052	\$ 267.55	100.0 %	\$ 410,000	\$ 259.73	100.0 %	\$ 16,052	3.9 %	\$ 7.82	\$ 579,098	\$ 267.85	100.0 %	\$ 603,304	\$ 261.17	100.0 %
Cost of goods	239,704	150.53	56.3 %	254,338	161.12	62.0 %	(14,634)	(5.8) %	(10.59)	312,640	144.61	54.0 %	329,141	142.49	54.6 %
Gross profit	186,348	117.02	43.7 %	155,662	98.61	38.0 %	30,686	19.7 %	18.41	266,458	123.24	46.0 %	274,163	118.68	45.4 %
Advertising, promotional, and selling expenses	120,275	75.53	28.2 %	125,428	79.46	30.6 %	(5,153)	(4.1) %	(3.93)	144,224	66.71	24.9 %	149,362	64.66	24.8 %
General and administrative expenses	50,384	31.64	11.8 %	43,694	27.68	10.7 %	6,690	15.3 %	3.96	48,024	22.21	8.3 %	44,899	19.44	7.4 %
Impairment of brewery assets	335	0.21	0.1 %	484	0.31	0.1 %	(149)	(30.8) %	(0.10)	3,395	1.57	0.6 %	1,532	0.66	0.3 %
Total operating expenses	170,994	107.38	40.1 %	169,606	107.45	41.4 %	1,388	0.8 %	(0.07)	195,643	90.49	33.8 %	195,793	84.76	32.5 %
Operating income (loss)	15,354	9.64	3.6 %	(13,944)	(8.84)	(3.4) %	29,298	(210.1) %	18.48						
Operating income	70,815	32.75	12.2 %	78,370	33.92	13.0 %	(7,555)	(9.6) %	(1.17)						
Other income	3,455	2.17	0.8 %	1,542	0.98	0.4 %	1,913	124.1 %	1.19	2,506	1.16	0.4 %	1,733	0.75	0.3 %
Income before income tax provision (benefit)	18,809	11.81	4.4 %	(12,402)	(7.86)	(3.0) %	31,211	(251.7) %	19.67						
Income tax provision (benefit)	6,212	3.90	1.5 %	(3,446)	(2.18)	(0.8) %	9,658	(280.3) %	6.08						
Net income (loss)	\$ 12,597	\$ 7.91	3.0 %	\$ (8,956)	(5.68)	(2.2) %	\$ 21,553	(240.7) %	\$ 13.59						
Income before income tax provision	73,321	33.91	12.7 %	80,103	34.67	13.3 %	(6,782)	(8.5) %	(0.76)						
Income tax provision	20,982	9.70	3.6 %	22,068	9.55	3.7 %	(1,086)	(4.9) %	0.15						
Net income	\$ 52,339	\$ 24.21	9.0 %	\$ 58,035	25.12	9.6 %	\$ (5,696)	(9.8) %	\$ (0.91)						

Net revenue. Net revenue increased decreased by \$16.1 million \$24.2 million, or 3.9% 4.0%, to \$426.1 million \$579.1 million for the thirteen weeks ended **March 30, 2024** June 29, 2024, as compared to \$410.0 million \$603.3 million for the thirteen weeks ended **April 1, 2023** July 1, 2023 primarily as a result of lower shipment volume of \$38.7 million, due to increased pricing impacts partially offset by price increases of \$8.1 million, a \$4.4 million reduction in \$12.7 million and lower returns and increased sales volume impacts of \$3.6 million \$2.4 million.

Volume. Total shipment volume increased/decreased by 0.9% 6.4% to 1,592,000 2,162,000 barrels for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to 1,579,000 2,310,000 barrels for the thirteen weeks ended April 1, 2023 July 1, 2023, primarily due to growth reflecting decreases in the Company's Truly, Dogfish Head, Samuel Adams, Hard Mountain Dew and Angry Orchard brands, partially offset by increases in its Twisted Tea offset by declines in Truly Hard Seltzer and other Sun Cruiser brands. Depletions for the thirteen weeks ended March 30, 2024 were flat from the prior year.

