

PETMED EXPRESS INC  
Form 10-K  
May 29, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

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

**For the fiscal year ended March 31, 2018**

**OR**

**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 000-28827**

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**PETMED EXPRESS, INC.**

(Exact name of registrant as specified in its charter)

**FLORIDA**

(State or other jurisdiction of  
incorporation or organization)

**65-0680967**

(IRS Employer  
Identification No.)

**420 South Congress Avenue, Delray Beach, Florida 33445**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (561) 526-4444**

**Securities registered under Section 12(b) of the Act:**

**Title of each class**

**Name of each exchange on which**

**registered**

**The NASDAQ Stock Market LLC**

**COMMON STOCK, \$.001 PAR VALUE**

**(NASDAQ Global Select Market)**

**Securities registered under Section 12(g) of the Act:**

**NONE**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "accelerated filer", "large accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                           |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer         |
| Non-accelerated filer   | Smaller reporting company |
| Emerging growth company |                           |

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

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

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of September 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was \$655.1 million based on the closing sales price of the registrant's Common Stock on that date, as reported on the NASDAQ Global Select Market.

The number of shares of the registrant's Common Stock outstanding as of May 29, 2018 was 20,600,605.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

**Information to be set forth in our Proxy Statement relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018 is incorporated by reference in Items 10, 11, 12, 13, and 14 of Part III of this report.**

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**PETMED EXPRESS, INC.**

**2018 Annual Report on Form 10-K**

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## **PART I**

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain information in this Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by the words "believes," "intends," "expects," "may," "will," "should," "plan," "projects," "contemplates," "intends," "budgets," "predicts," "estimates," "anticipates," or similar expressions. These statements are based on our beliefs, as well as assumptions we have used based upon information currently available to us. Because these statements reflect our current views concerning future events, these statements involve risks, uncertainties, and assumptions. Actual future results may differ significantly from the results discussed in the forward-looking statements. A reader, whether investing in our common stock or not, should not place undue reliance on these forward-looking statements, which apply only as of the date of this Annual Report on Form 10-K. When used in this Annual Report on Form 10-K, "PetMed Express," "1-800-PetMeds," "PetMeds," "PetMed," "PetMeds.com," "PetMed Express.com," "the Company," "we," "our," and "us" refer to PetMed Express, Inc. and our wholly-owned subsidiaries.

## **ITEM 1. BUSINESS**

### **General**

PetMed Express, Inc. and subsidiaries, d/b/a 1-800-PetMeds, is a leading nationwide pet pharmacy. The Company markets prescription and non-prescription pet medications, and other health products for dogs and cats, direct to the consumer. The Company offers consumers an attractive alternative for obtaining pet medications in terms of convenience, price, and speed of delivery.

The Company markets its products through national advertising campaigns, which aim to increase the recognition of the "1-800-PetMeds" brand name, and "PetMeds" family of trademarks, increase traffic on its website at [www.1800petmeds.com](http://www.1800petmeds.com), acquire new customers, and maximize repeat purchases. Our fiscal year end is March 31, our executive offices are currently located at 420 South Congress Avenue, Delray Beach, Florida 33445, and our telephone number is (561) 526-4444.

### **Our Products**

We offer a broad selection of products for dogs and cats. Our current product line contains approximately 3,000 SKUs of the most popular pet medications, health products, and supplies. These products include a majority of the well-known brands of medication. Generally, our prices are competitive with the prices for medications charged by veterinarians and retailers. We also offer for sale additional pet supplies on our website, which are drop shipped to our customers by third parties. These pet supplies include: food, beds, crates, stairs, strollers, and other popular pet supplies.

We research new products, and regularly select new products or the latest generation of existing products to become part of our product selection. In addition, we also refine our current products to respond to changing consumer-purchasing habits. Our website is designed to give us the flexibility to change featured products or promotions. Our product line provides customers with a wide variety of selections across the most popular health categories for dogs and cats. Our current products include:

*Non-Prescription Medications (OTC) and supplies:* Flea and tick control products, bone and joint care products, vitamins, treats, nutritional supplements, hygiene products, and supplies.

*Prescription Medications (Rx):* Heartworm and flea and tick preventatives, arthritis, thyroid, diabetes, pain medications, heart/blood pressure, and other specialty medications, as well as generic substitutes.

## **Sales**

We offer our products through three main sales channels: Internet through our website, telephone contact center through our toll-free number, and direct mail/print through brochures and postcards. We have designed our website to provide a convenient, cost-effective, and informative shopping experience that encourages consumers to purchase products important for a pet's health and quality of life. We believe that these multiple channels allow us to increase the visibility of our brand name and provide our customers with increased shopping flexibility and excellent service.

### *Internet*

We seek to combine our product selection and pet health information with the shopping ease of the Internet to deliver a convenient and personalized shopping experience. Our website offers health and nutritional product selections for dogs and cats, and relevant editorial and easily obtainable or retrievable resource information. Customers can search our website for products and access resources on a variety of information on dogs and cats. Customers can shop at our website by category, product line, individual product, or symptom. We attracted approximately 31 million visitors to our website during fiscal 2018, approximately 9% of those visitors placed an order, and our website generated approximately 84% of our total sales for the same time period. On our website pet owners have access to health information covering pets' behavior and illnesses, and natural and pharmaceutical remedies specifically for a pet's problem. The pet education content on our main website is periodically updated with the latest research for pet owners.

As part of our multichannel strategy, we also offer mobile versions of our website ([www.1800petmeds.com](http://www.1800petmeds.com)) and an application for mobile phones, tablets, and other devices. In February 2017, we released our mobile application, which offers customers a more streamlined shopping experience. Mobile application features include: "ask-the-vet"; live web chat; easy refill medication reminders; local veterinarian finder; and express checkout to provide our customers with fast, easy, and helpful service from their mobile devices.

### *Telephone Contact Center*

Our customer care representatives receive and process inbound and outbound customer calls, facilitate our live web chat, and process customer e-mails. Our telephone system is equipped with certain features including pop-up screens and call blending capabilities that give us the ability to efficiently utilize our customer care representatives' time, providing excellent customer care, service, and support. Our customer care representatives receive a base salary and are rewarded with commissions for sales, and bonuses and other awards for achieving certain quality goals.

### *Direct Mail/Print*

We mail brochures and postcards in response to requests generated from our advertising and as part of direct mail campaigns to our customers.

### **Our Customers**

Approximately 2.3 million customers have purchased from us within the last two years. We attracted approximately 521,000 and 514,000 new customers in fiscal 2018 and 2017, respectively. Our customers are located throughout the United States, with approximately 50% of customers residing in California, Florida, Texas, New York, Pennsylvania, North Carolina, Virginia, and Georgia. Our primary focus has been on retail customers and the average purchase was approximately \$87 for fiscal 2018 compared to \$83 for fiscal 2017.

### *Marketing*

The goal of our marketing strategy is to build brand recognition, increase customer traffic, add new customers, build strong customer loyalty, maximize reorders, and develop incremental revenue opportunities. We have an integrated marketing campaign that includes online marketing, direct mail/print and e-mail.

### *Online Marketing*

We advertise and market our products primarily online. We make our brand available to Internet consumers by purchasing targeted keywords and achieving prominent placement on the top search engines and search engine networks, including Google, Bing™, and Yahoo®. We utilize Internet display and video advertisements, social media, and comparison shopping, and we are also members of the LinkShare Network, which is an affiliate program with merchant clients and affiliate websites.

### *Direct Mail/Print and E-mail*

We use direct mail/print and e-mail to acquire new customers and to remind our existing customers to reorder.

## Operations

### *Order Processing*

Our website allows customers to easily browse and purchase all of our products online. Our website is designed to be fast, secure, and easy to use with order and shipping confirmations, and with online order tracking capabilities. We provide our customers with toll-free telephone access to our customer care representatives. Our call center generally operates from 7:00 AM to 11:00 PM, Monday through Thursday, 7:00 AM to 9:00 PM on Friday, 9:00 AM to 6:00 PM on Saturday, and 9:00 AM to 5:00 PM on Sunday, Eastern Time. The process of customers purchasing products from 1-800-PetMeds consists of a few simple steps. A customer first places an order online or by calling our toll-free telephone number. The following information is needed to process prescription orders: pet information, prescription information, and the veterinarian's name and phone number. This information is entered into our computer system. Then our pharmacists and pharmacy technicians verify all prescriptions. The order process system checks for the verification for prescription medication orders and a valid payment method for all orders. Verified orders are then sent to our fulfillment center, where items are picked, and then shipped via United States Postal Service and Federal Express. Our customers enjoy the convenience of rapid home delivery, with the majority of all orders being shipped within 24 hours of ordering.

### *Customer Care and Support*

We believe that a high level of customer care and support is critical in retaining and expanding our customer base. Customer care representatives participate in ongoing training programs under the supervision of our training managers. These training sessions include a variety of topics such as product knowledge, computer usage, customer service tips, and the relationship between our Company and veterinarians. Our customer care representatives respond to customers' e-mails, calls, and live web chats that are related to products, order status, prices, and shipping. We believe our customer care representatives are a valuable source of feedback regarding customer satisfaction.

### *Warehousing and Shipping*

We inventory our products and fill most customer orders from our corporate headquarters in Delray Beach, Florida. We have an in-house fulfillment and distribution operation, which is used to manage the entire supply chain, beginning with the placement of the order, continuing through order processing, and then fulfilling and shipping of the product to the customer. We offer a variety of shipping options, including next day delivery. We ship to anywhere in the United States served by the United States Postal Service or Federal Express. Priority orders are expedited in our fulfillment process. Our goal is to ship the products the same day that the order is received. For prescription medications, our goal is to ship the product immediately after the prescription has been authorized by the customer's

veterinarian.

### *Purchasing*

We purchase our products from a variety of sources, including certain manufacturers, domestic distributors, and wholesalers. There were four suppliers from whom we purchased approximately 50% of all products in fiscal 2018. We believe having strong relationships with product manufacturers and distributors will ensure the availability of an adequate volume of products ordered by our customers.

Some of the major manufacturers of prescription and non-prescription medications have declined to sell these products to direct marketing companies, such as our Company. (See Risk Factors.) Part of our growth strategy includes developing direct relationships with all of the leading pharmaceutical manufacturers of the more popular prescription and non-prescription medications.

### **Technology**

We utilize integrated technologies in our call centers, e-commerce, order entry, and inventory control/fulfillment operations. Our systems are custom configured by the Company to optimize our computer telephone integration and mail-order processing. The systems are designed to maintain a large database of specialized information and process a large volume of orders efficiently and effectively. Our systems provide our customer care representatives, and our customers on our website, including our mobile application, with real time product availability information and updated customer information to enhance our customer care.

We also have an integrated direct connection for processing credit cards to ensure that a valid credit card number and authorization have been received at the same time our customer care representatives are on the telephone with the customer or when a customer submits an order on our website. Our information systems provide our customer care representatives with records of all prior contact with a customer, including the customer's address, telephone number, e-mail address, prescription information, order history, payment history, and notes.

## **Competition**

The pet medications market is competitive and highly fragmented. Our competitors consist of veterinarians, and online and traditional retailers. We believe that the following are the principal competitive factors in our market:

- Product selection and availability, including the availability of prescription and non-prescription medications;
- Brand recognition;
- Reliability and speed of delivery;
- Personalized service and convenience;
- Price; and
- Website usability and content.

