Texas Roadhouse, Inc.
Form 10-Q
August 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2015

OR

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

For the transition period from to

Commission File Number 000-50972

Texas Roadhouse, Inc.

(Exact name of registrant specified in its charter)

Delaware	**20-1083890**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

6040 Dutchmans Lane, Suite 200

Louisville, Kentucky 40205

(Address of principal executive offices) (Zip Code)

(502) 426-9984

(Registrant s telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer , and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o

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

The number of shares of common stock outstanding were 70,067,587 on July 29, 2015.

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PART I FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

Texas Roadhouse, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(in thousands, except share and per share data)

(unaudited)

		June 30, 2015		December 30, 2014
Assets				
Current assets:				
Cash and cash equivalents	$	70,965	$	86,122
Receivables, net of allowance for doubtful accounts of $54 at June 30, 2015 and $10 at December 30, 2014		19,883		34,023
Inventories, net		14,074		14,256
Prepaid expenses		20,724		10,552
Deferred tax assets, net		3,272		2,773
Total current assets		128,918		147,726
Property and equipment, net of accumulated depreciation of $371,868 at June 30, 2015 and $347,222 at December 30, 2014		689,204		649,637
Goodwill		116,571		116,571
Intangible assets, net		5,515		6,203
Other assets		25,416		23,005
Total assets	$	965,624	$	943,142
Liabilities and Stockholders Equity				
Current liabilities:				
Current maturities of long-term debt	$	136	$	129
Accounts payable		46,915		43,585
Deferred revenue gift cards		47,152		79,462
Accrued wages		34,945		30,375
Income taxes payable		5,136		1,583
Accrued taxes and licenses		17,850		17,592
Dividends payable		11,908		10,443
Other accrued liabilities		37,692		32,802
Total current liabilities		201,734		215,971
Long-term debt, excluding current maturities		50,623		50,693
Stock option and other deposits		6,679		6,005
Deferred rent		29,051		26,964
Deferred tax liabilities, net		1,793		6,004
Other liabilities		23,914		22,549
Total liabilities		313,794		328,186
Texas Roadhouse, Inc. and subsidiaries stockholders equity:				

Preferred stock ($0.001 par value, 1,000,000 shares authorized; no shares issued or outstanding)				
Common stock ($0.001 par value, 100,000,000 shares authorized, 70,048,399 and 69,628,781 shares issued and outstanding at June 30, 2015 and December 30, 2014, respectively)		70		70
Additional paid-in-capital		195,860		189,168
Retained earnings		449,062		419,436
Accumulated other comprehensive loss		(348)		(782)
Total Texas Roadhouse, Inc. and subsidiaries stockholders equity		644,644		607,892
Noncontrolling interests		7,186		7,064
Total equity		651,830		614,956
Total liabilities and equity	$	965,624	$	943,142

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries

Condensed Consolidated Statements of Income and Comprehensive Income

(in thousands, except per share data)

(unaudited)

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Revenue:				
Restaurant sales	$ 450,692	$ 391,819	$ 906,985	$ 785,775
Franchise royalties and fees	4,006	3,544	7,943	6,730
Total revenue	454,698	395,363	914,928	792,505
Costs and expenses:				
Restaurant operating costs (excluding depreciation and amortization shown separately below):				
Cost of sales	168,077	137,082	328,057	271,894
Labor	132,084	115,182	263,488	229,854
Rent	9,138	8,128	18,117	16,170
Other operating	68,358	60,362	137,675	121,215
Pre-opening	4,909	4,455	8,727	8,732
Depreciation and amortization	16,816	14,433	33,151	28,518
Impairment and closure		9		26
General and administrative	23,620	21,311	45,417	41,511
Total costs and expenses	423,002	360,962	834,632	717,920
Income from operations	31,696	34,401	80,296	74,585
Interest expense, net	495	514	1,010	1,072
Equity income from investments in unconsolidated affiliates	(467)	(353)	(839)	(565)
Income before taxes	31,668	34,240	80,125	74,078
Provision for income taxes	9,402	10,215	24,278	22,445
Net income including noncontrolling interests	$ 22,266	$ 24,025	$ 55,847	$ 51,633
Less: Net income attributable to noncontrolling interests	1,128	944	2,417	2,087
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	$ 21,138	$ 23,081	$ 53,430	$ 49,546
Other comprehensive income, net of tax:				
Unrealized gain on derivatives, net of tax of $135, $124, $262 and $237, respectively	215	196	416	376
Foreign currency translation adjustment, net of tax of $4 ,$- ,$11 and $-, respectively	12		18	
Total other comprehensive income, net of tax	227	196	434	376
Total comprehensive income	$ 21,365	$ 23,277	$ 53,864	$ 49,922

Net income per common share attributable to Texas Roadhouse, Inc. and subsidiaries:								
Basic	$	0.30	$	0.33	$	0.76	$	0.71
Diluted	$	0.30	$	0.33	$	0.76	$	0.70
Weighted-average shares outstanding:								
Basic		70,026		69,705		69,933		69,918
Diluted		70,648		70,577		70,588		70,822
Cash dividends declared per share	$	0.17	$	0.15	$	0.34	$	0.30

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries

Condensed Consolidated Statement of Stockholders Equity

(in thousands, except share and per share data)

(unaudited)

	Shares	Par Value	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Texas Roadhouse, Inc. and Subsidiaries	Noncontrolling Interests	Total
Balance, December 30, 2014	69,628,781	$ 70	$ 189,168	$ 419,436	$ (782)	$ 607,892	$ 7,064	$ 614,956
Net income				53,430		53,430	2,417	55,847
Other comprehensive income					434	434		434
Distributions to noncontrolling interests							(2,295)	(2,295)
Dividends declared and paid ($0.17 per share)				(11,896)		(11,896)		(11,896)
Dividends declared ($0.17 per share)				(11,908)		(11,908)		(11,908)
Shares issued under stock option plan including tax effects	173,223		5,505			5,505		5,505
Repurchase shares of common stock	(88,089)		(3,138)			(3,138)		(3,138)
Settlement of restricted stock units	506,980	1				1		1
Indirect repurchase of shares for minimum tax withholdings	(172,496)	(1)	(5,890)			(5,891)		(5,891)
Share-based compensation			10,215			10,215		10,215
Balance, June 30, 2015	70,048,399	$ 70	$ 195,860	$ 449,062	$ (348)	$ 644,644	$ 7,186	$ 651,830