Shipments were higher than depletions as the Company believes wholesalers built inventories to support the upcoming peak selling season. The Company believes distributor inventory as of March 30, 2024 was at an appropriate level for each of its brands and June 29, 2024 averaged approximately four three and a one half weeks on hand compared to target wholesaler inventory levels of four to five weeks on hand for the peak summer season. These lower than target wholesaler inventory levels were the result of not fully shipping into improving demand in the latter weeks of June. The Company is working to ensure shipments in July and August build inventories at the end of the fourth quarter of 2023 and four and a half weeks at the end of the first quarter of 2023, wholesalers back to target levels.

Net revenue per barrel. Net revenue per barrel increased by 3.0% 2.6% to \$267.55 \$267.85 per barrel for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to \$259.73 \$261.17 per barrel for the comparable period in 2023, primarily due to price increases and lower returns.

1619

[Table of Contents](#)

Cost of goods sold. Cost of goods sold was \$150.53 \$144.61 per barrel for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to \$161.12 \$142.49 per barrel for the thirteen weeks ended April 1, 2023 July 1, 2023. The 2024 decrease increase in cost of goods sold of \$10.59 \$2.12, or 5.8%, 1.5% per barrel was primarily due to unfavorable internal brewery performance and the related fixed cost absorption impact from lower volume of \$7.1 million, or \$3.28 per barrel, and inflationary impacts of \$3.0 million, or \$1.39 per barrel, partially offset by contract renegotiations and recipe optimization savings of \$5.1 million, or \$2.36 per barrel, and decreases in inventory obsolescence of \$5.4 million \$1.3 million, or \$3.39 \$0.60 per barrel, raw materials pricing and recipe optimization of \$5.3 million, or \$3.33 per barrel, favorable product mix effects of \$5.0 million, or \$3.14 per barrel and the non-recurrence of 2023 contract settlement costs of \$4.5 million, or \$2.83 per barrel, partially offset by inflationary impacts of \$5.2 million, or \$3.27 per barrel.

Inflationary impacts of \$5.2 million \$3.0 million consist primarily of increased material costs of \$3.6 million, and internal brewery costs of \$1.6 million \$3.1 million, partially offset by favorable material costs of \$0.1 million.

Gross profit. Gross profit was \$117.02 \$123.24 per barrel for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to \$98.61 \$118.68 per barrel for the thirteen weeks ended April 1, 2023 July 1, 2023.

The Company includes freight charges related to the movement of finished goods from its manufacturing locations to distributor locations in its advertising, promotional and selling expense line item. As such, the Company's gross margins may not be comparable to those of other entities that classify costs related to distribution differently.

Advertising, promotional, and selling expenses. Advertising, promotional and selling expenses decreased by \$5.2 million \$5.1 million, or 4.1% 3.4%, to \$120.3 million \$144.2 million for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to \$125.4 million \$149.4 million for the thirteen weeks ended April 1, 2023 July 1, 2023, primarily due to decreased freight to distributors of \$3.6 million \$2.8 million from lower rates and improved freight efficiencies, partially offset by higher lower volumes. Brand investments and selling costs decreased \$1.6 million with decreases in other promotional activity partially offset by increases in media. \$2.3 million, primarily due to lower brand media spend.

Advertising, promotional and selling expenses were 28.2% 24.9% of net revenue, or \$75.53 \$66.71 per barrel, for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to 30.6% 24.8% of net revenue, or \$79.46 \$64.66 per barrel, for the thirteen weeks ended April 1, 2023 July 1, 2023. This decrease per barrel is primarily due to advertising, promotional, and selling expenses decreasing at a higher lower rate than the increase decrease in shipments. The Company invests in advertising and promotional campaigns that it believes will be effective, but there is no guarantee that such investments will generate sales growth.