We compete with veterinarians for the sale of prescription and non-prescription pet medications and other health products. Many pet owners may prefer the convenience of purchasing their pet medications or other health products at the time of a veterinarian visit. In order to effectively compete with veterinarians, we must continue to educate pet owners about the service, convenience, and savings offered by our Company.

According to the American Pet Products Manufacturers Association, pet spending in the United States increased 4.1% to \$69.5 billion in 2017. Pet supplies and medications represented \$15.1 billion, or 22% of the total spending on pets in the United States. The pet medication market that we participate in is estimated to be approximately \$5.0 billion, with veterinarians having the majority of the market share. The dog and cat population is approximately 184 million, with approximately 68% of all households having a pet.

We believe that the following are the main competitive strengths that differentiate 1-800-PetMeds from the competition:

- Channel leader, in an estimated \$5.0 billion industry;
- "1-800-PetMeds" brand name;

Licensed pharmacy to conduct business in 50 states, and a Pharmacy Verified website (a website verification program by the National Association of Boards of Pharmacy®, which identifies online pharmacies and pharmacy-related websites as safe and legitimate);  
Exceptional customer care and support.

## Intellectual Property

We conduct our business under the trade name “1-800-PetMeds” and use a family of trade names all containing the term “PetMeds” or “PetMed” in some form. We believe the “1-800-PetMeds” trade name, which is also our toll-free telephone number, and the “PetMeds” family of trademarks, has added significant value and is an important factor in the marketing of our products. We have also obtained the right to use and control the Internet addresses [www.1800petmeds.com](http://www.1800petmeds.com), [www.1888petmeds.com](http://www.1888petmeds.com), [www.petmedexpress.com](http://www.petmedexpress.com), [www.petmed.com](http://www.petmed.com), and [www.petmeds.com](http://www.petmeds.com).

We also obtained the right to use and control the Internet addresses [www.petmeds.pharmacy](http://www.petmeds.pharmacy), [www.petmed.pharmacy](http://www.petmed.pharmacy), and [www.1800petmeds.pharmacy](http://www.1800petmeds.pharmacy), through a National Association of Boards of Pharmacy® initiative to ensure high standards for online pharmacies. We do not expect to lose the ability to use the Internet addresses; however, there can be no assurance in this regard and the loss of these addresses may have a material adverse effect on our financial position and results of operations. We are the exclusive owners of United States Trademark Registrations for “PetMed Express and Design®,” “1888PetMeds and Design®,” “1-800-PetMeds and Design®,” “1-800-PetMeds®,” and “PetMeds®,” among numerous others.

## Government Regulation

Dispensing prescription medications is governed at the state level by Boards of Pharmacy, or similar regulatory agencies, of each state where prescription medications are dispensed. We are subject to regulation by the State of Florida and are licensed as a community pharmacy by the Florida Board of Pharmacy. Our current license is valid until February 28, 2019, and prior to that date a renewal application will be submitted to the Board of Pharmacy. During fiscal 2015 we obtained a federal registration, and state registrations/permits as required, to dispense Schedule IV controlled substances. We recently updated our federal registration to include the ability to dispense Schedule V controlled substances. Our pharmacy practice is also licensed and/or regulated by 49 other state pharmacy boards, the District of Columbia Board of Pharmacy, and the United States Drug Enforcement Administration, and with respect to our products, by other regulatory authorities including, but not necessarily limited to, the United States Food and Drug Administration ("FDA") and the United States Environmental Protection Agency. As a licensed pharmacy in the State of Florida, we are subject to the Florida Pharmacy Act and regulations promulgated thereunder. To the extent that we are unable to maintain our license as a community pharmacy with the Florida Board of Pharmacy, or if we do not maintain the licenses granted by other state pharmacy boards, or if we become subject to actions by the FDA, or other enforcement regulators, our distribution of prescription medications to pet owners could cease, which could have a material adverse effect on our financial condition and results of operations.

## Employees

We currently have 187 full time employees, including: 109 in customer care and marketing; 27 in fulfillment and purchasing; 40 in our pharmacy; 3 in information technology; 3 in administrative positions; and 5 in management. None of our employees are represented by a labor union, or governed by any collective bargaining agreements. We consider relations with our employees to be satisfactory.

## Available Information

We file annual, quarterly, and current reports, proxy statements, and other information with the Securities and Exchange Commission ("SEC"). Our SEC filings, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to the Exchange Act are available free of charge over the Internet on our website at [www.1800petmeds.com](http://www.1800petmeds.com) or at the SEC's web site at [www.sec.gov](http://www.sec.gov). Our SEC filings will be available through our website as soon as reasonably practicable after we have electronically filed or furnished them to the SEC. Information contained on our website is not incorporated by reference into this Annual Report on Form 10-K.



## ITEM 1A. RISK FACTORS

You should carefully consider the risks and uncertainties described below, and all the other information included in this Annual Report on Form 10-K before you decide to invest in our common stock. Any of the following risks could materially adversely affect our business, financial condition, or operating results and could result in a loss of your investment.

*We may inadvertently fail to comply with various state or federal regulations covering the dispensing of prescription pet medications which may subject us to reprimands, sanctions, probations, fines, suspensions, or the loss of one or more of our pharmacy licenses.*

The sale and delivery of prescription pet medications is generally governed by state laws and state regulations, and with respect to controlled substances, also by federal law. Since our pharmacy is located in the State of Florida, the Company is governed by the laws and regulations of the State of Florida. Each prescription pet medication sale we make is likely also to be covered by the laws of the state where the customer is located. The laws and regulations relating to the sale and delivery of prescription pet medications vary from state to state, but generally require that prescription pet medications be dispensed with the authorization from a prescribing veterinarian. To the extent that we are unable to maintain our license as a community pharmacy with the Florida Board of Pharmacy, or if we do not maintain the licenses granted by other state boards, or if we become subject to actions by the FDA, or other enforcement regulators, our dispensing of prescription medications to pet owners could cease, which could have a material adverse effect on our operations.

The Company is a party to routine litigation and administrative complaints incidental to its business. Management does not believe that the resolution of any or all of such routine litigation and administrative complaints is likely to have a material adverse effect on the Company's financial condition or results of operations. While we make every effort to fully comply with all applicable state rules, laws, and regulations, from time to time we have been the subject of administrative complaints regarding the authorization of prescriptions prior to shipment. We cannot assure you that we will not continue to be the subject of administrative complaints in the future. We cannot guarantee you that we will not be subject to reprimands, sanctions, probations, or fines, or that one or more of our pharmacy licenses will not be suspended or revoked. If we were unable to maintain our license as a community pharmacy in the State of Florida, or if we are not granted licensure in a state that begins to require licensure, or if one or more of the licenses granted by other state boards should be suspended or revoked, our ability to continue to sell prescription medications and to continue our business as it is presently conducted could be in jeopardy.

*We currently purchase a portion of our prescription and non-prescription medications from third party distributors and we are not an authorized distributor of these products. We do not have any guaranteed supply of medications at any pre-established prices.*

The majority of our sales were attributable to sales of prescription and non-prescription medications. Some of the major pharmaceutical manufacturers have declined to sell prescription and non-prescription pet medications directly to us. In order to assure a supply of these products, we purchase medications from various secondary sources, including a variety of domestic distributors. Our business strategy includes seeking to establish direct purchasing arrangements with major pet pharmaceutical manufacturing companies. If we are not successful in achieving this goal, we will continue to rely upon secondary sources. We cannot guarantee that if we continue to purchase prescription and non-prescription pet medications from secondary sources that we will be able to purchase an adequate supply to meet our customers' demands, or that we will be able to purchase these products at competitive prices. As these products represent a significant portion of our sales, our failure to fill customer orders for these products could adversely impact our sales. If we are forced to pay higher prices for these products to ensure an adequate supply, we cannot guarantee that we will be able to pass along to our customers any increases in the prices we pay for these medications. This inability to pass along increased prices could materially adversely affect our gross margins, financial condition and results of operations.

*Our failure to properly manage our inventory may result in excessive inventory carrying costs, or inadequate supply of products, which could materially adversely affect our financial condition and results of operations.*

Our current product line contains approximately 3,000 SKUs. A significant portion of our sales is attributable to products representing approximately 100 SKUs, including the most popular flea and tick, and heartworm preventative brands. We need to properly manage our inventory to provide an adequate supply of these products and avoid excessive inventory of the products representing the balance of the SKUs. We generally place orders for products with our suppliers based upon our internal estimates of the amounts of inventory we will need to fill future orders. These estimates may be significantly different from the actual orders we receive.

In the event that subsequent orders fall short of original estimates, we may be left with excess inventory. Significant excess inventory could result in price discounts and increased inventory carrying costs. Similarly, if we fail to have an adequate supply of some SKUs, we may lose sales opportunities. We cannot guarantee that we will maintain appropriate inventory levels. Any failure on our part to maintain appropriate inventory levels may have a material adverse effect on our financial condition and results of operations.

*Resistance from veterinarians to authorize prescriptions, or attempts/efforts on their part to discourage pet owners from purchasing from internet mail-order pharmacies could cause our sales to decrease and could materially adversely affect our financial condition and results of operations.*

Since we began our operations some veterinarians have resisted providing our customers with a copy of their pet's prescription or authorizing the prescription to our pharmacy staff, thereby effectively preventing us from filling such prescriptions under state law. We have also been informed by customers and consumers that veterinarians have tried to discourage pet owners from purchasing from internet mail-order pharmacies. Although veterinarians in some states are required by law to provide a pet owner with a prescription if medically appropriate, if the number of veterinarians who refuse to authorize prescriptions should increase, or if veterinarians are successful in discouraging pet owners from purchasing from internet mail-order pharmacies, our sales could decrease and our financial condition and results of operations may be materially adversely affected.

*Significant portions of our sales are made to residents of eight states. If we should lose our pharmacy license in one or more of these states, our financial condition and results of operations would be materially adversely affected.*

While we ship pet medications to customers in all 50 states, approximately 50% of our sales for the fiscal year ended March 31, 2018 were made to customers located in the states of California, Florida, Texas, New York, Pennsylvania, North Carolina, Virginia, and Georgia. If for any reason our license to operate a pharmacy in one or more of those states should be suspended or revoked, or if it is not renewed, our ability to sell prescription medications to residents

of those states would cease and our financial condition and results of operations in future periods would be materially adversely affected.

*We face significant competition from veterinarians and online and traditional retailers and may not be able to compete profitably with them.*

We compete directly and indirectly with veterinarians for the sale of pet medications and other health products. Veterinarians hold a competitive advantage over us because many pet owners may find it more convenient or preferable to purchase these products directly from their veterinarians at the time of an office visit. We also compete directly and indirectly with both online and traditional retailers. Both online and traditional retailers may hold a competitive advantage over us because of longer operating histories, established brand names, greater resources, and/or an established customer base. Online retailers may have a competitive advantage over us because of established affiliate relationships to drive traffic to their website. Traditional retailers may hold a competitive advantage over us because pet owners may prefer to purchase these products from a store instead of online or through catalog or telephone methods. In addition, we face growing competition from online and multichannel retailers, some of whom may have a lower cost structure than ours, as customers now routinely use computers, tablets, smartphones, and other mobile devices and mobile applications to shop online and compare prices and products in real time. In order to effectively compete in the future, we may be required to offer promotions and other incentives, which may result in lower operating margins and adversely affect the results of operations. We also face a significant challenge from our competitors forming alliances with each other, such as those between online and traditional retailers. These relationships may enable both their retail and online stores to negotiate better pricing and better terms from suppliers by aggregating the demand for products and negotiating volume discounts, which could be a competitive disadvantage to us.