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	26 Weeks Ended June 30, 2015	26 Weeks Ended July 1, 2014
Cash flows from operating activities:		
Net income including noncontrolling interests	$ 55,847	$ 51,633
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,151	28,518
Deferred income taxes	(5,205)	(2,979)
Loss on disposition of assets	2,785	2,205
Equity income from investments in unconsolidated affiliates	(839)	(565)
Distributions of income received from investments in unconsolidated affiliates	311	290
Provision for doubtful accounts	(44)	5
Share-based compensation expense	10,215	7,399
Changes in operating working capital:		
Receivables	14,184	8,946
Inventories	182	194
Prepaid expenses and other current assets	1,736	1,636
Other assets	(1,853)	(266)
Accounts payable	1,254	(809)
Deferred revenue gift cards	(32,310)	(26,348)
Accrued wages	4,570	2,080
Excess tax benefits from share-based compensation	(3,037)	(1,765)
Prepaid income taxes and income taxes payable	6,589	8,347
Accrued taxes and licenses	258	(1,334)
Other accrued liabilities	2,202	2,905
Deferred rent	2,087	1,573
Other liabilities	2,740	72
Net cash provided by operating activities	$ 94,823	$ 81,737
Cash flows from investing activities:		
Capital expenditures property and equipment	(70,933)	(53,971)
Proceeds from sale of property and equipment, including insurance proceeds	9	1,193
Net cash used in investing activities	$ (70,924)	$ (52,778)
Cash flows from financing activities:		
Repurchase of shares of common stock	(3,138)	(31,760)
Distributions to noncontrolling interests	(2,295)	(2,186)
Excess tax benefits from share-based compensation	3,037	1,765
Proceeds from (repayments of) stock option and other deposits, net	849	(506)
Indirect repurchase of shares for minimum tax withholdings	(5,890)	(4,768)
Principal payments on long-term debt and capital lease obligations	(63)	(360)
Proceeds from exercise of stock options	2,691	1,916
Dividends paid	(34,247)	(10,473)

Net cash used in financing activities	$	(39,056)	$	(46,372)
Net decrease in cash and cash equivalents		(15,157)		(17,413)
Cash and cash equivalents beginning of period		86,122		94,874
Cash and cash equivalents end of period	$	70,965	$	77,461
Supplemental disclosures of cash flow information:				
Interest, net of amounts capitalized	$	1,159	$	1,200
Income taxes paid	$	22,893	$	17,077
Capital expenditures included in current liabilities	$	5,006	$	4,756
Receivable from minority interest in joint venture	$		$	730

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(tabular amounts in thousands, except share and per share data)

(unaudited)

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Texas Roadhouse, Inc. (TRI), our wholly-owned subsidiaries and subsidiaries in which we own more than a 50 percent interest (collectively the Company, we, our and/or us) as of June 30, 2015 and December 30, 2014 and for the 13 and 26 weeks ended June 30, 2015 and July 1, 2014. Our wholly-owned subsidiaries include: Texas Roadhouse Holdings LLC (Holdings), Texas Roadhouse Development Corporation (TRDC), Texas Roadhouse Management Corporation (Management Corp.) and Strategic Restaurant Concepts, LLC (Strategic Concepts). TRI and our subsidiaries operate restaurants primarily under the Texas Roadhouse name. Holdings also provides supervisory and administrative services for certain other franchise Texas Roadhouse restaurants. TRDC sells franchise rights and collects the franchise royalties and fees. Management Corp. provides management services to the Company and certain other franchise Texas Roadhouse restaurants. All significant balances and transactions between the consolidated entities have been eliminated.

As of June 30, 2015, we owned and operated 384 restaurants and franchised an additional 80 restaurants in 49 states and four foreign countries. Of the 384 company-owned restaurants that were operating at June 30, 2015, 368 were wholly-owned and 16 were majority-owned.

As of July 1, 2014, we owned and operated 358 restaurants and franchised an additional 75 restaurants in 49 states and three foreign countries. Of the 358 company-owned restaurants that were operating at July 1, 2014, 343 were wholly-owned and 15 were majority-owned.

As of June 30, 2015 and July 1, 2014, we owned 5.0% to 10.0% equity interests in 24 and 23 franchise restaurants, respectively. While we exercise significant control over these Texas Roadhouse franchise restaurants, we do not consolidate their financial position, results of operations or cash flows as it is immaterial to our consolidated financial position, results of operations and cash flows. Additionally, as of June 30, 2015 and July 1, 2014, we owned a 40% equity interest in four non-Texas Roadhouse restaurants as part of a joint venture agreement with a casual dining restaurant operator in China. The unconsolidated restaurants are accounted for using the equity method. Our investments in these unconsolidated affiliates are included in Other assets in our unaudited condensed consolidated balance sheets, and we record our percentage share of net income earned by these unconsolidated affiliates in our unaudited condensed consolidated statements of income and comprehensive income under Equity income from investments in unconsolidated affiliates. All significant intercompany balances and transactions for these unconsolidated restaurants have been eliminated.

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reporting of revenue and expenses during the periods to prepare these unaudited condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles (GAAP). Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, goodwill, obligations related to insurance reserves and income taxes. Actual results could differ from those estimates.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our consolidated financial position, results of operations and cash flows for the periods presented. The unaudited condensed consolidated financial statements have been prepared in accordance with GAAP, except that certain information and footnotes have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission (SEC). Operating results for the 13 and 26 weeks ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 29, 2015. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 30, 2014.

Certain prior year amounts have been reclassified in our unaudited condensed consolidated financial statements to conform with current year presentation.

Our significant interim accounting policies include the recognition of income taxes using an estimated annual effective tax rate.

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(2) Share-based Compensation

On May 16, 2013, our stockholders approved the Texas Roadhouse, Inc. 2013 Long-Term Incentive Plan (the Plan). The Plan provides for the granting of incentive and non-qualified stock options to purchase shares of common stock, stock appreciation rights, and full value awards, including restricted stock, restricted stock units (RSUs), deferred stock units, performance stock and performance stock units (PSUs). As a result of the approval of the Plan, no future awards will be made under the Texas Roadhouse, Inc. 2004 Equity Incentive Plan.

Beginning in 2008, we changed the method by which we provide share-based compensation to our employees by granting primarily RSUs as a form of share-based compensation rather than stock option grants. An RSU is the conditional right to receive one share of common stock upon satisfaction of the vesting requirement.

The following table summarizes the share-based compensation expense recorded in the accompanying unaudited condensed consolidated statements of income and comprehensive income:

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Labor expense	$ 1,035	$ 1,402	$ 2,550	$ 2,770
General and administrative expense	4,276	2,376	7,665	4,629
Total share-based compensation expense	$ 5,311	$ 3,778	$ 10,215	$ 7,399

Share-based compensation activity by type of grant as of June 30, 2015 and changes during the 26 weeks then ended are presented below.

Summary Details for RSUs

	Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 30, 2014	978,124	$ 22.52		
Granted	538,568	35.30		
Forfeited	(21,910)	26.43		
Vested	(506,980)	19.79		
Outstanding at June 30, 2015	987,802	$ 30.80	1.4	$ 36,973

As of June 30, 2015, with respect to unvested RSUs, there was $21.6 million of unrecognized compensation cost that is expected to be recognized over a weighted-average period of 1.4 years. The vesting terms of the RSUs range from approximately 1.0 to 5.0 years. The total intrinsic value of RSUs vested during the 13 weeks ended June 30, 2015 and July 1, 2014 was $4.0 million and $2.7 million, respectively. For the 26 weeks ended June 30, 2015 and July 1, 2014, the total intrinsic value of RSUs vested was $17.4 million and $14.2 million, respectively.