The Company conducts certain advertising and promotional activities in its distributors' markets, and the distributors make contributions to the Company for such efforts. These amounts are included in the Company's condensed consolidated statements of comprehensive operations as reductions to advertising, promotional and selling expenses. Historically, contributions from distributors for advertising and promotional activities have amounted to between 2% and 3% of net sales. The Company may adjust its promotional efforts in the distributors' markets, if changes occur in these promotional contribution arrangements, depending on industry and market conditions.

General and administrative expenses. General and administrative expenses increased by \$6.7 million \$3.1 million, or 15.3% 7.0%, to \$50.4 million \$48.0 million for the thirteen weeks ended March 30, 2024 June 29, 2024, as compared to \$43.7 million \$44.9 million for the thirteen weeks ended April 1, 2023 July 1, 2023, primarily due to higher inflation in

salaries and benefits costs of \$10.1 million, which includes an incremental \$3.8 million of compensation costs mostly attributable to the Company's Chief Executive Officer transition, partially offset by decreased consulting costs of \$3.7 million. costs.

Impairment of brewery assets. Impairment of brewery assets of \$0.3 million decreased \$3.4 million increased by \$0.1 million \$1.9 million from the comparable period of 2023, due to lower higher write-offs of equipment at Company-owned breweries.

Income tax provision (benefit) provision. The Company's effective tax rate of 28.6% increased from 27.5% in the prior year. This increase is due to an increase in non-deductible stock compensation expense.

[Table of Contents](#)

Twenty-Six Weeks Ended June 29, 2024 compared to Twenty-Six Weeks Ended July 1, 2023

	Twenty-Six Weeks Ended						Amount change	% change	Per barrel change			
	(in thousands, except per barrel)											
	June 29, 2024		July 1, 2023									
Barrels sold	3,754		3,888				(134)	(3.4)%				
	Per barrel	% of net revenue		Per barrel		% of net revenue						
Net revenue	1,005,14 \$ 9	\$ 267.73	100.0 %	\$ 4	\$ 260.59	100.0 %	\$ (8,155)	(0.8)%	\$ 7.14			
Cost of goods	552,343	147.12	55.0 %	583,479	150.05	57.6 %	(31,136)	(5.3)%	(2.93)			
Gross profit	452,806	120.61	45.0 %	429,825	110.54	42.4 %	22,981	5.3 %	10.07			
Advertising, promotional, and selling expenses	264,499	70.45	26.3 %	274,790	70.67	27.1 %	(10,291)	(3.7)%	(0.22)			
General and administrative expenses	98,408	26.21	9.8 %	88,593	22.78	8.7 %	9,815	11.1 %	3.43			
Impairment of brewery assets	3,731	0.99	0.4 %	2,016	0.52	0.2 %	1,715	85.1 %	0.47			
Total operating expenses	366,638	97.65	36.5 %	365,399	93.97	36.1 %	1,239	0.3 %	3.68			
Operating income	86,168	22.96	8.6 %	64,426	16.57	6.4 %	21,742	33.7 %	6.39			
Other income	5,961	1.59	0.6 %	3,275	0.84	0.3 %	2,686	82.0 %	0.75			
Income before income tax provision	92,129	24.55	9.2 %	67,701	17.41	6.7 %	24,428	36.1 %	7.14			
Income tax provision	27,193	7.24	2.7 %	18,622	4.79	1.8 %	8,571	46.0 %	2.45			
Net income	\$ 64,936	\$ 17.31	6.5 %	\$ 49,079	12.62	4.8 %	\$ 15,857	32.3 %	\$ 4.69			

Net revenue. Net revenue decreased by \$8.2 million, or 0.8%, to \$1.005 billion for the twenty-six weeks ended June 29, 2024, as compared to \$1.013 billion for the twenty-six weeks ended July 1, 2023, primarily as a result of lower shipment volume of \$34.9 million, partially offset by price increases of \$20.9 million and lower returns of \$7.9 million.