*The content of our website could expose us to various kinds of liability, which, if prosecuted successfully, could negatively impact our business.*

Because we post product and pet health information and other content on our website, we face potential liability for negligence, copyright infringement, patent infringement, trademark infringement, defamation, and/or other claims based on the nature and content of the materials we post. Various claims have been brought, and sometimes successfully prosecuted, against Internet content distributors. We could be exposed to liability with respect to the unauthorized duplication of content or unauthorized use of other parties' proprietary technology. Although we maintain general liability insurance, our insurance may not cover potential claims of this type, or may not be adequate to indemnify us for all liability that may be imposed. Any imposition of liability that is not covered by insurance, or is in excess of insurance coverage, could materially adversely affect our financial condition and results of operations.

*We may not be able to protect our intellectual property rights, and/or we may be found to infringe on the proprietary rights of others.*

We rely on a combination of trademarks, trade secrets, copyright laws, and contractual restrictions to protect our intellectual property rights. These afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy our non-prescription private label or generic equivalents, when and if developed, as well as aspects of our sales formats, or to obtain and use information that we regard as proprietary, including the technology used to operate our website and our content, and our trademarks. Litigation or proceedings before the United States Patent and Trademark Office or other bodies may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets and domain names, or to determine the validity and scope of the proprietary rights of others. Any litigation or adverse proceeding could result in substantial costs and diversion of resources, and could seriously harm our business and operating results. Third parties may also claim infringement by us with respect to past, current, or future technologies. We expect that participants in our market will be increasingly involved in infringement claims as the number of services and competitors in our industry segment grows. Any claim, whether meritorious or not, could be time-consuming, result in costly litigation, cause service upgrade delays, or require us to enter into royalty or licensing agreements. These royalty or licensing agreements might not be available on terms acceptable to us or at all.

*If we are unable to protect our Internet addresses or to prevent others from using Internet addresses that are confusingly similar, our business may be adversely impacted.*

Our Internet addresses, [www.1800petmeds.com](http://www.1800petmeds.com), [www.1888petmeds.com](http://www.1888petmeds.com), [www.petmedexpress.com](http://www.petmedexpress.com), [www.petmed.com](http://www.petmed.com), [www.petmeds.com](http://www.petmeds.com), [www.petmeds.pharmacy](http://www.petmeds.pharmacy), [www.petmed.pharmacy](http://www.petmed.pharmacy), and [www.1800petmeds.pharmacy](http://www.1800petmeds.pharmacy), are critical to our brand recognition and our overall success. If we are unable to protect these Internet addresses, our competitors could capitalize on our brand recognition. There may be similar Internet addresses used by competitors. Governmental agencies and their designees generally regulate the acquisition and maintenance of Internet addresses. The regulation

of Internet addresses in the United States and in foreign countries has changed, and may undergo further change in the near future. Furthermore, the relationship between regulations governing Internet addresses and laws protecting trademarks and similar proprietary rights is unclear. Therefore, we may not be able to protect our own Internet addresses, or prevent third parties from acquiring Internet addresses that are confusingly similar to, infringe upon, or otherwise decrease the value of our Internet addresses.

*Since all of our operations are housed in a single location, we are more susceptible to business interruption in the event of damage to, or disruptions in, our facility.*

Our headquarters and distribution center are currently located in one location in South Florida, and most of our shipments of products to our customers are made from this sole distribution center. We have no present plans to establish any additional distribution centers or offices. Because we consolidate our operations in one location, we are more susceptible to power and equipment failures, and business interruptions in the event of fires, floods, and other natural disasters than if we had additional locations. Furthermore, because we are located in South Florida, which is a hurricane-sensitive area, we are particularly susceptible to the risk of damage to, or total destruction of, our headquarters and distribution center and surrounding transportation infrastructure caused by a hurricane.

We cannot assure you that we are adequately insured to cover the amount of any losses relating to any of these potential events, business interruptions resulting from damage to or destruction of our headquarters and distribution center, or power and equipment failures relating to our call center or websites, or interruptions or disruptions to major transportation infrastructure, or other events that do not occur on our premises. The occurrence of one or more of these events could adversely impact our ability to generate revenues in future periods.

*A failure of our information systems and customer-facing technology systems or any security breach or unauthorized disclosure of confidential information, or other cyber attacks on our systems, could result in litigation and regulatory risk, harm our reputation and have a material adverse effect on our business.*

Our business is dependent upon the efficient operation of our information systems. In particular, we rely on our information systems to effectively manage our business model strategy, with tools to track and manage sales, inventory, marketing, customer service efforts, the preparation of our consolidated financial and operating data, credit card information, and customer information. The failure of our information systems to perform as designed or the failure to maintain and enhance or protect the integrity of these systems could disrupt our business operations, adversely impact sales and the results of operations, expose us to customer or third-party claims, or result in adverse publicity.

Through our information technology, we are able to provide an improved overall shopping and interconnected retail experience that empowers our customers to shop and interact with us from computers, tablets, smartphones and other mobile devices. We use our websites and our mobile app both as sales channels for our products and also as methods of providing product and other relevant information to our customers to drive online sales. Our online programs, communities and knowledge center allow us to inform, assist and interact with our customers. We also continually seek to enhance all of our online properties to provide an attractive user-friendly interface for our customers, as evidenced by our recent redesign of our website. Disruptions, failures or other performance issues with these customer-facing technology systems could impair the benefits that they provide to our online business and negatively affect our relationship with our customers.

Additionally, we collect, process, and retain sensitive and confidential customer information in the normal course of our business. Despite the security measures we have in place and any additional measures we may implement in the future, our facilities and systems, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism, or other events. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could damage our reputation, expose us to the risks of litigation and liability, disrupt our business, or otherwise affect our results of operations.

*Our operating results are difficult to predict and may fluctuate, and a portion of our sales are seasonal.*

Factors that may cause our operating results to fluctuate include:

Our ability to obtain new customers at a reasonable cost, retain existing customers, or encourage reorders;  
Our ability to increase the number of visitors to our website, or our ability to convert visitors to our website into customers;  
The mix of medications and other pet products sold by us;  
Our ability to manage inventory levels or obtain an adequate supply of products;  
Our ability to adequately maintain, upgrade, and develop our website, the systems that we use to process customers' orders and payments, or our computer network;  
Increased competition within our market niche;  
Price competition;  
New products introduced to the market, including generics;  
Increases in the cost of advertising;  
The amount and timing of operating costs and capital expenditures relating to expansion of our product line or operations;  
Disruption of our toll-free telephone service, technical difficulties, or systems and Internet outages or slowdowns;  
and  
Unfavorable general economic trends.

Because our operating results are difficult to predict, we believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance. The majority of our product sales are affected by the seasons, due to the seasonality of mainly heartworm, and flea and tick medications. For the quarters ended June 30, 2017, September 30, 2017, December 31, 2017, and March 31, 2018, Company sales were 29%, 24%, 22%, and 25%, respectively. In addition to the seasonality of our sales, our annual and quarterly operating results have fluctuated in the past and may fluctuate significantly in the future due to a variety of factors, including weather, many of which are out of our control. Any change in one or more of these factors could materially adversely affect our financial condition and results of operations in future periods.

*We are subject to payment-related risks that could increase our operating costs, expose us to fraud or theft, subject us to potential liability and potentially disrupt our business.*

We accept payments using a variety of methods, including credit and debit cards, PayPal, and checks, and we may offer new payment options over time. Acceptance of these payment options subjects us to rules, regulations, contractual obligations and compliance requirements, including payment network rules and operating guidelines, data security standards and certification requirements, and rules governing electronic funds transfers. These requirements may change over time or be reinterpreted, making compliance more difficult or costly. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards, and other forms of electronic payment. If these companies become unable to provide these services to us, or if their systems are compromised, it could potentially disrupt our business. The payment methods that we offer also subject us to potential fraud and theft by criminals, who are becoming increasingly more sophisticated, seeking to obtain unauthorized access to or exploit weaknesses that may exist in the payment systems. If we fail to comply with applicable rules or requirements for the payment methods we accept, or if payment-related data is compromised due to a breach or misuse of data, we may be liable for costs incurred by payment card issuing banks and other third parties or subject to fines and higher transaction fees, or our ability to accept or facilitate certain types of payments may be impaired. As a result, our business and operating results could be adversely affected.

*Our stock price fluctuates from time to time and may fall below expectations of securities analysts and investors, and could subject us to litigation, which may result in you suffering a loss on your investment.*

The market price of our common stock may fluctuate significantly in response to a number of factors, many of which are out of our control. These factors include: quarterly variations in operating results; changes in accounting treatments or principles; announcements by us or our competitors of new products and services offerings; significant contracts, acquisitions, or strategic relationships; additions or departures of key personnel; any future sales of our common stock or other securities; stock market price and volume fluctuations of publicly-traded companies; and general political, economic, and market conditions. In some future quarter our operating results may fall below the expectations of securities analysts and investors, which could result in a decrease in the trading price of our common stock. In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. We may be the target of similar litigation in the future. Securities

litigation could result in substantial costs and divert management's attention and resources, which could seriously harm our business and operating results.

*We may issue additional shares of preferred stock that could defer a change of control or dilute the interests of our common stockholders. Our charter documents could defer a takeover effort which could inhibit your ability to receive an acquisition premium for your shares.*

Our charter permits our Board of Directors to issue up to 5.0 million shares of preferred stock without stockholder approval. Currently there are 2,500 shares of our Convertible Preferred Stock issued and outstanding. This leaves slightly less than 5.0 million shares of preferred stock available for issuance at the discretion of our Board of Directors. These shares, if issued, could contain dividend, liquidation, conversion, voting, or other rights which could adversely affect the rights of our common stockholders and which could also be utilized, under some circumstances, as a method of discouraging, delaying, or preventing a change in control. Provisions of our articles of incorporation, bylaws and Florida law could make it more difficult for a third party to acquire us, even if many of our stockholders believe it is in their best interest.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

## **ITEM 2. PROPERTIES**

Our facilities, including our principal executive offices and distribution center, are located at 420 South Congress Avenue, Delray Beach, Florida 33445. In January 2016, we completed the acquisition of this real property located at 420 South Congress Avenue, Delray Beach, Florida 33445, and improvements thereon (collectively referred to herein as the “Property”), the assignment and assumption of all leases and service agreements affecting the Property, and certain tangible and intangible personal property related to the Property, for a purchase price of \$18.5 million, plus closing costs. The Property consists of approximately 634,000 square feet of land or 14.6 acres with two building complexes totaling approximately 185,000 square feet, with additional land for future use. The first building complex consists of approximately 125,000 square feet and the second building complex consists of approximately 60,000 square feet each consisting of both office and warehouse space. The Company occupies approximately 97,000 square feet of the first building for its principal offices and distribution center. As of March 31, 2018, 48% of the Property was leased to two tenants with a remaining weighted average lease term of 2.0 years. We believe that our facilities are sufficient for our current needs and are in good condition in all material respects.