Summary Details for PSUs

In 2015, we granted PSUs to two of our executives subject to a one-year vesting and the achievement of earnings targets. The number of units which vest at the end of the one-year vesting period is based on performance against the earnings targets. Share-based compensation is recognized for the number of units expected to vest at the end of the period and is expensed beginning on the grant date and through the performance period. For each grant, PSUs meeting the performance criteria will vest as of the end of our fiscal year. The distribution of vested performance stock units as common stock will occur in the first quarter of 2016.

We granted 115,000 PSUs with a grant date fair value per share of $34.77. As of June 30, 2015, with respect to unvested PSUs, there was $2.1 million of unrecognized compensation cost that is expected to be recognized over a weighted-average period of 0.5 years.

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Summary Details for Share Options

	Shares		Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)		Aggregate Intrinsic Value
Outstanding at December 30, 2014	636,930	$	14.20			
Granted						
Forfeited						
Exercised	(173,223)		15.54			
Outstanding at June 30, 2015	463,707	$	13.69	1.6	$	11,007
Exercisable at June 30, 2015	463,707	$	13.69	1.6	$	11,007

The total intrinsic value of options exercised during the 13 weeks ended June 30, 2015 and July 1, 2014 was $1.3 million and $0.8 million, respectively. For the 26 weeks ended June 30, 2015 and July 1, 2014, the total intrinsic value of options exercised was $3.6 million and $2.3 million, respectively. No stock options vested during the 13 or 26 weeks ended June 30, 2015 or July 1, 2014.

(3) Long-term Debt

Long-term debt consisted of the following:

		June 30, 2015		December 30, 2014
Installment loan, due 2020	$	759	$	822
Revolver		50,000		50,000
		50,759		50,822
Less current maturities		136		129
	$	50,623	$	50,693

The interest rate for our installment loan outstanding at both June 30, 2015 and December 30, 2014 was 10.46%. The debt is secured by certain land and building assets and is subject to certain prepayment penalties.

On November 1, 2013, we entered into Omnibus Amendment No. 1 and Consent to Credit Agreement and Guaranty with respect to our revolving credit facility dated as of August 12, 2011 with a syndicate of commercial lenders led by JPMorgan Chase Bank, N.A., PNC Bank, N.A., and Wells Fargo, N.A. The amended revolving credit facility, which has a maturity date of November 1, 2018, remains an unsecured, revolving credit agreement under which we may borrow up to $200.0 million. The amendment provides us with the option to increase the revolving credit facility by $200.0 million, up to $400.0 million, subject to certain limitations.

The terms of the amended revolving credit facility require us to pay interest on outstanding borrowings at the London Interbank Offered Rate (LIBOR) plus a margin of 0.875% to 1.875%, depending on our leverage ratio, or the Alternate Base Rate, which is the higher of the issuing bank s prime lending rate, the Federal Funds rate plus 0.50% or the Adjusted Eurodollar Rate for a one month interest period on such day plus 1.0%. We are also required to pay a commitment fee of 0.125% to 0.30% per year on any unused portion of the amended revolving credit facility, depending on our leverage ratio. The weighted-average interest rate for the revolving credit facility at both June 30, 2015 and December 30, 2014 was 3.96%, including the impact of interest rate swaps. At June 30, 2015, we had $50.0 million outstanding under the revolving credit facility and $144.2 million of availability, net of $5.8 million of outstanding letters of credit.

The lenders obligation to extend credit under the amended revolving credit facility depends on us maintaining certain financial covenants, including a minimum consolidated fixed charge coverage ratio of 2.00 to 1.00 and a maximum consolidated leverage ratio of 3.00 to 1.00. The amended revolving credit facility permits us to incur additional secured or unsecured indebtedness outside the facility, except for the incurrence of secured indebtedness that in the aggregate exceeds 15% of our consolidated tangible net worth or circumstances where the incurrence of secured or unsecured indebtedness would prevent us from complying with our financial covenants. We were in compliance with all covenants as of June 30, 2015.

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(4) Income Taxes

A reconciliation of the statutory federal income tax rate to our effective tax rate for the 13 and 26 weeks ended June 30, 2015 and July 1, 2014 is as follows:

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Tax at statutory federal rate	35.0%	35.0%	35.0%	35.0%
State and local tax, net of federal benefit	3.5	3.5	3.5	3.5
FICA tip tax credit	(7.3)	(6.5)	(7.1)	(5.9)
Work opportunity tax credit	(0.7)	(0.7)	(0.7)	(0.6)
Incentive stock options	(0.2)	(0.1)	(0.2)	(0.1)
Nondeductible officer compensation	0.1	0.3	0.1	0.3
Net income attributable to noncontrolling interests	(1.2)	(0.9)	(1.0)	(0.9)
Other	0.5	(0.8)	0.7	(1.0)
Total	29.7%	29.8%	30.3%	30.3%

(5) Derivative and Hedging Activities

We enter into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 815, *Derivatives and Hedging* (ASC 815). We use interest rate-related derivative instruments to manage our exposure to fluctuations of interest rates. By using these instruments, we expose ourselves, from time to time, to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. We attempt to minimize the credit risk by entering into transactions with high-quality counterparties whose credit rating is evaluated on a quarterly basis. Our counterparty in the interest rate swaps is JPMorgan Chase Bank, N.A. Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates. We attempt to minimize market risk by establishing and monitoring parameters that limit the types and degree of market risk that may be taken.

Interest Rate Swaps

On October 22, 2008, we entered into an interest rate swap, starting on November 7, 2008, with a notional amount of $25.0 million to hedge a portion of the cash flows of our variable rate borrowings. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a $25.0 million tranche of floating rate debt borrowed under our amended revolving credit facility. Under the terms of the swap, we pay a fixed rate of 3.83% on the $25.0 million notional amount and receive payments from the counterparty based on the one month LIBOR for a term ending on November 7, 2015, effectively resulting in a fixed rate on the LIBOR component of the $25.0 million notional amount.

On January 7, 2009, we entered into an interest rate swap, starting on February 7, 2009, with a notional amount of $25.0 million to hedge a portion of the cash flows of our variable rate borrowings. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a $25.0 million tranche of floating rate debt borrowed under our amended revolving credit facility. Under the terms of the swap, we pay a fixed rate of 2.34% on the $25.0 million notional amount and receive payments from the counterparty based on the one month LIBOR for a term ending on January 7, 2016, effectively resulting in a fixed rate on the LIBOR component of the $25.0 million notional amount.