Volume. Total shipment volume decreased by 3.4% to 3,754,000 barrels for the twenty-six weeks ended June 29, 2024, as compared to 3,899,000 barrels for the twenty-six weeks ended July 1, 2023, reflecting decreases in the Company's Truly, Hard Mountain Dew, Samuel Adams, Dogfish Head and Angry Orchard brands, partially offset by increases in its Twisted Tea and Sun Cruiser brands.

Net revenue per barrel. Net revenue per barrel increased by 2.7% to \$267.75 per barrel for the twenty-six weeks ended June 29, 2024, as compared to \$260.59 per barrel for the comparable period in 2023, primarily due to price increases and lower returns.

Cost of goods sold. Cost of goods sold was \$147.13 per barrel for the twenty-six weeks ended June 29, 2024, as compared to \$150.05 per barrel for the twenty-six weeks ended July 1, 2023. The 2024 decrease in cost of goods sold of \$2.92, or 2.0%, per barrel was primarily due to contract renegotiations and recipe optimization savings of \$10.4 million, or \$2.77 per barrel, decreases in inventory obsolescence of \$6.7 million, or \$1.78 per barrel, favorable product mix effects of \$5.5 million, or \$1.46 per barrel and the non-recurring of 2023 contract settlement costs of \$4.5 million, or \$1.20 per barrel, partially offset inflationary impacts of \$8.2 million, or \$2.18 per barrel, and unfavorable internal brewery performance and the related fixed cost absorption impact from lower volume of \$4.8 million, or \$1.28 per barrel.

Inflationary impacts of \$8.2 million consist primarily of increased internal brewery costs of \$4.7 million and material costs of \$3.5 million.

Gross profit. Gross profit was \$120.62 per barrel for the twenty-six weeks ended June 29, 2024, as compared to \$110.54 per barrel for the twenty-six weeks ended July 1, 2023.

Advertising, promotional, and selling expenses. Advertising, promotional and selling expenses decreased by \$10.3 million, or 3.7%, to \$264.5 million for the twenty-six weeks ended June 29, 2024, as compared to \$274.8 million for twenty-six weeks ended July 1, 2023, primarily due to decreased freight to distributors of \$6.4 million from lower rates and

volumes. Brand investments decreased \$3.9 million primarily due to lower brand media spend, partially offset by higher salaries and benefits costs. Advertising, promotional and selling expenses were 26.3% of net revenue, or \$70.46 per barrel, for the twenty-six weeks ended June 29, 2024, as compared to 27.1% of net revenue, or \$70.67 per barrel, for the twenty-six weeks ended July 1, 2023. This decrease per barrel is primarily due to advertising, promotional, and selling expenses decreasing at a lower rate than the decrease in shipments. The Company invests in advertising and promotional campaigns that it believes will be effective, but there is no guarantee that such investments will generate sales growth.

[Table of Contents](#)

General and administrative expenses. General and administrative expenses increased by \$9.8 million, or 11.1%, to \$98.4 million for the twenty-six weeks ended June 29, 2024, as compared to \$88.6 million for the twenty-six weeks ended July 1, 2023, primarily due to higher salaries and benefits costs, resulting from Chief Executive Officer transition costs recorded in the first quarter and inflation costs.

Impairment of brewery assets. Impairment of brewery assets of \$3.7 million increased by \$1.7 million from the comparable period of 2023, due to higher write-offs of equipment at Company-owned breweries.

Income tax provision. The Company's effective tax rate for the first quarter was a 33.0% provision compared to a 27.8% benefit of 29.5% increased from 27.5% in the prior year. The increase in the tax rate for the thirteen weeks ended March 30, 2024 as compared to the thirteen weeks ended April 1, 2023 is primarily due to the tax deficiency related to an increase in non-deductible stock based compensation awards recorded on pre-tax income for the thirteen weeks ended March 30, 2024, compared to the tax deficiency related to stock based compensation awards on a pre-tax loss for the thirteen weeks ended April 1, 2023, expense.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary sources of liquidity are its existing cash balances, cash flows from operating activities and amounts available under its revolving credit facility. The Company's material cash requirements include working capital needs, satisfaction of contractual commitments, stock repurchases, and investment in the Company's business through capital expenditures.