## **ITEM 3. LEGAL PROCEEDINGS**

On August 25, 2017 and September 7, 2017, shareholders filed putative securities class action lawsuits in the United States District Court for the Southern District of Florida, which were subsequently consolidated, against PetMed Express, Inc. (the “Company”) and the Company’s principal executive officers, one of whom is also a director. Relying exclusively on a false and defamatory, anonymous “report” posted on August 23, 2017 on the Aurelius Value website the plaintiffs alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The Company has always denied and continues to deny the plaintiffs’ unfounded accusations. The plaintiffs investigated their claims, and on or about January 19, 2018, the plaintiffs voluntarily dismissed the consolidated lawsuit without prejudice.

The Company has settled complaints that had been filed with various states’ pharmacy boards in the past. There can be no assurances made that other states will not attempt to take similar actions against the Company in the future. The Company initiates litigation to protect its trade or service marks. There can be no assurance that the Company will be successful in protecting its trade or service marks. Legal costs related to the above matters are expensed as incurred.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

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## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Price Range of Common Stock

Our common stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "PETS." The prices set forth below reflect the high and low sale prices per share in each of the quarters of fiscal 2018 and 2017 as reported by the NASDAQ.

| <b>Fiscal 2018:</b> | <b>High</b> | <b>Low</b> |
|---------------------|-------------|------------|
| First Quarter       | \$41.06     | \$20.20    |
| Second Quarter      | \$50.54     | \$33.15    |
| Third Quarter       | \$48.11     | \$34.19    |
| Fourth Quarter      | \$53.94     | \$41.20    |

| <b>Fiscal 2017:</b> | <b>High</b> | <b>Low</b> |
|---------------------|-------------|------------|
| First Quarter       | \$19.49     | \$17.31    |
| Second Quarter      | \$20.94     | \$18.76    |
| Third Quarter       | \$23.49     | \$19.28    |
| Fourth Quarter      | \$23.66     | \$19.26    |

#### Holders

There were 91 holders of record of our common stock at May 29, 2018, and approximately 30,500 of our holders are "street name" or beneficial holders, whose shares are held by banks, brokers, or other financial institutions.

#### Dividends

During fiscal 2017 and 2018, our Board of Directors declared the following dividends:

| <b>Declaration Date</b> | <b>Per Share Dividend</b> | <b>Record Date</b> | <b>Total Amount<br/>(In thousands)</b> | <b>Payment Date</b> |
|-------------------------|---------------------------|--------------------|----------------------------------------|---------------------|
| May 9, 2016             | \$ 0.19                   | May 20, 2016       | \$ 3,884                               | May 27, 2016        |
| July 25, 2016           | \$ 0.19                   | August 8, 2016     | \$ 3,900                               | August 19, 2016     |
| October 24, 2016        | \$ 0.19                   | November 7, 2016   | \$ 3,900                               | November 18, 2016   |
| January 23, 2017        | \$ 0.19                   | February 6, 2017   | \$ 3,900                               | February 17, 2017   |
| May 8, 2017             | \$ 0.20                   | May 19, 2017       | \$ 4,105                               | May 26, 2017        |
| July 24, 2017           | \$ 0.20                   | August 7, 2017     | \$ 4,121                               | August 18, 2017     |
| October 23, 2017        | \$ 0.20                   | November 6, 2017   | \$ 4,121                               | November 17, 2017   |
| January 22, 2018        | \$ 0.25                   | February 5, 2018   | \$ 5,150                               | February 16, 2018   |

On May 8, 2017, the Company's Board of Directors declared an increased quarterly dividend of \$0.20 per share, and then on January 22, 2018 the Company's Board of Directors increased the quarterly dividend to \$0.25 per share, on its common stock. On May 7, 2018, the Company's Board of Directors declared a quarterly dividend of \$0.25 per share on its common stock. The \$5.2 million dividend will be paid on May 25, 2018, to shareholders of record at the close of business on May 18, 2018. The Company intends to continue to pay regular quarterly dividends; however the declaration and payment of future dividends is discretionary and will be subject to a determination by the Board of Directors each quarter following its review of the Company's financial performance.

### **Issuer Purchases of Equity Securities**

On November 8, 2006, the Company's Board of Directors approved a share repurchase plan of up to \$20.0 million. On October 31, 2008, November 1, 2010, and August 1, 2011, the Company's Board of Directors approved an increase under the share repurchase plan, each for an additional \$20.0 million. The repurchase plan is intended to be implemented through purchases made from time to time in either the open market or through private transactions at the Company's discretion, subject to market conditions and other factors, in accordance with Securities and Exchange Commission requirements.

There can be no assurances as to the precise number of shares that will be repurchased under the share repurchase plan, and the Company may discontinue the share repurchase plan at any time subject to compliance with applicable regulatory requirements. Shares purchased pursuant to the share repurchase plan will either be cancelled or held in the Company's treasury. No shares have been repurchased under the share repurchase plan since September 2012. As of March 31, 2018, the Company had approximately \$10.2 million remaining under the Company's share repurchase plan. Since the inception of the share repurchase plan through September 2012, approximately 5.6 million shares have been repurchased under the plan for approximately \$69.8 million, averaging approximately \$12.54 per share.

## Performance Graph

Set forth below is a line graph comparing the five year cumulative performance of our Common Stock with the Nasdaq Composite, the Russell 2000, and our SIC Code 5912 (pharmacy peer group) from March 31, 2013 to March 31, 2018. The graph assumes that \$100 was invested on March 31, 2013 in each of our Common Stock, the Nasdaq Composite, the Russell 2000, and the SIC Code 5912 (pharmacy peer group). Because we have historically paid dividends on a quarterly basis, the graph assumes that dividends were reinvested. The performance graph and related information below shall not be deemed "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

Performance graph data:

|                             | <b>Fiscal Year Ended March 31,</b> |             |             |             |             |             |
|-----------------------------|------------------------------------|-------------|-------------|-------------|-------------|-------------|
|                             | <b>2013</b>                        | <b>2014</b> | <b>2015</b> | <b>2016</b> | <b>2017</b> | <b>2018</b> |
| <b>PetMed Express, Inc.</b> | 100.00                             | 104.73      | 135.52      | 153.42      | 179.22      | 379.50      |
| <b>Nasdaq Composite</b>     | 100.00                             | 131.41      | 154.52      | 156.12      | 190.52      | 229.31      |
| <b>SIC Code 5912</b>        | 100.00                             | 138.49      | 180.43      | 173.74      | 152.57      | 129.25      |
| <b>Russell 2000</b>         | 100.00                             | 124.90      | 135.15      | 121.96      | 153.94      | 172.09      |

**Securities Authorized for Issuance under Equity Compensation Plans**

The following table sets forth securities authorized for issuance under equity compensation plans, including individual compensation arrangements, by us under our Amended and Restated 2006 Employee Equity Compensation Restricted Stock Plan, Amended and Restated 2006 Outside Director Equity Compensation Restricted Stock Plan, 2015 Outside Director Equity Compensation Restricted Stock Plan, and 2016 Employee Equity Compensation Restricted Stock Plan as of March 31, 2018:

**EQUITY COMPENSATION PLAN INFORMATION****(In thousands)**

| <b>Plan category</b>                | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted average exercise price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans</b> |
|-------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 2006 Employee Restricted Stock Plan | 975                                                                                                | -                                                                                  | -                                                                                                   |
| 2006 Director Restricted Stock Plan | 272                                                                                                | -                                                                                  | -                                                                                                   |
| 2015 Director Restricted Stock Plan | 60                                                                                                 | -                                                                                  | 463                                                                                                 |
| 2016 Employee Restricted Stock Plan | 45                                                                                                 | -                                                                                  | 955                                                                                                 |
| Total                               | 1,352                                                                                              |                                                                                    | 1,418                                                                                               |

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations," the Consolidated Financial Statements and notes thereto, and other financial information included elsewhere in this Annual Report on Form 10-K. The Consolidated Statements of Income data set forth below for the fiscal years ended March 31, 2018, 2017, and 2016 and the Consolidated Balance Sheet data as of March 31, 2018 and 2017 have been derived from our audited Consolidated Financial Statements which are included elsewhere in this Annual Report on Form 10-K. The Consolidated Statements of Income data set forth below for the fiscal years ended March 31, 2015 and 2014 and the Consolidated Balance Sheet data as of March 31, 2016, 2015 and 2014 have been derived from our audited Consolidated Financial Statements which are not included in this Annual Report on Form 10-K.

**CONSOLIDATED STATEMENTS OF INCOME DATA****(In thousands, except for per share amounts)**

|                                                       | <b>Fiscal Year Ended March 31,</b> |             |             |             |             |
|-------------------------------------------------------|------------------------------------|-------------|-------------|-------------|-------------|
|                                                       | <b>2018</b>                        | <b>2017</b> | <b>2016</b> | <b>2015</b> | <b>2014</b> |
| Sales                                                 | \$273,800                          | \$249,176   | \$234,684   | \$229,395   | \$233,391   |
| Cost of sales                                         | 175,993                            | 169,862     | 158,388     | 153,125     | 155,774     |
| Gross profit                                          | 97,807                             | 79,314      | 76,296      | 76,270      | 77,617      |
| Operating expenses                                    | 45,671                             | 41,831      | 43,908      | 48,657      | 49,399      |
| Net income                                            | 37,283                             | 23,819      | 20,567      | 17,453      | 17,972      |
| Net income per common share:                          |                                    |             |             |             |             |
| Basic                                                 | 1.83                               | 1.18        | 1.02        | 0.87        | 0.90        |
| Diluted                                               | 1.82                               | 1.17        | 1.02        | 0.87        | 0.90        |
| Weighted average number of common shares outstanding: |                                    |             |             |             |             |
| Basic                                                 | 20,346                             | 20,232      | 20,124      | 20,015      | 19,901      |
| Diluted                                               | 20,433                             | 20,378      | 20,254      | 20,136      | 20,043      |
| Cash dividends declared per common share              | 0.85                               | 0.76        | 0.72        | 0.68        | 0.66        |

**CONSOLIDATED BALANCE SHEET DATA****(In thousands)**

|                      | <b>March 31,</b> |             |             |             |             |
|----------------------|------------------|-------------|-------------|-------------|-------------|
|                      | <b>2018</b>      | <b>2017</b> | <b>2016</b> | <b>2015</b> | <b>2014</b> |
| Working capital      | \$87,126         | \$63,430    | \$60,543    | \$72,166    | \$66,116    |
| Total assets         | 134,836          | 112,809     | 90,279      | 82,852      | 78,375      |
| Total liabilities    | 19,105           | 19,443      | 7,084       | 7,417       | 8,158       |
| Shareholders' equity | 115,731          | 93,366      | 83,195      | 75,435      | 70,217      |

**NON FINANCIAL DATA (UNAUDITED)****(In thousands)**

**March 31,**  
**2018    2017    2016    2015    2014**

|                                 |        |       |       |       |       |
|---------------------------------|--------|-------|-------|-------|-------|
| New customers acquired          | 521    | 514   | 489   | 529   | 597   |
| Total accumulated customers (1) | 10,110 | 9,589 | 9,075 | 8,586 | 8,057 |

(1) includes both active and inactive customers

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Executive Summary**

PetMed Express was incorporated in the state of Florida in January 1996. The Company's common stock is traded on the NASDAQ Global Select Market under the symbol "PETS." The Company began selling pet medications and other pet health products in September 1996. In March 2010 the Company started offering for sale additional pet supplies on its website, and these items are drop shipped to customers by third party vendors. Presently, the Company's product line includes approximately 3,000 SKUs of the most popular pet medications, health products, and supplies for dogs and cats.