We entered into the above interest rate swaps with the objective of eliminating the variability of our interest cost that arises because of changes in the variable interest rate for the designated interest payments. Changes in the fair value of the interest rate swaps will be reported as a component of accumulated other comprehensive income or loss (AOCI). Additionally, amounts related to the yield adjustment of the hedged interest payments are subsequently reclassified into interest expense in the same period during which the related interest affects earnings. We will reclassify any gain or loss from AOCI, net of tax, in our unaudited condensed consolidated balance sheet to interest expense in our unaudited condensed consolidated statement of income and comprehensive income when an interest rate swap expires or at the time we choose to terminate a swap. See note 10 for fair value discussion of these interest rate swaps.

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The following table summarizes the fair value and presentation in the unaudited condensed consolidated balance sheets for derivatives designated as hedging instruments under FASB ASC 815:

	Balance Sheet Location	Derivative Assets June 30, 2015	Derivative Assets December 30, 2014	Derivative Liabilities June 30, 2015	Derivative Liabilities December 30, 2014
Derivative Contracts Designated as Hedging Instruments under ASC 815	(1)				
Interest rate swaps		$	$	$ 697	$ 1,375
Total Derivative Contracts		$	$	$ 697	$ 1,375

(1) The derivative liabilities are included in other accrued liabilities on the unaudited condensed consolidated balance sheets.

The following table summarizes the effect of our interest rate swaps in the unaudited condensed consolidated statements of income and comprehensive income for the 13 and 26 weeks ended June 30, 2015 and July 1, 2014:

	13 Weeks Ended June 30, 2015	13 Weeks Ended July 1, 2014	26 Weeks Ended June 30, 2015	26 Weeks Ended July 1, 2014
Gain recognized in AOCI, net of tax (effective portion)	$ 215	$ 196	$ 416	$ 376
Loss reclassified from AOCI to income (effective portion)	$ 367	$ 383	$ 736	$ 740

The loss reclassified from AOCI to income was recognized in interest expense on our unaudited condensed consolidated statements of income and comprehensive income. For each of the 13 and 26 weeks ended June 30, 2015 and July 1, 2014, we did not recognize any gain or loss due to hedge ineffectiveness related to the derivative instruments in the unaudited condensed consolidated statements of income and comprehensive income.

(6) Recent Accounting Pronouncements

Revenue Recognition

(Accounting Standards Update 2014-09, ASU 2014-09)

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective. In July 2015, the FASB approved a one-year deferral of the effective date of the new revenue standard. ASU 2014-09 is now effective for fiscal years beginning on or after December 15, 2017 (our 2018 fiscal year) with early adoption permitted in the first quarter of 2017. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial position, results of operations, cash flows and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

Going Concern

(Accounting Standards Update 2014-15, ASU 2014-15)

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements Going Concern: Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern*, which requires the management of the Company to evaluate whether there is substantial doubt about the Company s ability to continue as a going concern. ASU 2014-15 is effective for annual periods ending after December 15, 2016 (our 2016 fiscal year) and early adoption is permitted. We do not expect this standard to have an impact on our consolidated financial position, results of operations or cash flows upon adoption.

Consolidation

(Accounting Standards Update 2015-02, ASU 2015-02)

In February 2015, the FASB issued ASU 2015-02, *Consolidation: Amendments to the Consolidation Analysis*, which changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. ASU 2015-02 is effective for annual and interim periods beginning after December 15, 2015 (our 2016 fiscal year). Early adoption is permitted, including adoption in an interim period. A reporting entity may apply the amendments using a modified retrospective approach or a full retrospective application. We have not selected a transition method or determined the effect, if any, of the standard on our consolidated financial position, results of operations or cash flows.

Debt Issuance Costs

(Accounting Standards Update 2015-03, ASU 2015-03)

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which changes the presentation of debt issuance costs in the financial statements from an asset on the balance sheet to a deduction from the related debt liability. Amortization of the costs will continue to be reported as interest expense. ASU 2015-03 is effective for annual and interim reporting periods beginning after December 15, 2015 (our 2016 fiscal year). Early adoption is permitted. We do not expect the standard to have a material impact on our consolidated financial position, results of operations or cash flows upon adoption.

Software Licenses

(Accounting Standards Updated 2015-05, ASU 2015-05)

In April 2015, the FASB issued ASU 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement,* which provides guidance about whether a cloud computing arrangement includes a software license. ASU 2015-05 is effective for annual and interim periods beginning after December 15, 2015 (our 2016 fiscal year). Early adoption is permitted. We have not yet determined the effect, if any, of the standard on our consolidated financial position, results of operations or cash flows.

(7) Commitments and Contingencies

The estimated cost of completing capital project commitments at June 30, 2015 and December 30, 2014 was approximately $178.7 million and $153.2 million, respectively.

Effective December 31, 2013, we sold two restaurants, which operated under the name Aspen Creek, located in Irving, Texas and Louisville, Kentucky. We assigned the leases associated with these restaurants to the acquirer, but remain contingently liable under the terms of the leases if the acquirer defaults. We are contingently liable for the initial terms of the leases and any renewal periods. The Irving lease has an initial term that expires December 2019, along with three five-year renewals. The Louisville lease has an initial term that expires November 2023, along with three five-year renewals. The assignment of the Louisville lease releases us from liability after the initial lease term expiration contingent upon certain conditions being met by the acquirer. As the fair value of the guarantees is not considered significant, no liability has been recorded.

We entered into real estate lease agreements for five franchises, listed in the table below, before granting franchise rights for those restaurants. We have subsequently assigned the leases to the franchisees, but remain contingently liable if a franchisee defaults, under the terms of the lease.

	Lease Assignment Date	**Current Lease Term Expiration**
Everett, Massachusetts (1)	September 2002	February 2018
Longmont, Colorado (1)	October 2003	May 2019
Montgomeryville, Pennsylvania	October 2004	June 2021
Fargo, North Dakota (1)	February 2006	July 2016
Logan, Utah	January 2009	August 2019

(1) As discussed in note 8, these restaurants are owned, in whole or part, by certain officers, directors and 5% shareholders of the Company.

We are contingently liable for the initial terms of the leases and any renewal periods. All of the leases have three five-year renewals. As the fair value of the guarantees is not considered significant, no liability has been recorded.

As of June 30, 2015 and December 30, 2014, we are contingently liable for $17.6 million and $18.0 million, respectively, for the seven leases discussed above. These amounts represent the maximum potential liability of future payments under the guarantees. In the event of default, the indemnity and default clauses in our assignment agreements govern our ability to pursue and recover damages incurred. No material liabilities have been recorded as of June 30, 2015 and December 30, 2014 as the likelihood of default was deemed to be less than probable.