[Table of Contents](#)

Cash decreased to \$205.4 million \$219.3 million as of March 30, 2024 June 29, 2024 from \$298.5 million as of December 30, 2023, primarily reflecting repurchases of the Company's Class A common stock, a note receivable issued, purchases of property, plant, and equipment, net cash used in operating activities, and payments of tax withholdings on stock-based payment awards and investment shares, partially offset by net cash provided by operating activities.

Cash used in provided by operating activities consists of net income, (loss), adjusted for certain non-cash items, such as depreciation and amortization, stock-based compensation expense, and other non-cash items included in operating results, and changes in operating assets and liabilities, such as accounts receivable, inventory, accounts payable, and accrued expenses.

Cash used in provided by operating activities for the thirteen twenty-six weeks ended March 30, 2024 June 29, 2024 was comprised of net income of \$12.6 million \$64.9 million and non-cash items of \$32.8 million \$65.8 million, partially offset by net outflows for a net increase in operating assets and liabilities of \$50.3 million \$39.6 million. Cash used in provided by operating activities for the thirteen twenty-six weeks ended April 1, 2023 July 1, 2023 was comprised of a net loss income of \$9.0 million \$49.1 million and non-cash items of \$27.7 million \$56.3 million, partially offset by a net outflows for increase in operating assets and liabilities of \$36.6 million \$4.2 million. The decrease in cash used in provided by operating activities for the thirteen twenty-six weeks ended March 30, 2024 June 29, 2024 compared to April 1, 2023 July 1, 2023 is primarily due to higher net income and lower outflows arising from increases in accounts receivable, inventory reduction compared to the prior year, partially offset by greater outflows arising from increases in inventories, higher net income.

The Company used \$35.7 million \$56.1 million in investing activities during the thirteen twenty-six weeks ended March 30, 2024 June 29, 2024, as compared to \$17.1 million \$34.6 million during the thirteen twenty-six weeks ended April 1, 2023 July 1, 2023. The increased in investing activity cash outflows is due to a \$20.0 million note receivable issued, partially offset by lower capital investments issued. For both periods, capital investments were made mostly in the Company's breweries to drive efficiencies and cost reductions and support product innovation and future growth.

Cash used in financing activities was **\$52.4 million** **\$114.2 million** during the **thirteen twenty-six weeks ended March 30, 2024** **June 29, 2024**, as compared to **\$23.1 million** **\$39.3 million** during the **thirteen twenty-six weeks ended April 1, 2023** **July 1, 2023**. The **\$29.4 million** **\$74.9 million** increase in financing activity cash outflows in **2023** **2024** compared to **2022** **2023** is primarily due to higher repurchases of the Company's Class A common stock in the current period.

During the period from December 31, 2023 through **April 19, 2024** **July 19, 2024**, the Company repurchased and subsequently retired **199,811** **416,811** shares of its Class A Common Stock for an aggregate purchase price of **\$65.0 million** **\$127.0 million**. As of **April 19, 2024** **July 19, 2024**, the Company had repurchased a cumulative total of approximately **14.3 million** **14.5 million** shares of its Class A Common Stock for an aggregate purchase price of approximately **\$998.5 million** **\$1.06 billion** and had approximately **\$201.5 million** **\$140 million** remaining on the \$1.2 billion stock repurchase expenditure limit set by the Board of Directors.

The Company expects that its cash balance as of **March 30, 2024** **June 29, 2024** of **\$205.4 million** **\$219.3 million**, along with its projected future operating cash flow and its unused line of credit balance of \$150.0 million, will be sufficient to fund future cash requirements. The Company's \$150.0 million credit facility has a term not scheduled to expire until December 16, 2027. As of the date of this filing, the Company was not in violation of any of its covenants to the lender under the credit facility.

Critical Accounting Policies

There were no material changes to the Company's critical accounting policies during the three-month period ended **March 30, 2024** **June 29, 2024**.