The Company markets its products through national advertising campaigns which aim to increase the recognition of the "1-800-PetMeds" brand name, and "PetMeds" family of trademarks, increase traffic on its website at [www.1800petmeds.com](http://www.1800petmeds.com), acquire new customers, and maximize repeat purchases. Approximately 84% of all sales were generated via the Internet in fiscal 2018, compared to 83% in fiscal 2017. The Company's sales consist of products sold mainly to retail consumers. The twelve-month average purchase was approximately \$87 and \$83 per order for the fiscal years ended March 31, 2018 and 2017, respectively.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and the results of our operations are based upon our Consolidated Financial Statements and the data used to prepare them. The Company's Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. On an ongoing basis we re-evaluate our judgments and estimates including those related to product returns, bad debts, inventories, and income taxes. We base our estimates and judgments on our historical experience, knowledge of current conditions, and our beliefs of what could occur in the future considering available information. Actual results may differ from these estimates under different assumptions or conditions. Our estimates are guided by observing the following critical accounting policies.

#### **Revenue recognition**

The Company generates revenue by selling pet medication products and pet supplies primarily to retail consumers. The Company's policy is to recognize revenue from product sales upon shipment, when the rights of ownership and

risk of loss have passed to the customer. Outbound shipping and handling fees are included in sales and are billed upon shipment. Shipping expenses are included in cost of sales. The majority of the Company's sales are paid by credit cards and the Company usually receives the cash settlement in two to three banking days. Credit card sales minimize accounts receivable balances relative to sales.

The Company maintains an allowance for doubtful accounts for losses that the Company estimates will arise from customers' inability to make required payments, arising from either credit card charge-backs or insufficient funds checks. The Company determines its estimates of the uncollectability of accounts receivable by analyzing historical bad debts and current economic trends. The allowance for doubtful accounts was approximately \$35,000 at March 31, 2018, compared to \$27,000 at March 31, 2017.

#### Valuation of inventory

Inventories consist of prescription and non-prescription pet medications and pet supplies that are available for sale and are priced at the lower of cost or net realizable value using a weighted average cost method. The Company writes down its inventory for estimated obsolescence. The inventory reserve was approximately \$58,000 and \$51,000 at March 31, 2018 and 2017, respectively.

#### Advertising

The Company's advertising expense consists primarily of Internet marketing and direct mail/print advertising. Internet costs are expensed in the month incurred and direct mail/print advertising costs are expensed when the related catalogs, brochures, and postcards are produced, distributed, or superseded.

## Accounting for income taxes

The Company accounts for income taxes under the provisions of ASC Topic 740, (“*Accounting for Income Taxes*”), which generally requires the recognition of deferred tax assets and liabilities for the expected future tax benefits or consequences of events that have been included in the Consolidated Financial Statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting carrying values and the tax bases of assets and liabilities, and are measured by applying enacted tax rates and laws for the taxable years in which those differences are expected to reverse.

## Results of Operations

The following should be read in conjunction with the Company’s Consolidated Financial Statements and the related notes thereto included elsewhere herein. The following table sets forth, as a percentage of sales, certain operating data appearing in the Company’s Consolidated Statements of Comprehensive Income:

|                                          | <b>Fiscal Year Ended<br/>March 31,</b> |             |             |
|------------------------------------------|----------------------------------------|-------------|-------------|
|                                          | <b>2018</b>                            | <b>2017</b> | <b>2016</b> |
| Sales                                    | 100.0%                                 | 100.0%      | 100.0%      |
| Cost of sales                            | 64.3                                   | 68.2        | 67.5        |
| Gross profit                             | 35.7                                   | 31.8        | 32.5        |
| Operating expenses:                      |                                        |             |             |
| General and administrative               | 8.9                                    | 9.2         | 9.1         |
| Advertising                              | 7.0                                    | 7.1         | 9.3         |
| Depreciation                             | 0.8                                    | 0.5         | 0.3         |
| Total operating expenses                 | 16.7                                   | 16.8        | 18.7        |
| Income from operations                   | 19.0                                   | 15.0        | 13.8        |
| Total other income                       | 0.6                                    | 0.2         | 0.1         |
| Income before provision for income taxes | 19.6                                   | 15.2        | 13.9        |
| Provision for income taxes               | 6.0                                    | 5.7         | 5.1         |
| Net income                               | 13.6 %                                 | 9.5 %       | 8.8 %       |

## **Fiscal 2018 Compared to Fiscal 2017**

### **Sales**

Sales increased by approximately \$24.6 million, or 9.9%, to approximately \$273.8 million for the fiscal year ended March 31, 2018, from approximately \$249.2 million for the fiscal year ended March 31, 2017. The increase in sales for the fiscal year ended March 31, 2018 was primarily due to increased new order and reorder sales. The Company acquired approximately 521,000 new customers for the fiscal year ended March 31, 2018, compared to approximately 514,000 new customers for the same period the prior year.

The following chart illustrates sales by various sales classifications:

**Year Ended March 31,**

| <b>Sales (In thousands)</b> | <b>2018</b> | <b>%</b> | <b>2017</b> | <b>%</b> | <b>\$</b>       | <b>%</b>        | <b>\$</b> | <b>%</b> |
|-----------------------------|-------------|----------|-------------|----------|-----------------|-----------------|-----------|----------|
|                             |             |          |             |          | <b>Variance</b> | <b>Variance</b> |           |          |
| Reorder Sales               | \$227,513   | 83.1 %   | \$206,299   | 82.8 %   | \$ 21,214       | 10.3 %          |           |          |
| New Order Sales             | \$46,287    | 16.9 %   | \$42,877    | 17.2 %   | \$ 3,410        | 8.0 %           |           |          |
| Total Net Sales             | \$273,800   | 100.0 %  | \$249,176   | 100.0 %  | \$ 24,624       | 9.9 %           |           |          |
| Internet Sales              | \$230,319   | 84.1 %   | \$205,643   | 82.5 %   | \$ 24,676       | 12.0 %          |           |          |
| Contact Center Sales        | \$43,481    | 15.9 %   | \$43,533    | 17.5 %   | \$ (52 )        | -0.1 %          |           |          |
| Total Net Sales             | \$273,800   | 100.0 %  | \$249,176   | 100.0 %  | \$ 24,624       | 9.9 %           |           |          |

Going forward sales may be adversely affected due to increased competition and consumers giving more consideration to price. No guarantees can be made that sales will continue to grow in the future. The majority of our product sales are affected by the seasons, due to the seasonality of mainly flea, tick, and heartworm medications. For the quarters ended June 30, September 30, December 31, and March 31 of fiscal 2018, the Company's sales were approximately 29%, 24%, 22%, and 25%, respectively. For the quarters ended June 30, September 30, December 31, and March 31 of fiscal 2017, the Company's sales were approximately 29%, 25%, 21%, and 25%, respectively.

**Cost of sales**

Cost of sales increased by \$6.1 million, or 3.6% to \$176.0 million for the fiscal year ended March 31, 2018, from \$169.9 million for the fiscal year ended March 31, 2017. The increase in cost of sales in fiscal 2018 is directly related to the increase in sales during the fiscal year. As a percentage of sales, cost of sales was 64.3% in fiscal 2018, as compared to 68.2% in fiscal 2017. The cost of sales percentage decrease can be mainly attributed to a product mix shift to higher margin items, offset by additional discounts given to customers to increase sales during the fiscal year.

**Gross profit**

Gross profit increased by \$18.5 million, or 23%, to \$97.8 million for the fiscal year ended March 31, 2018, from \$79.3 million for the fiscal year ended March 31, 2017. The increase in gross profit in fiscal 2018 is directly related to the increase in sales during the fiscal year. Gross profit as a percentage of sales for fiscal 2018 was 35.7% compared to 31.8% for fiscal 2017. The gross profit percentage increase in fiscal 2018 can be mainly attributed to a product mix

shift to higher margin items, offset by additional discounts given to customers to increase sales during the fiscal year.

### **General and administrative expenses**

General and administrative expenses increased by \$1.5 million, or 6.5%, to \$24.3 million for the fiscal year ended March 31, 2018 from \$22.8 million for the fiscal year ended March 31, 2017. The increase in general and administrative expenses for the fiscal year ended March 31, 2018 was primarily due to the following: a \$1.8 million increase in payroll expenses related to increased stock compensation expense; a \$554,000 increase in bank service fees due to increased sales; and a \$179,000 increase in professional fees. Offsetting the increase was a \$620,000 decrease to property expense; a \$310,000 decrease to bad debt expenses relating to decreased credit card chargebacks; and a \$66,000 net decrease to other expenses which include telephone, insurance, licenses, and office expenses. General and administrative expenses as a percentage of sales were 8.9% for the fiscal year ended March 31, 2018, compared to 9.2% for the fiscal year ended March 31, 2017.

### **Advertising expenses**

Advertising expenses increased by approximately \$1.6 million to approximately \$19.3 million for the fiscal year ended March 31, 2018, from approximately \$17.7 million for the fiscal year ended March 31, 2017. The increase in advertising expenses for fiscal 2018 was intended to stimulate sales and acquire new customers. The advertising costs of acquiring a new customer, defined as total advertising costs divided by new customers acquired, was \$37 for the fiscal year ended March 31, 2018, compared to \$34 for the fiscal year ended March 31, 2017.

Advertising cost of acquiring a new customer can be impacted by the advertising environment, the effectiveness of our advertising creative, increased advertising spending, and price competition. Historically, the advertising environment fluctuates due to supply and demand. A more favorable advertising environment may positively impact future new order sales, whereas a less favorable advertising environment may negatively impact future new order sales.

As a percentage of sales, advertising expense was 7.0% and 7.1% for the fiscal years ended March 31, 2018 and 2017, respectively. The decrease in advertising expense as a percentage of total sales for the fiscal year ended March 31, 2018 can be mainly attributed to increased sales. The Company currently anticipates advertising as a percentage of sales to be between approximately 7% and 8% for fiscal 2019. However, the advertising percentage may fluctuate quarter to quarter due to seasonality and advertising availability.

### **Depreciation**

Depreciation increased by approximately \$757,000, to approximately \$2.1 million for the fiscal year ended March 31, 2018, from approximately \$1.4 million for the fiscal year ended March 31, 2017. This increase to depreciation expense for the fiscal year ended March 31, 2018 can be attributed to an increase in new property and equipment additions related to the Company's new corporate headquarters and distribution facility which were placed into service in fiscal 2017.

### **Other income**

Other income increased by approximately \$1.2 million, to approximately \$1.7 million for the fiscal year ended March 31, 2018 from approximately \$441,000 for the fiscal year ended March 31, 2017. The increases to other income for the fiscal year ended March 31, 2018 are related to increased rental and advertising revenue, and increased interest income. Interest income may decrease in the future as the Company utilizes its cash balances on its share repurchase plan, with approximately \$10.2 million remaining at March 31, 2018, on any quarterly dividend payment, or on its operating activities.