During the 13 and 26 weeks ended June 30, 2015, we bought most of our beef from four suppliers. Although there are a limited number of beef suppliers, we believe that other suppliers could provide a similar product on comparable terms. A change in suppliers, however, could cause supply shortages, higher costs to secure adequate supplies and a possible loss of sales, which would affect operating results adversely. We have no material minimum purchase commitments with our vendors that extend beyond a year.

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On September 30, 2011, the U.S. Equal Employment Opportunity Commission (EEOC) filed a lawsuit styled Equal Employment Opportunity Commission v. Texas Roadhouse, Inc., Texas Roadhouse Holdings LLC, Texas Roadhouse Management Corp. in the United States District Court, District of Massachusetts, Civil Action Number 1:11-cv-11732. The complaint alleges that applicants over the age of 40 were denied employment in our restaurants in bartender, host, server and server assistant positions due to their age. The EEOC is seeking injunctive relief, remedial actions, payment of damages to the applicants and costs. We have filed an answer to the complaint, and the case is in discovery. We deny liability; however, in view of the inherent uncertainties of litigation, the outcome of this case cannot be predicted at this time. We cannot estimate the amount or range of loss, if any, associated with this matter.

Occasionally, we are a defendant in litigation arising in the ordinary course of our business, including slip and fall accidents, employment related claims and claims from guests or employees alleging illness, injury or food quality, health or operational concerns. In the opinion of management, the ultimate disposition of these matters, most of which are covered by insurance, will not have a material effect on our consolidated financial position, results of operations or cash flows.

(8) Related Party Transactions

We have 10 franchise restaurants owned in whole or part, by certain of our officers, directors and stockholders of the Company as of June 30, 2015. These entities paid us fees of approximately $0.5 million and $0.9 million for the 13 and 26 weeks ended June 30, 2015, respectively. As of July 1, 2014 we had 15 franchise restaurants owned in whole or part, by certain of our officers, directors and stockholders of the Company. These entities paid us fees of approximately $0.6 million and $1.3 million for the 13 and 26 weeks ended July 1, 2014, respectively. As disclosed in note 7, we are contingently liable on leases which are related to three of these restaurants.

On November 26, 2014, we acquired the remaining ownership interests of a franchise restaurant owned in part by us and certain officers or stockholders of the Company. Prior to this acquisition, we owned 5% interest in the franchise restaurant which we accounted for using the equity method. While we did exercise significant control over the restaurant prior to our acquisition of the remaining ownership interests, we did not consolidate their financial position, results of operations and/or cash flows as it was immaterial to our financial position, results of operations and/or cash flows.

(9) Earnings Per Share

The share and net income per share data for all periods presented are based on the historical weighted-average shares outstanding. The diluted earnings per share calculations show the effect of the weighted-average stock options and RSUs outstanding from our equity incentive plans as discussed in note 2.

The following table summarizes the options and nonvested stock that were outstanding but not included in the computation of diluted earnings per share because their inclusion would have had an anti-dilutive effect:

	13 Weeks Ended	26 Weeks Ended

	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Restricted Stock Units	42		802	
Options				
Total	42		802	

PSUs have been excluded from the diluted earnings per share calculation because the performance-based criteria have not yet been met.

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The following table sets forth the calculation of weighted-average shares outstanding (in thousands) as presented in the accompanying unaudited condensed consolidated statements of income and comprehensive income:

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2015	**July 1, 2014**	**June 30, 2015**	**July 1, 2014**
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	$ 21,138	$ 23,081	$ 53,430	$ 49,546
Basic EPS:				
Weighted-average common shares outstanding	70,026	69,705	69,933	69,918
Basic EPS	$ 0.30	$ 0.33	$ 0.76	$ 0.71
Diluted EPS:				
Weighted-average common shares outstanding	70,026	69,705	69,933	69,918
Dilutive effect of stock options and restricted stock units	622	872	655	904
Shares diluted	70,648	70,577	70,588	70,822
Diluted EPS	$ 0.30	$ 0.33	$ 0.76	$ 0.70

(10) Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 establishes a three-level hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs in measuring fair value. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date.

Level 1 Inputs based on quoted prices in active markets for identical assets.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets, either directly or indirectly.

Level 3 Inputs that are unobservable for the asset.

There were no transfers among levels within the fair value hierarchy during the 13 and 26 weeks ended June 30, 2015.

The following table presents the fair values for our financial assets and liabilities measured on a recurring basis:

	Level	Fair Value Measurements June 30, 2015	December 30, 2014
Interest rate swaps	2	$ (697)	$ (1,375)
Deferred compensation plan - assets	1	16,937	14,963
Deferred compensation plan - liabilities	1	(16,960)	(14,974)

The fair values of our interest rate swaps were determined based on industry-standard valuation models. Such models project future cash flows and discount the future amounts to present value using market-based observable inputs, including interest rate curves. See note 5 for discussion of our interest rate swaps.

The Second Amended and Restated Deferred Compensation Plan of Texas Roadhouse Management Corp., as amended, (the Deferred Compensation Plan) is a nonqualified deferred compensation plan which allows highly compensated employees to defer receipt of a portion of their compensation and contribute such amounts to one or more investment funds held in a rabbi trust. We report the accounts of the rabbi trust in our unaudited condensed consolidated financial statements. These investments are considered trading securities and are measured at fair value using quoted market prices. The realized and unrealized holding gains and losses related to these investments, as well as the offsetting compensation expense, are recorded in general and administrative expense in the unaudited condensed consolidated statements of income and comprehensive income.

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At June 30, 2015 and December 30, 2014, the fair values of cash and cash equivalents, accounts receivable and accounts payable approximated their carrying values based on the short-term nature of these instruments. The fair value of our revolving credit facility at June 30, 2015 and December 30, 2014 approximated its carrying value since it is a variable rate credit facility (Level 2). The fair value of our installment loan is estimated based on the current rates offered to us for instruments of similar terms and maturities. The carrying amounts and related estimated fair values for our installment loan are as follows:

		June 30, 2015		December 30, 2014	
		Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Installment loan	Level 2	$ 759	$ 870	$ 822	$ 955

(11) Stock Repurchase Program

On May 22, 2014, our Board of Directors approved a stock repurchase program under which we may repurchase up to $100.0 million of our common stock. This stock repurchase program has no expiration date and replaced a previous stock repurchase program which was approved on February 16, 2012. All repurchases to date under our stock repurchase program have been made through open market transactions. The timing and the amount of any repurchases will be determined by management under parameters established by our Board of Directors, based on its evaluation of our stock price, market conditions and other corporate considerations.

For both of the 13 and 26 week periods ended June 30, 2015 we paid approximately $3.1 million to repurchase 88,089 shares of our common stock. As of June 30, 2015, we had approximately $82.3 million remaining under our authorized stock repurchase program. For the 13 and 26 week periods ended July 1, 2014 we paid approximately $7.6 million and $31.8 million to repurchase 300,000 and 1,260,000 shares of our common stock, respectively.