22

[Table of Contents](#)

FORWARD-LOOKING STATEMENTS

In this Quarterly Report on Form 10-Q and in other documents incorporated herein, as well as in oral statements made by the Company, statements that are prefaced with the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "designed" and similar expressions, are intended to identify forward-looking statements regarding events, conditions, and financial trends that may affect the Company's future plans of operations, business strategy, results of operations and financial position. These statements are based on the Company's current expectations and estimates as to prospective events and circumstances about which the Company can give no firm assurance. Further, any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement to reflect subsequent events or circumstances. Forward-looking statements should not be relied upon as a prediction of actual future financial condition or results. These forward-looking statements, like any forward-looking statements, involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Such risks and uncertainties include the factors set forth below in addition to the other information set forth in this Quarterly Report on Form 10-Q and in the section titled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 30, 2023.

1823

[Table of Contents](#)

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Since December 30, 2023, there have been no significant changes in the Company's exposures to interest rate or foreign currency rate fluctuations. The Company currently does not enter into derivatives or other market risk sensitive instruments for the purpose of hedging or for trading purposes.

Item 4. CONTROLS AND PROCEDURES

As of **March 30, 2024** **June 29, 2024**, the Company conducted an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer (its principal executive officer and principal financial officer, respectively) regarding the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). Based

upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of **March 30, 2024** **June 29, 2024** to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods and that such disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to its management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control over financial reporting that occurred during the thirteen weeks ended **March 30, 2024** **June 29, 2024** that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

1924

[Table of Contents](#)

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

For information regarding the Company's legal proceedings, refer to Note I of the Condensed Consolidated Financial Statements.

Item 1A. RISK FACTORS

In addition to the other information set forth in this report, careful consideration should be given to the factors discussed in Part I, "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 30, 2023, which could materially affect the Company's business, financial condition or future results. The risks described in the Company's Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that it currently deems to be immaterial also may materially adversely affect its business, financial condition and/or operating results.

2025

[Table of Contents](#)

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

In 1998, the Company's Board of Directors ("the Board") authorized the Company's share buyback program. In May 2023, the Board authorized an increase in the share buyback expenditure limit set for the program from \$931.0 million to \$1.2 billion. The Board did not specify a date upon which the authorization would expire. Share repurchases for the periods included herein were effected through open market transactions.

As of **April 19, 2024** **July 19, 2024**, the Company had repurchased a cumulative total of approximately **14.3 million** **14.5 million** shares of its Class A Common Stock for an aggregate purchase price of **\$998.5 million** **\$1.06 billion** and had **\$201.5 million** **\$140 million** remaining on the \$1.2 billion share buyback expenditure limit set by the Board.

During the **thirteen** **twenty-six** weeks ended **March 30, 2024** **June 29, 2024**, the Company repurchased and subsequently retired **148,538** **369,535** shares of its Class A Common Stock, including **355** **906** unvested investment shares issued under the Investment Share Program of the Company's Employee Equity Incentive Plan, as illustrated in the table below:

Period	Approximate Dollar Value of Shares that May Yet be Purchased				Approximate Dollar Value of Shares that May Yet be Purchased			
	Total Number of Shares		Purchased as Part of Under the Plans		Total Number of Shares		Purchased as Part of Under the Plans	
	Total Number of Shares Purchased	Average Price per Share	Publicly Announced	or Programs (in thousands)	Total Number of Shares Purchased	Average Price per Share	Publicly Announced	or Programs (in thousands)
December 31, 2023 - February 3, 2024	61,817	\$ 349.89	61,525	\$ 244,893	61,817	\$ 349.89	61,525	\$ 244,893
February 4, 2024 - March 2, 2024	53,335	345.82	53,328	226,450	53,335	345.82	53,328	226,450
March 3, 2023 - March 30, 2024	33,386	298.76	33,330	216,490				
March 3, 2024 - March 30, 2024	33,386	298.76	33,330	216,490				
March 31, 2024 - May 4, 2024	86,768	288.13	86,741	191,494				
May 5, 2024 - June 1, 2024	69,743	273.32	69,339	172,497				
June 2, 2024 - June 29, 2024	64,486	294.91	64,366	153,499				
Total	148,538	\$ 336.94	148,183	\$ 216,490	369,535	\$ 306.13	368,629	\$ 153,499