### **Provision for income taxes**

For the fiscal years ended March 31, 2018 and 2017, the Company recorded an income tax provision for approximately \$16.5 million and \$14.10 million, respectively. The increase to the income tax provision for fiscal 2018 is related to an increase in operating income offset by the income tax rate reduction pursuant to the Tax Cuts and Jobs

Act of 2017 (“2017 Act”). The effective tax rate for the fiscal years ended March 31, 2018 and 2017 were 30.7% and 37.2%, respectively. The decrease to the effective rate for the fiscal year ended March 31, 2018 is due to a reduction in the Company’s corporate tax rate pursuant to the 2017 Act. In accordance with SEC Staff Bulletin No. 118, fiscal year end companies were required to determine the appropriate blended rate to apply based on their respective fiscal year end dates. Therefore, instead of applying a 35.0% federal tax rate for the fiscal year ended March 31, 2018, the Company applied a blended federal rate of 31.5%. This blended rate was applied to fiscal 2018, resulting in a tax benefit of approximately \$1.9 million. The Company also recognized a stock compensation windfall benefit of \$1.1 million, a one-time benefit of \$430,000 based on the remeasurement reduction of our deferred tax liabilities due to the federal tax rate reduction, and recognized a one-time net benefit of \$150,000 related to a return to provision true up of the fiscal 2017 income tax provision. The Company estimates its effective tax rate will be approximately 24.0% for fiscal 2019.

### **Net income**

Net income increased by approximately \$13.5 million, or 57%, to approximately \$37.3 million for the fiscal year ended March 31, 2018 from approximately \$23.8 million for the fiscal year ended March 31, 2017. The increase was primarily due to an increase to gross profit due to increased sales and a product mix shift to higher margin items during fiscal 2018. The increase was also attributed to a reduction to the Company’s income tax provision due to the 2017 Act.

**Fiscal 2017 Compared to Fiscal 2016****Sales**

Sales increased by approximately \$14.5 million, or 6.2%, to approximately \$249.2 million for the fiscal year ended March 31, 2017, from approximately \$234.7 million for the fiscal year ended March 31, 2016. The increase in sales for the fiscal year ended March 31, 2017 was primarily due to increased new order and reorder sales. The Company acquired approximately 514,000 new customers for the fiscal year ended March 31, 2017, compared to approximately 489,000 new customers for the same period the prior year.

The following chart illustrates sales by various sales classifications:

| <b>Sales (In thousands)</b> | <b>2017</b> | <b>%</b> | <b>2016</b> | <b>%</b> | <b>\$</b>       | <b>%</b>        |   |
|-----------------------------|-------------|----------|-------------|----------|-----------------|-----------------|---|
|                             |             |          |             |          | <b>Variance</b> | <b>Variance</b> |   |
| Reorder Sales               | \$206,299   | 82.8 %   | \$195,569   | 83.3 %   | \$ 10,730       | 5.5             | % |
| New Order Sales             | \$42,877    | 17.2 %   | \$39,115    | 16.7 %   | \$ 3,762        | 9.6             | % |
| Total Net Sales             | \$249,176   | 100.0 %  | \$234,684   | 100.0 %  | \$ 14,492       | 6.2             | % |
| Internet Sales              | \$205,643   | 82.5 %   | \$190,781   | 81.3 %   | \$ 14,862       | 7.8             | % |
| Contact Center Sales        | \$43,533    | 17.5 %   | \$43,903    | 18.7 %   | \$ (370 )       | -0.8            | % |
| Total Net Sales             | \$249,176   | 100.0 %  | \$234,684   | 100.0 %  | \$ 14,492       | 6.2             | % |

Going forward sales may be adversely affected due to increased competition and consumers giving more consideration to price. No guarantees can be made that sales will continue to grow in the future. The majority of our product sales are affected by the seasons, due to the seasonality of mainly heartworm, and flea and tick medications. For the quarters ended June 30, September 30, December 31, and March 31 of fiscal 2017, the Company's sales were approximately 29%, 25%, 21%, and 25%, respectively. For the quarters ended June 30, September 30, December 31, and March 31 of fiscal 2016, the Company's sales were approximately 30%, 24%, 22%, and 24%, respectively.

**Cost of sales**

Cost of sales increased by \$11.5 million, or 7.2% to \$169.9 million for the fiscal year ended March 31, 2017, from \$158.4 million for the fiscal year ended March 31, 2016. The increase in cost of sales in fiscal 2017 is directly related to the increase in sales during the fiscal year. As a percentage of sales, cost of sales was 68.2% in fiscal 2017, as compared to 67.5% in fiscal 2016. The cost of sales percentage increase can be mainly attributed to an increase in product costs on certain brands and additional discounts given to customers to increase sales during the fiscal year.

### **Gross profit**

Gross profit increased by \$3.0 million, or 4.0%, to \$79.3 million for the fiscal year ended March 31, 2017, from \$76.3 million for the fiscal year ended March 31, 2016. The increase in gross profit in fiscal 2017 is directly related to the increase in sales during the fiscal year. Gross profit as a percentage of sales for fiscal 2017 was 31.8% compared to 32.5% for fiscal 2016. The gross profit percentage decrease in fiscal 2017 can be mainly attributed to an increase in product costs on certain brands and additional discounts given to customers to increase sales during the fiscal year.

### **General and administrative expenses**

General and administrative expenses increased by \$1.5 million, or 7.0%, to \$22.8 million for the fiscal year ended March 31, 2017 from \$21.3 million for the fiscal year ended March 31, 2016. The increase in general and administrative expenses for the fiscal year ended March 31, 2017 was primarily due to the following: a \$1.2 million increase in payroll expenses related to increased stock compensation expense and additional expenses related to the move of our corporate headquarters in December 2016; a \$347,000 increase in bank service fees due to increased sales; a \$162,000 increase in bad debt expenses relating to increased credit card chargebacks for the year; and a \$174,000 increase in other expenses which included professional fees, telephone, and office expenses. Offsetting the increase was a \$261,000 decrease to property expense; an \$80,000 decrease to insurance expenses; and a \$37,000 decrease in other expenses which included licenses, and travel expenses. General and administrative expenses as a percentage of sales were 9.2% for the fiscal year ended March 31, 2017, compared to 9.1% for the fiscal year ended March 31, 2016.

### **Advertising expenses**

Advertising expenses decreased by approximately \$4.1 million to approximately \$17.7 million for the fiscal year ended March 31, 2017, from approximately \$21.8 million for the fiscal year ended March 31, 2016. The decrease in advertising expenses for fiscal 2017 can be attributed to the elimination of television advertising spending and other less cost efficient advertising. The advertising costs of acquiring a new customer, defined as total advertising costs divided by new customers acquired, was \$34 for the fiscal year ended March 31, 2017, compared to \$45 for the fiscal year ended March 31, 2016.

Advertising cost of acquiring a new customer can be impacted by the advertising environment, the effectiveness of our advertising creative, increased advertising spending, and price competition. Historically, the advertising environment fluctuates due to supply and demand. A more favorable advertising environment may positively impact future new order sales, whereas a less favorable advertising environment may negatively impact future new order sales.

As a percentage of sales, advertising expense was 7.1% and 9.3% for the fiscal years ended March 31, 2017 and 2016, respectively. The decrease in advertising expense as a percentage of total sales for the fiscal year ended March 31, 2017 can be mainly attributed to the elimination of television advertising spending. The Company currently anticipates advertising as a percentage of sales to be between approximately 7% and 8% for fiscal 2018. However, the advertising percentage may fluctuate quarter to quarter due to seasonality and advertising availability.

### **Depreciation**

Depreciation increased by approximately \$599,000, to approximately \$1.4 million for the year ended March 31, 2017, from approximately \$770,000 for the year ended March 31, 2016. This increase to depreciation for the fiscal year ended March 31, 2017 can be attributed to an increase in new property and equipment additions related to the Company's new corporate headquarters and distribution facility.

### **Other income**

Other income increased by approximately \$262,000, to approximately \$441,000 for the fiscal year ended March 31, 2017 from approximately \$179,000 for the fiscal year ended March 31, 2016. The increase to other income for the fiscal year ended March 31, 2017 is related to advertising and rental revenue, offset by decreased interest income. Interest income may decrease in the future as the Company utilizes its cash balances on its share repurchase plan, with

approximately \$10.2 million remaining at March 31, 2017, on any quarterly dividend payment, or on its operating activities.

### **Provision for income taxes**

For the fiscal years ended March 31, 2017 and 2016, the Company recorded an income tax provision for approximately \$14.1 million and \$12.0 million, respectively. The increase to the income tax provision for fiscal 2017 is related to an increase to operating income for the period due to an increase in gross profit due to increased sales and a reduction in operating expenses. The effective tax rate for the fiscal years ended March 31, 2017 and 2016 were 37.2% and 36.8%, respectively. The effective tax rate increase for the fiscal year ended March 31, 2017 can be attributed to a one-time charge related to a fiscal 2016 income tax under-accrual, which was recognized in the quarter ended December 31, 2016, compared to a one-time benefit related to a fiscal 2015 income tax over-accrual, which was recognized in the quarter ended December 31, 2015. The Company estimates its effective tax rate will be approximately 37.0% for fiscal 2018.

### **Net income**

Net income increased by approximately \$3.2 million, or 15.8%, to approximately \$23.8 million for the fiscal year ended March 31, 2017 from approximately \$20.6 million for the fiscal year ended March 31, 2016. The increase was primarily due to an increase to gross profit due to increased sales and a reduction in operating expenses, offset by an increased income tax provision during fiscal 2017.

## **Liquidity and Capital Resources**

The Company's working capital at March 31, 2018 and 2017 was approximately \$87.1 million and approximately \$63.4 million, respectively. The \$23.7 million increase in working capital was primarily attributable to cash flow generated from operations, offset by dividends paid out in the fiscal year. Net cash provided by operating activities was \$37.4 million and \$47.2 million for the fiscal years ended March 31, 2018 and 2017, respectively. This change can be mainly attributed to an increase in the Company's net income and inventory balance at March 31, 2018, as compared to an increase in the Company's accounts payable and an decrease in the Company's inventory balances at March 31, 2017. Net cash used in investing activities was \$703,000 and \$10.6 million for the fiscal years ended March 31, 2018 and 2017, respectively. This change in investing activities is related to increased property and equipment additions related to the Company's new corporate headquarters and distribution facility in Delray Beach, Florida in the previous fiscal year. Net cash used in financing activities was \$17.5 million and \$15.5 million for the fiscal years ended March 31, 2018 and 2017, respectively. This change represented an increase in the dividends paid during fiscal 2018. At March 31, 2018 the Company had approximately \$10.2 million remaining under the Company's share repurchase plan, and no shares were repurchased in fiscal 2018.

Subsequent to March 31, 2018, the Company's Board of Directors declared a quarterly dividend of \$0.25 per share on May 7, 2018. The Board established a May 18, 2018 record date and a May 25, 2018 payment date. Depending on future market conditions the Company may utilize its cash and cash equivalents on the remaining balance of its current share repurchase plan, on quarterly dividends, or on its operating activities.