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

CAUTIONARY STATEMENT

This report contains forward-looking statements based on our current expectations, estimates and projections about our industry, management s beliefs, and certain assumptions made by us. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, may, will and variations of these words or similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Such statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. The section entitled Risk Factors in our Annual Report on Form 10-K for the year ended December 30, 2014, in Part II, Item 1A in this Form 10-Q and disclosures in our other Securities and Exchange Commission (SEC) filings, discuss some of the important risk factors that may affect our business, results of operations, or financial condition. You should carefully consider those risks, in addition to the other information in this report, and in our other filings with the SEC, before deciding to invest in our Company or to maintain or increase your investment. We undertake no obligation to revise or update publicly any forward-looking statements for any reason. The information contained in this Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the SEC that discuss our business in greater detail and advise interested parties of certain risks, uncertainties and other factors that may affect our business, results of operations or financial condition.

OVERVIEW

Texas Roadhouse is a growing, moderately priced, full-service restaurant company. Our founder, chairman and chief executive officer, W. Kent Taylor, started the business in 1993 with the opening of the first Texas Roadhouse in Clarksville, Indiana. Since then, we have grown to 464 restaurants in 49 states and four foreign countries. Our mission statement is Legendary Food, Legendary Service®. Our operating strategy is designed to position each of our restaurants as the local hometown destination for a broad segment of consumers seeking high quality, affordable meals served with friendly, attentive service. As of June 30, 2015, our 464 restaurants included:

384 company restaurants, of which 368 were wholly-owned and 16 were majority-owned. The results of operations of company restaurants are included in our unaudited condensed consolidated statements of income and comprehensive income. The portion of income attributable to minority interests in company restaurants that are not wholly-owned is reflected in the line item entitled Net income attributable to noncontrolling interests in our unaudited condensed consolidated statements of income and comprehensive income. Of the 384 restaurants we owned and operated as of June 30, 2015, we operated 376 as Texas Roadhouse restaurants and operated six as Bubba s 33 restaurants.

80 franchise restaurants, 24 of which we have a 5.0% to 10.0% ownership interest. The income derived from our minority interests in these franchise restaurants is reported in the line item entitled Equity income from investments in unconsolidated affiliates in our unaudited condensed consolidated statements of income and comprehensive income. Additionally, we provide various management services to these franchise restaurants, as well as eight additional franchise restaurants in which we have no ownership interest. All of the franchise restaurants operated as Texas Roadhouse restaurants.

We have contractual arrangements which grant us the right to acquire at pre-determined formulas the remaining equity interests in 14 of the 16 majority-owned company restaurants and 67 of the franchise restaurants.

Presentation of Financial and Operating Data

Throughout this report, the 13 weeks ended June 30, 2015 and July 1, 2014 are referred to as Q2 2015 and Q2 2014, respectively. The 26 weeks ended June 30, 2015 and July 1, 2014 are referred to as 2015 YTD and 2014 YTD, respectively.

Long-term Strategies to Grow Earnings Per Share and Create Shareholder Value

Our long-term strategies with respect to increasing net income and earnings per share, along with creating shareholder value, include the following:

Expanding Our Restaurant Base. We will continue to evaluate opportunities to develop Texas Roadhouse and Bubba s 33 restaurants in existing markets and in new domestic and international markets. Domestically, we will remain focused primarily on mid-sized markets where we believe a significant demand for our restaurants exists because of population size, income levels and the presence of shopping and entertainment centers and a significant employment base. Our ability to expand our restaurant base is influenced by many factors beyond our control and therefore we may not be able to achieve our anticipated growth.

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Our average capital investment for Texas Roadhouse restaurants opened during 2014 was $5.1 million, including pre-opening expenses of $0.7 million and a capitalized rent factor of $1.1 million. This is higher than our average capital investment in 2013 of $4.2 million, including pre-opening expenses of $0.6 million and a capitalized rent factor of $1.1 million. The increase in our 2014 average capital investment was primarily due to higher building costs at certain locations, such as Anchorage, Alaska and the New York, New York vicinity, along with higher pre-opening costs due to unexpected delays in restaurant openings throughout the year. Our capital investment (including cash and non-cash costs) for new restaurants varies significantly depending on a number of factors including, but not limited to: the square footage, layout, scope of any required site work, type of construction labor (union or non-union), local permitting requirements, our ability to negotiate with landlords, cost of liquor and other licenses and hook-up fees and geographical location. We expect our average capital investment for Texas Roadhouse restaurants to be opened during 2015 to be approximately $4.8 million, including pre-opening expenses of $0.6 million and a capitalized rent factor of $1.2 million. We continue to focus on driving sales and managing restaurant development costs in order to further increase our restaurant development in the future.

We may, at our discretion, add franchise restaurants, domestically and/or internationally, primarily with franchisees who have demonstrated prior success with Texas Roadhouse or other restaurant concepts and in markets in which the franchisee demonstrates superior knowledge of the demographics and restaurant operating conditions. In conjunction with this strategy, we signed our first international franchise development agreement in 2010 for the development of Texas Roadhouse restaurants in eight countries in the Middle East over a ten year period, of which seven restaurants are currently open. In addition to the Middle East, we currently have signed franchise development agreements for the development of Texas Roadhouse restaurants in the Philippines and Taiwan. We currently have two restaurants open in Taiwan. Additionally, in 2010, we entered into a joint venture agreement with a casual dining restaurant operator in China for minority ownership in four non-Texas Roadhouse restaurants, all of which are currently open. We continue to explore opportunities in other countries for international expansion. We may also look to acquire domestic franchise restaurants under terms favorable to us and our stockholders. Additionally, from time to time, we will evaluate potential mergers, acquisitions, joint ventures or other strategic initiatives to acquire or develop additional concepts.

We plan to open approximately 30 company-owned restaurants in 2015 including as many as five Bubba s 33 restaurants. In addition, we anticipate that our existing franchise partners will open as many as four to five Texas Roadhouse restaurants during 2015 including two to three international locations. In 2015 YTD, we opened 12 company-owned restaurants, including three Bubba s 33 restaurants. Additionally, in 2015 YTD, our franchise partners opened one franchise restaurant.

Maintaining and/or Improving Restaurant Level Profitability. We plan to maintain, or possibly increase, restaurant level profitability (restaurant margin) through a combination of increased comparable restaurant sales and operating cost management. In general, we continue to balance the impacts of inflationary pressures with our value positioning as we remain focused on the long-term success of Texas Roadhouse. This may create a challenge in terms of maintaining and/or increasing restaurant margin, as a percentage of restaurant sales, in any given year, depending on the level of inflation we experience. In addition to restaurant margin, as a percentage of restaurant sales, we also focus on restaurant margin dollar growth per store week as a measure of restaurant level profitability. In terms of driving higher guest traffic counts, we remain focused on encouraging repeat visits by our guests and attracting new guests through our continued commitment to operational standards relating to our quality of food and service. In order to attract new guests and increase the frequency of visits of our existing guests, we also continue to drive various localized marketing programs, to focus on speed of service and to increase throughput by adding seats in certain restaurants.