As of **April 19, 2024** **July 19, 2024**, the Company had **9.9 million** **9.6 million** shares of Class A Common Stock outstanding and 2.1 million shares of Class B Common Stock outstanding.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

Item 4. MINE SAFETY DISCLOSURES

Not Applicable

Item 5. OTHER INFORMATION

Insider Trading Arrangements

No trading plans were adopted or terminated during the thirteen weeks ended March 30, 2024 by an executive officer that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c) or a non-Rule 10b5-1(c) trading agreement.

Name and Title	Date of Adoption of Plan	Duration of Plan	Aggregate Number of Shares to Be Purchased	Description of the Material Terms of the Rule 10b5-
			or Sold Pursuant to Plan	1 Trading Arrangement
Carolyn O'Boyle, <i>Chief People Officer</i>	May 07, 2024	August 6, 2024 - July 31, 2025	Up to 746	Vested RSU and ISP shares sold over the duration of the plan

2126

Table of Contents

Item 6. EXHIBITS

Exhibit No.	Title
3.1	Amended and Restated By-Laws of the Company, dated June 2, 1998 (incorporated by reference to Exhibit 3.5 to the Company's Form 10-Q filed on August 10, 1998).

3.2	Restated Articles of Organization of the Company, dated November 17, 1995, as amended August 4, 1998 (incorporated by reference to Exhibit 3.6 to the Company's Form 10-Q filed on August 10, 1998).
10.1	Offer Letter to Michael Spillane, Chief Executive Officer dated February 23, 2024 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on February 24, 2024.)
10.2	Offer Letter to Diego Reynoso, Chief Finance Officer dated July 21, 2023 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on July 24, 2023.)
*31.1	Certification of the President and Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification of the President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
*101.SCH	Inline XBRL Taxonomy Extension Schema Document
*101.CAL	Inline XBRL Taxonomy Extension Calculation With Embedded Linkbase Document
*101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document Documents
*104	Cover Page Interactive Data File (embedded within the page formatted as Inline XBRL document) and contained in Exhibit 101

* Filed with this report

2227

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

THE BOSTON BEER COMPANY, INC
(Registrant)

Date: **April 25, 2024** July 25, 2024

/s/ Michael Spillane

Michael Spillane
President and Chief Executive Officer
(Principal Executive Officer)

/s/ Diego Reynoso

Diego Reynoso
Chief Financial Officer
(Principal Financial Officer)

23 28

Exhibit 31.1

I, Michael Spillane, certify that:

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

/s/ Michael Spillane

Michael Spillane
President and Chief Executive Officer

I, Diego Reynoso, certify that:

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

Date: **April 25, 2024** July 25, 2024

/s/ Diego Reynoso

Diego Reynoso
Chief Financial Officer
[Principal Financial Officer]

The Boston Beer Company, Inc.

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 The Boston Beer Company, Inc. (the "Company") on Form 10-Q for the period ended **March 30, 2024** **June 29, 2024** as filed with the Securities and Exchange Commission (the "Report"), I, Michael Spillane, President and Chief Executive Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18, United States Code, that this Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **April 25, 2024** **July 25, 2024**

/s/ Michael Spillane
Michael Spillane
President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to The Boston Beer Company, Inc. and will be retained by The Boston Beer Company, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The Boston Beer Company, Inc.

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 The Boston Beer Company, Inc. (the "Company") on Form 10-Q for the period ended **March 30, 2024** **June 29, 2024** as filed with the Securities and Exchange Commission (the "Report"), I, Diego Reynoso, Chief Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18, United States Code, that this Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **April 25, 2024** **July 25, 2024**

/s/ Diego Reynoso
Diego Reynoso
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to The Boston Beer Company, Inc. and will be retained by The Boston Beer Company, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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