At March 31, 2018 the Company had no outstanding lease commitments. We are not currently bound by any long or short term agreements for the purchase or lease of capital expenditures. Any material amounts expended for capital expenditures would be the result of an increase in the capacity needed to adequately provide for any future increase in our business. To date we have paid for any needed additions to our capital equipment infrastructure from working capital funds and anticipate this being the case in the future. Presently, we have approximately \$1.0 million forecasted for capital expenditures in fiscal 2019, which will be funded through cash from operations. The Company's primary source of working capital is cash from operations. The Company presently has no need for alternative sources of working capital, and has no commitments or plans to obtain additional capital.

## **Off-Balance Sheet Arrangements**

The Company had no off-balance sheet arrangements at March 31, 2018.

## **Contractual Obligations and Commitments (In thousands)**

|                               | <b>Total</b> | <b>Less<br/>than<br/>1<br/>year</b> | <b>1-2<br/>years</b> | <b>3-5<br/>Years</b> | <b>More<br/>than<br/>5<br/>years</b> |
|-------------------------------|--------------|-------------------------------------|----------------------|----------------------|--------------------------------------|
| Executive employment contract | \$ 600       | \$ 600                              | \$ -                 | \$ -                 | \$ -                                 |
| Total obligations             | \$ 600       | \$ 600                              | \$ -                 | \$ -                 | \$ -                                 |

### **Recent Accounting Pronouncements**

Other than disclosures included in note 1 of the Consolidated Financial Statements, the Company does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, will have a material effect on the Company's consolidated financial position, results of operations, or cash flows.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk generally represents the risk that losses may occur in the value of financial instruments as a result of movements in interest rates, foreign currency exchange rates, and commodity prices. Our financial instruments include cash and cash equivalents, accounts receivable, and accounts payable. The book values of cash equivalents, accounts receivable, and accounts payable are considered to be representative of fair value because of the short maturity of these instruments. Interest rates affect our return on excess cash and investments. At March 31, 2018, we had \$77.9 million in cash and cash equivalents. A majority of our cash and cash equivalents and investments generates interest income based on prevailing interest rates.

A significant change in interest rates would impact the amount of interest income generated from our excess cash and investments. It would also impact the market value of our investments. Our investments are subject to market risk, primarily interest rate and credit risk. Our investments are managed by a limited number of outside professional managers within investment guidelines set by our Board of Directors. Such guidelines include security type, credit quality, and maturity, and are intended to limit market risk by restricting our investments to high-quality debt instruments with both short and long term maturities. We do not hold any derivative financial instruments that could expose us to significant market risk. At March 31, 2018, we had no debt obligations.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### PETMED EXPRESS, INC. AND SUBSIDIARIES

#### INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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| Consolidated Balance Sheets as of March 31, 2018 and 2017                                                                 | 26                 |
| Consolidated Statements of Comprehensive Income for each of the three years in the period ended March 31, 2018            | 27                 |
| Consolidated Statements of Changes in Shareholders' Equity for each of the three years in the period ended March 31, 2018 | 28                 |
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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of

PetMed Express, Inc. and subsidiaries

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of PetMed Express, Inc. and its subsidiaries (the Company) as of March 31, 2018 and 2017, the related consolidated statements of comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2018, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated May 29, 2018 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our

audits provide a reasonable basis for our opinion.

/s/ RSM US LLP

We have served as the Company's auditor since 2007.

West Palm Beach, Florida

May 29, 2018

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**PETMED  
EXPRESS, INC.  
AND  
SUBSIDIARIES  
CONSOLIDATED  
BALANCE  
SHEETS  
(In thousands,  
except for per  
share amounts)**

|                                                                                          | <b>March<br/>31,<br/>2018</b> | <b>March<br/>31,<br/>2017</b> |
|------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| <b><u>ASSETS</u></b>                                                                     |                               |                               |
| Current assets:                                                                          |                               |                               |
| Cash and cash equivalents                                                                | \$77,936                      | \$58,730                      |
| Accounts receivable, less allowance for doubtful accounts of \$35 and \$27, respectively | 2,292                         | 1,808                         |
| Inventories - finished goods                                                             | 23,337                        | 20,228                        |
| Prepaid expenses and other current assets                                                | 882                           | 1,019                         |
| Prepaid income taxes                                                                     | 788                           | -                             |
| Total current assets                                                                     | 105,235                       | 81,785                        |
| Noncurrent assets:                                                                       |                               |                               |
| Property and equipment, net                                                              | 28,741                        | 30,164                        |
| Intangible assets                                                                        | 860                           | 860                           |
| Total noncurrent assets                                                                  | 29,601                        | 31,024                        |
| Total assets                                                                             | \$134,836                     | \$112,809                     |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>                                       |                               |                               |
| Current liabilities:                                                                     |                               |                               |
| Accounts payable                                                                         | \$15,274                      | \$15,221                      |
| Accrued expenses and other current liabilities                                           | 2,835                         | 2,475                         |
| Income taxes payable                                                                     | -                             | 659                           |
| Total current liabilities                                                                | 18,109                        | 18,355                        |
| Deferred tax liabilities                                                                 | 996                           | 1,088                         |
| Total liabilities                                                                        | 19,105                        | 19,443                        |

Commitments and contingencies

Shareholders' equity:

|                                                                                                                                                        |           |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| Preferred stock, \$.001 par value, 5,000 shares authorized; 3 convertible shares issued and outstanding with a liquidation preference of \$4 per share | 9         | 9         |
| Common stock, \$.001 par value, 40,000 shares authorized; 20,601 and 20,526 shares issued and outstanding, respectively                                | 21        | 21        |
| Additional paid-in capital                                                                                                                             | 9,381     | 6,806     |
| Retained earnings                                                                                                                                      | 106,320   | 86,530    |
| Total shareholders' equity                                                                                                                             | 115,731   | 93,366    |
| Total liabilities and shareholders' equity                                                                                                             | \$134,836 | \$112,809 |

See accompanying notes to consolidated financial statements.

**PETMED EXPRESS,  
INC. AND  
SUBSIDIARIES  
CONSOLIDATED  
STATEMENTS OF  
COMPREHENSIVE  
INCOME  
(In thousands,  
except for per share  
amounts)**

|                                                         | <b>Year Ended March 31,</b> |             |             |
|---------------------------------------------------------|-----------------------------|-------------|-------------|
|                                                         | <b>2018</b>                 | <b>2017</b> | <b>2016</b> |
| Sales                                                   | \$ 273,800                  | \$ 249,176  | \$ 234,684  |
| Cost of sales                                           | 175,993                     | 169,862     | 158,388     |
| Gross profit                                            | 97,807                      | 79,314      | 76,296      |
| Operating expenses:                                     |                             |             |             |
| General and administrative                              | 24,290                      | 22,799      | 21,301      |
| Advertising                                             | 19,255                      | 17,663      | 21,837      |
| Depreciation                                            | 2,126                       | 1,369       | 770         |
| Total operating expenses                                | 45,671                      | 41,831      | 43,908      |
| Income from operations                                  | 52,136                      | 37,483      | 32,388      |
| Other income (expense):                                 |                             |             |             |
| Interest income, net                                    | 658                         | 141         | 190         |
| Realized loss on sale of short term investments         | -                           | -           | (74 )       |
| Other, net                                              | 995                         | 300         | 63          |
| Total other income                                      | 1,653                       | 441         | 179         |
| Income before provision for income taxes                | 53,789                      | 37,924      | 32,567      |
| Provision for income taxes                              | 16,506                      | 14,105      | 12,000      |
| Net income                                              | \$ 37,283                   | \$ 23,819   | \$ 20,567   |
| Net change in unrealized gain on short term investments | -                           | -           | 54          |
| Comprehensive income                                    | \$ 37,283                   | \$ 23,819   | \$ 20,621   |
| Net income per common share:                            |                             |             |             |
| Basic                                                   | \$ 1.83                     | \$ 1.18     | \$ 1.02     |
| Diluted                                                 | \$ 1.82                     | \$ 1.17     | \$ 1.02     |

Weighted average number of common shares outstanding:

|         |        |        |        |
|---------|--------|--------|--------|
| Basic   | 20,346 | 20,232 | 20,124 |
| Diluted | 20,433 | 20,378 | 20,254 |

|                                          |        |        |        |
|------------------------------------------|--------|--------|--------|
| Cash dividends declared per common share | \$0.85 | \$0.76 | \$0.72 |
|------------------------------------------|--------|--------|--------|

See accompanying notes to consolidated financial statements.

**PETMED  
EXPRESS, INC.  
AND  
SUBSIDIARIES  
CONSOLIDATED  
STATEMENTS OF  
CHANGES IN  
SHAREHOLDERS'  
EQUITY**  
Fiscal years ended  
March 31, 2016,  
March 31, 2017, and  
March 31, 2018  
(In thousands)

|                                                                                      | Convertible Preferred Stock |        | Common Stock |        | Additional Paid-In Capital |          | Retained Earnings |   | Other Comprehensive Gain |           | Total |
|--------------------------------------------------------------------------------------|-----------------------------|--------|--------------|--------|----------------------------|----------|-------------------|---|--------------------------|-----------|-------|
|                                                                                      | Shares                      | Amount | Shares       | Amount | Capital                    | Earnings | Gain              |   |                          |           |       |
| Balance, March 31, 2015                                                              | 3                           | \$ 9   | 20,262       | \$ 20  | \$ 3,117                   | \$72,343 | \$ (54            | ) |                          | \$75,435  |       |
| Issuance of restricted stock, net                                                    | -                           | -      | 185          | -      | -                          | -        | -                 |   |                          | -         |       |
| Share based compensation                                                             | -                           | -      | -            | -      | 1,612                      | -        | -                 |   |                          | 1,612     |       |
| Dividends declared                                                                   | -                           | -      | -            | -      | -                          | (14,615  | )                 |   |                          | (14,615 ) |       |
| Excess tax benefit related to stock compensation                                     | -                           | -      | -            | -      | 142                        | -        | -                 |   |                          | 142       |       |
| Net income                                                                           | -                           | -      | -            | -      | -                          | 20,567   | 20,567            |   |                          | 20,567    |       |
| Other comprehensive gain:<br>Net change in unrealized gain on short term investments |                             |        |              |        |                            |          |                   |   | 54                       | 54        |       |
| Total comprehensive income                                                           |                             |        |              |        |                            |          |                   |   | 20,621                   | -         |       |
| Balance, March 31, 2016                                                              | 3                           | 9      | 20,447       | 20     | 4,871                      | 78,295   | -                 |   |                          | 83,195    |       |
| Issuance of restricted stock, net                                                    | -                           | -      | 79           | 1      | -                          | -        | -                 |   |                          | 1         |       |
| Share based compensation                                                             | -                           | -      | -            | -      | 1,935                      | -        | -                 |   |                          | 1,935     |       |
| Dividends declared                                                                   | -                           | -      | -            | -      | -                          | (15,584  | )                 |   |                          | (15,584 ) |       |

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|                                   |   |      |        |       |          |            |        |            |
|-----------------------------------|---|------|--------|-------|----------|------------|--------|------------|
| Net income                        | - | -    | -      | -     | -        | 23,819     | 23,819 | 23,819     |
| Balance, March 31, 2017           | 3 | 9    | 20,526 | 21    | 6,806    | 86,530     | -      | 93,366     |
| Issuance of restricted stock, net | - | -    | 75     | -     | -        | -          | -      | -          |
| Share based compensation          | - | -    | -      | -     | 2,575    | -          | -      | 2,575      |
| Dividends declared                | - | -    | -      | -     | -        | (17,493 )  | -      | (17,493 )  |
| Net income                        | - | -    | -      | -     | -        | 37,283     | 37,283 | 37,283     |
| Balance, March 31, 2018           | 3 | \$ 9 | 20,601 | \$ 21 | \$ 9,381 | \$ 106,320 | \$ -   | \$ 115,731 |

See accompanying notes to consolidated financial statements.