Leveraging Our Scalable Infrastructure. To support our growth, we continue to make investments in our infrastructure. Over the past several years, we have made significant investments in our infrastructure, including information systems, real estate, human resources, legal, marketing, international and operations. Our goal is to increase general and administrative costs at a slower growth rate than our revenue. Whether we are able to leverage our infrastructure in future years will depend, in part, on our new restaurant openings, our comparable restaurant sales growth rate going forward and the level of investment we continue to make in our infrastructure.

Returning Capital to Shareholders. We continue to pay dividends and evaluate opportunities to return capital to our shareholders through repurchases of common stock. In 2011, our Board of Directors declared our first quarterly dividend of $0.08 per share of common stock. We have consistently grown our per share dividend each year since that time and our long-term strategy includes increasing our regular quarterly dividend amount over time. On May 21, 2015, our Board of Directors declared a quarterly dividend of $0.17 per share of common stock. The declaration and payment of cash dividends on our common stock is at the discretion of our Board of Directors, and any decision to declare a dividend will be based on a number of factors, including, but not limited to, earnings, financial condition, applicable covenants under our amended revolving credit facility and other contractual restrictions or other factors deemed relevant.

In 2008, our Board of Directors approved our first stock repurchase program. Since then, we have paid $204.2 million through our authorized stock repurchase programs to repurchase 14,496,451 shares of our common stock at an average price per share of $14.09. On May 22, 2014, our Board of Directors approved a stock repurchase program under which we may repurchase up to $100.0 million of our common stock. This stock repurchase program has no expiration date and replaced a previous stock repurchase

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program which was approved on February 16, 2012. All repurchases to date have been made through open market transactions. As of June 30, 2015, $82.3 million remains authorized for stock repurchases.

Key Measures We Use to Evaluate Our Company

Key measures we use to evaluate and assess our business include the following:

Number of Restaurant Openings. Number of restaurant openings reflects the number of restaurants opened during a particular fiscal period. For company restaurant openings we incur pre-opening costs, which are defined below, before the restaurant opens. Typically new restaurants open with an initial start-up period of higher than normalized sales volumes, which decrease to a steady level approximately three to six months after opening. However, although sales volumes are generally higher, so are initial costs, resulting in restaurant operating margins that are generally lower during the start-up period of operation and increase to a steady level approximately three to six months after opening.

Comparable Restaurant Sales Growth. Comparable restaurant sales growth reflects the change in sales over the same period of prior years for the comparable restaurant base. We define the comparable restaurant base to include those restaurants open for a full 18 months before the beginning of the current interim period excluding restaurants closed during the period. Comparable restaurant sales growth can be impacted by changes in guest traffic counts or by changes in the per person average check amount. Menu price changes and the mix of menu items sold can affect the per person average check amount.

Average Unit Volume. Average unit volume represents the average quarterly or annual restaurant sales for company-owned Texas Roadhouse restaurants open for a full six months before the beginning of the period measured excluding sales on restaurants closed during the period. Growth in average unit volumes in excess of comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels in excess of the company average. Conversely, growth in average unit volume less than growth in comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels lower than the company average.

Store Weeks. Store weeks represent the number of weeks that our company restaurants were open during the reporting period.

Restaurant Margin. Restaurant margin represents restaurant sales less operating costs, including cost of sales, labor, rent and other operating costs. Depreciation and amortization expense, substantially all of which relates to restaurant-level assets, is excluded from restaurant operating costs and is shown separately as it represents a non-cash charge for the investment in our restaurants. Restaurant margin is widely regarded as a useful metric by which to evaluate restaurant-level operating efficiency and performance. Restaurant margin is not a measurement determined in accordance with generally accepted accounting principles (GAAP) and should not be considered in isolation, or as an alternative, to income from operations or other similarly titled measures of other companies. Restaurant margin, as a percentage of restaurant sales, may fluctuate based on inflationary pressures, commodity costs and wage rates. As such, we also focus on restaurant margin dollar growth per store week as a measure of restaurant-level profitability as it provides additional insight on operating performance.

Other Key Definitions

Restaurant Sales. Restaurant sales include gross food and beverage sales, net of promotions and discounts, for all company-owned restaurants. Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from restaurant sales in the unaudited condensed consolidated statements of income and other comprehensive income.

Franchise Royalties and Fees. Domestic franchisees typically pay a $40,000 initial franchise fee for each new restaurant. In addition, at each renewal period, we receive a fee equal to the greater of 30% of the then-current initial franchise fee or $10,000 to $15,000. Franchise royalties consist of royalties in an amount up to 4.0% of gross sales, as defined in our franchise agreement, paid to us by our domestic franchisees. In addition, fees paid to us by our international franchisees are included in franchise royalties and fees. The terms of the international agreements may vary significantly from our domestic agreements.

Restaurant Cost of Sales. Restaurant cost of sales consists of food and beverage costs.

Restaurant Labor Expenses. Restaurant labor expenses include all direct and indirect labor costs incurred in operations except for profit sharing incentive compensation expenses earned by our restaurant managing partners. These profit sharing expenses are reflected in restaurant other operating expenses. Restaurant labor expenses also include share-based compensation expense related to restaurant-level employees.

Restaurant Rent Expense. Restaurant rent expense includes all rent, except pre-opening rent, associated with the leasing of real estate and includes base, percentage and straight-line rent expense.

Restaurant Other Operating Expenses. Restaurant other operating expenses consist of all other restaurant-level operating costs,

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the major components of which are utilities, supplies, local store advertising, repairs and maintenance, equipment rent, property taxes, credit card and gift card fees, gift card breakage income and general liability insurance. Profit sharing incentive compensation expenses earned by our restaurant managing partners and market partners are also included in restaurant other operating expenses.

Pre-opening Expenses. Pre-opening expenses, which are charged to operations as incurred, consist of expenses incurred before the opening of a new restaurant and are comprised principally of opening team and training compensation and benefits, travel expenses, rent, food, beverage and other initial supplies and expenses. On average, over 70% of total pre-opening costs incurred per restaurant opening relate to the hiring and training of employees. Pre-opening costs vary by location depending on a number of factors, including the size and physical layout of each location; the number of management and hourly employees required to operate each restaurant; the availability of qualified restaurant staff members; the cost of travel and lodging for different geographic areas; the timing of the restaurant opening; and the extent of unexpected delays, if any, in obtaining final licenses and permits to open the restaurants.

Depreciation and Amortization Expenses. Depreciation and amortization expenses (D&A) include the depreciation of fixed assets and amortization of intangibles with definite lives, substantially all of which relates to restaurant-level assets.

Impairment and Closure Costs. Impairment and closure costs include any impairment of long-lived assets, including goodwill, associated with restaurants where the carrying amount of the asset is not recoverable and exceeds the fair value of the asset and expenses associated with the closure of a restaurant. Closure costs also include any gains or losses associated with the sale of a closed restaurant and/or assets held for sale as well as lease costs associated with closed restaurants.

General and Administrative Expenses. General and administrative expenses (G&A) are comprised of expenses associated with corporate and administrative functions that support development and restaurant operations and provide an infrastructure to support future growth including the net amount of advertising costs incurred less amounts remitted by company and franchise restaurants. Supervision and accounting fees received from certain franchise restaurants are offset against G&A. G&A also includes share-based compensation expense related to executive officers, support center employees and area managers, including market partners. The realized and unrealized holding gains and losses related to the investments in our deferred compensation plan, as well as offsetting compensation expense, are also recorded in G&A.

Interest Expense, Net. Interest expense includes the cost of our debt obligations including the amortization of loan fees, reduced by interest income and capitalized interest. Interest income includes earnings on cash and cash equivalents.

Equity Income from Unconsolidated Affiliates. As of June 30, 2015 and July 1, 2014, we owned a 5.0% to 10.0% equity interest in 24 and 23 franchise restaurants, respectively. While we exercise significant control over these Texas

Roadhouse franchise restaurants, we do not consolidate their financial position, results of operations or cash flows as it is immaterial to our consolidated financial position, results of operations and/or cash flows. Additionally, as of June 30, 2015 and July 1, 2014, we owned a 40% equity interest in four non-Texas Roadhouse restaurants as part of a joint venture agreement with a casual dining restaurant operator in China. Equity income from unconsolidated affiliates represents our percentage share of net income earned by these unconsolidated affiliates.

Net Income Attributable to Noncontrolling Interests. Net income attributable to noncontrolling interests represents the portion of income attributable to the other owners of the majority-owned restaurants. Our consolidated subsidiaries at June 30, 2015 included 16 majority-owned restaurants, all of which were open. Our consolidated subsidiaries at July 1, 2014 included 16 majority-owned restaurants, 15 of which were open.

Managing Partners and Market Partners. Managing partners are single unit operators who have primary responsibility for the day-to-day operations of the entire restaurant and are responsible for maintaining the standards of quality and performance we establish. Market partners generally have supervisory responsibilities for up to 10 to 15 restaurants. In addition to supervising the operations of our restaurants, they are also responsible for the hiring and development of each restaurant s management team and assist in the new restaurant site selection process.

Q2 2015 Financial Highlights

Total revenue increased $59.3 million or 15.0% to $454.7 million in Q2 2015 compared to $395.4 million in Q2 2014 primarily due to an increase in average unit volume driven by comparable restaurant sales growth along with the opening of new restaurants. Comparable restaurant sales increased 8.2% at company restaurants in Q2 2015.

Restaurant margin, as percentage of restaurant sales, decreased 193 basis points to 16.2% in Q2 2015 compared to 18.1% in Q2 2014 primarily due to commodity inflation of approximately 9.4% driven mostly by beef.

Net income decreased $1.9 million or 8.4% to $21.1 million in Q2 2015 compared to $23.1 million in Q2 2014 primarily due to the decrease in restaurant margin partially offset by lower income tax expense. Diluted earnings per share decreased 8.5% to $0.30 from $0.33 in the prior year.

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Results of Operations

	13 Weeks Ended				26 Weeks Ended			
	June 30, 2015		July 1, 2014		June 30, 2015		July 1, 2014	
($ in thousands)	$	%	$	%	$	%	$	%
Revenue:								
Restaurant sales	450,692	99.1	391,819	99.1	906,985	99.1	785,775	99.2
Franchise royalties and fees	4,006	0.9	3,544	0.9	7,943	0.9	6,730	0.8
Total revenue	454,698	100.0	395,363	100.0	914,928	100.0	792,505	100.0
Costs and expenses:								
(As a percentage of restaurant sales)								
Restaurant operating costs (excluding depreciation and amortization shown separately below):								
Cost of sales	168,077	37.3	137,082	35.0	328,057	36.2	271,894	34.6
Labor	132,084	29.3	115,182	29.4	263,488	29.1	229,854	29.3
Rent	9,138	2.0	8,128	2.1	18,117	2.0	16,170	2.1
Other operating	68,358	15.2	60,362	15.4	137,675	15.2	121,215	15.4
(As a percentage of total revenue)								
Pre-opening	4,909	1.1	4,455	1.1	8,727	1.0	8,732	1.1
Depreciation and amortization	16,816	3.7	14,433	3.7	33,151	3.6	28,518	3.6
Impairment and closure		NM	9	NM		NM	26	NM
General and administrative	23,620	5.2	21,311	5.4	45,417	5.0	41,511	5.2
Total costs and expenses	423,002	93.0	360,962	91.3	834,632	91.2	717,920	90.6
Income from operations	31,696	7.0	34,401	8.7	80,296	8.8	74,585	9.4
Interest expense, net	495	0.1	514	0.1	1,010	0.1	1,072	0.1
Equity income from investments in unconsolidated affiliates	(467)	(0.1)	(353)	(0.1)	(839)	(0.1)	(565)	(0.1)
Income before taxes	31,668	7.0	34,240	8.7	80,125	8.8	74,078	9.3
Provision for income taxes	9,402	2.1	10,215	2.6	24,278	2.7	22,445	2.8
Net income including noncontrolling interests	22,266	4.9	24,025	6.1	55,847	6.1	51,633	6.5
Net income attributable to noncontrolling interests	1,128	0.2	944	0.2	2,417	0.3	2,087	0.3
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	21,138	4.6	23,081	5.8	53,430	5.8	49,546	6.3

	13 Weeks Ended				26 Weeks Ended			
	June 30, 2015		July 1, 2014		June 30, 2015		July 1, 2014	
	$	%	$	%	$	%	$	%
Restaurant margin ($ in thousands)	73,035	16.2	71,065	18.1	159,648	17.6	146,642	18.7
Restaurant margin $/store week	14,804		15,472		16,307		16,084	

NM Not meaningful

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Restaurant Unit Activity

	Company	Franchise	Total
Balance at December 30, 2014	372	79	451
Openings Texas Roadhouse	8	1	9
Openings Bubba s 33	3		3
Openings Other	1		1
Closures			
Balance at June 30, 2015	384	80	464

Q2 2015 (13 weeks) Compared to Q2 2014 (13 weeks) and 2015 YTD (26 weeks) compared to 2014 YTD (26 weeks)

Restaurant Sales. Restaurant sales increased by 15.0% in Q2 2015 as compared to Q2 2014 and 15.4% in 2015 YTD compared to 2014 YTD. The following table summarizes certain key drivers and/or attributes of restaurant sales at company restaurants for the periods presented. Company restaurant count activity is shown in the restaurant unit activity table above.

Q2 2015