**PETMED  
EXPRESS, INC.  
AND  
SUBSIDIARIES  
CONSOLIDATED  
STATEMENTS  
OF CASH  
FLOWS  
(In thousands)**

|                                                                                   | <b>Year Ended<br/>March 31,</b> |             |             |
|-----------------------------------------------------------------------------------|---------------------------------|-------------|-------------|
|                                                                                   | <b>2018</b>                     | <b>2017</b> | <b>2016</b> |
| Cash flows from operating activities:                                             |                                 |             |             |
| Net income                                                                        | \$37,283                        | \$23,819    | \$20,567    |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                 |             |             |
| Depreciation                                                                      | 2,126                           | 1,369       | 770         |
| Share based compensation                                                          | 2,575                           | 1,935       | 1,612       |
| Deferred income taxes                                                             | (92 )                           | 1,951       | (23 )       |
| Bad debt expense                                                                  | 112                             | 421         | 260         |
| (Increase) decrease in operating assets and increase (decrease) in liabilities:   |                                 |             |             |
| Accounts receivable                                                               | (596 )                          | (505 )      | (53 )       |
| Inventories - finished goods                                                      | (3,109 )                        | 5,358       | (518 )      |
| Prepaid income taxes                                                              | (788 )                          | 243         | (243 )      |
| Prepaid expenses and other current assets                                         | 137                             | 1,416       | (1,055 )    |
| Accounts payable                                                                  | 53                              | 10,217      | (149 )      |
| Accrued expenses and other current liabilities                                    | 337                             | 321         | (65 )       |
| Income taxes payable                                                              | (659 )                          | 659         | (50 )       |
| Net cash provided by operating activities                                         | 37,379                          | 47,204      | 21,053      |
| Cash flows from investing activities:                                             |                                 |             |             |
| Proceeds from sale of short term investments                                      | -                               | -           | 15,591      |
| Net change in investments                                                         | -                               | -           | 54          |
| Purchases of property and equipment                                               | (703 )                          | (10,604)    | (20,130)    |
| Net cash used in investing activities                                             | (703 )                          | (10,604)    | (4,485 )    |
| Cash flows from financing activities:                                             |                                 |             |             |
| Dividends paid                                                                    | (17,470)                        | (15,509)    | (14,684)    |
| Excess tax benefit related to stock compensation                                  | -                               | -           | 142         |
| Net cash used in financing activities                                             | (17,470)                        | (15,509)    | (14,542)    |
| Net increase in cash and cash equivalents                                         | 19,206                          | 21,091      | 2,026       |
| Cash and cash equivalents, at beginning of year                                   | 58,730                          | 37,639      | 35,613      |
| Cash and cash equivalents, at end of year                                         | \$77,936                        | \$58,730    | \$37,639    |

Supplemental disclosure of cash flow information:

|                                       |          |          |          |
|---------------------------------------|----------|----------|----------|
| Cash paid for income taxes            | \$18,046 | \$11,373 | \$12,173 |
| Dividends payable in accrued expenses | \$240    | \$217    | \$143    |

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### (1) Summary of Significant Accounting Policies

#### Organization

PetMed Express, Inc. and subsidiaries, d/b/a 1-800-PetMeds (the “Company”), is a leading nationwide pet pharmacy. The Company markets prescription and non-prescription pet medications, health products, and supplies for dogs and cats, direct to the consumer. The Company markets its products through national advertising campaigns, which aim to increase the recognition of the “1-800-PetMeds” brand name and “PetMeds” family of trademarks, increase traffic on its website at [www.1800petmeds.com](http://www.1800petmeds.com), acquire new customers, and maximize repeat purchases. The majority of all of the Company's sales are to residents in the United States. The Company's corporate headquarters and distribution facility are located in Delray Beach, Florida. The Company's fiscal year end is March 31, and references herein to fiscal 2018, 2017, or 2016 refer to the Company's fiscal years ended March 31, 2018, 2017, and 2016, respectively.

#### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany transactions have been eliminated in consolidation.

#### Revenue Recognition

The Company generates revenue by selling pet medication products and pet supplies mainly to retail consumers. The Company's policy is to recognize revenue from product sales upon shipment, when the rights of ownership and risk of loss have passed to the customer. Outbound shipping and handling fees are included in sales and are billed upon shipment. Shipping expenses are included in cost of sales. The majority of the Company's sales are paid by credit cards and the Company usually receives the cash settlement in two to three banking days. Credit card sales minimize the accounts receivable balances relative to sales. We recognize revenue once all of the following criteria have been met: (1) persuasive evidence of an arrangement exists; (2) delivery of our obligations to our customer has occurred; (3) the price is fixed or determinable; and (4) collectability of the related receivable is reasonably assured. The Company maintains an allowance for doubtful accounts for losses that the Company estimates will arise from the customers' inability to make required payments, arising from either credit card charge-backs or insufficient funds checks. The Company determines its estimates of the uncollectability of accounts receivable by analyzing historical bad debts and current economic trends. At March 31, 2018 and 2017, the allowance for doubtful accounts was approximately

\$35,000 and \$27,000, respectively.

### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents at March 31, 2018 and 2017 consisted of the Company's cash accounts and money market accounts with a maturity of three months or less. The carrying amount of cash equivalents approximates fair value. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Inventories**

Inventories consist of prescription and non-prescription pet medications and pet supplies that are available for sale and are priced at the lower of cost or net realizable value using a weighted average cost method. The Company writes down its inventory for estimated obsolescence. The inventory reserve was approximately \$58,000 and \$51,000 at March 31, 2018 and 2017, respectively.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### (1) Summary of Significant Accounting Policies (Continued)

#### Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Our building is being depreciated over a period of thirty years. The furniture, fixtures, equipment, and computer software are being depreciated over periods ranging from three to ten years. Leasehold improvements and assets under capital lease agreements are amortized over the shorter of the underlying lease agreement or the useful life of the asset.

#### Long-lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Recoverability of assets is measured by a comparison of the carrying amount of the asset to the undiscounted cash flows expected to be generated from the asset.

#### Intangible Assets

The intangible assets consist of a toll-free telephone number and an internet domain name. In accordance with the ASC Topic 350 ("*Goodwill and Other Intangible Assets*") the intangible assets are not being amortized, and are subject to an annual review for impairment.

#### Fair Value of Financial Instruments

The carrying amounts of the Company's cash and cash equivalents, accounts receivable, and accounts payable approximate fair value due to the short-term nature of these instruments.

## **Advertising**

The Company's advertising expenses consist primarily of online marketing and direct mail/print advertising. Internet costs are expensed in the month incurred and direct mail/print costs are expensed when the related catalogs, brochures, and postcards are produced, distributed, or superseded.

## **Business Concentrations**

The Company purchases its products from a variety of sources, including certain manufacturers, domestic distributors, and wholesalers. We have multiple suppliers for each of our products to obtain the lowest cost. There were four suppliers from whom we purchased approximately 50% of all products in both fiscal 2018 and fiscal 2017.

## **Accounting for Share Based Compensation**

The Company records compensation expense associated with restricted stock in accordance with ASC Topic 718 (*"Share Based Payment"*). The compensation expense related to all of the Company's stock-based compensation arrangements is recorded as a component of general and administrative expenses.

## **Comprehensive Income**

The Company applies ASC Topic 220 (*"Reporting Comprehensive Income"*) which requires that all items that are recognized under accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The items of other comprehensive income that are typically required to be displayed are foreign currency items, minimum pension liability adjustments, and unrealized gains and losses on certain investments in debt and equity securities. For the fiscal years ended March 31, 2018 and 2017 the Company had no unrealized gains or losses. For the fiscal year ended March 31, 2016 the Company recorded an unrealized gain of \$54,000 on its short term investments.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(1) Summary of Significant Accounting Policies (Continued)**

The following is a summary of our comprehensive income (in thousands):

|                                                                   | <b>March 31,</b> |             |             |
|-------------------------------------------------------------------|------------------|-------------|-------------|
|                                                                   | <b>2018</b>      | <b>2017</b> | <b>2016</b> |
| Net income                                                        | \$37,283         | \$23,819    | \$20,567    |
| Change in unrealized gain on short term investments, net of taxes | -                | -           | 54          |
| Comprehensive income                                              | \$37,283         | \$23,819    | \$20,621    |

**Income Taxes**

The Company accounts for income taxes under the provisions of ASC Topic 740 (“*Accounting for Income Taxes*”) which generally requires the recognition of deferred tax assets and liabilities for the expected future tax benefits or consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting carrying values and the tax bases of assets and liabilities, and are measured by applying enacted tax rates and laws for the taxable years in which those differences are expected to reverse. As required by “Accounting for Uncertainty in Income Taxes” guidance, which clarifies ASC Topic 740, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the Consolidated Financial Statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applies “Accounting for Uncertainty in Income Taxes” guidance to all tax positions for which the statute of limitations remains open. The Company files tax returns in the U.S. federal jurisdiction and Florida and Virginia. With few exceptions, the Company is no longer subject to U.S. federal, state or local income tax examinations by tax authorities for years ending March 31, 2012, or earlier. Any interest and penalties related to income taxes will be recorded to other income (expenses).

**Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, “Revenue from Contracts with Customers” (ASC 606). ASC 606 clarifies the accounting for revenue arising from contracts with customers and specifies the disclosures that an entity should include in its financial statements. The standard was effective for annual reporting periods beginning after December 15, 2017. During 2016, the FASB issued certain amendments to the standard relating to the principal versus agent guidance, accounting for licenses of intellectual property and identifying performance obligations as well as the guidance on transition, collectability, noncash consideration and the presentation of sales and other similar taxes. The effective date and transition requirements for these amendments are the same as those of the original ASU. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method).

The Company will adopt ASC 606 using the modified retrospective method on April 1, 2018. In preparation for adoption of the standard, the Company has identified its revenues streams and measured the impact of implementing this guidance. The Company has evaluated each of the five steps in ASC 606, which are as follows: 1) Identify the contract with the customer; 2) Identify the performance obligations in the contract; 3) Determine the transaction price; 4) Allocate the transaction price to the performance obligations; and 5) Recognize revenue when performance obligations are satisfied.

The Company does not expect reported revenue to be affected materially in any period due to the adoption of ASC 606 as: (1) we expect to identify similar performance obligations under ASC 606 as compared with deliverables and separate units of account previously identified; (2) we have determined the transaction price to be consistent; and (3) we record revenue at the same point in time, upon shipment under both ASC 605 and ASC 606.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### (1) Summary of Significant Accounting Policies (Continued)

There are also certain considerations related to accounting policies, business processes and internal control over financial reporting that are associated with implementing ASC 606. The Company has evaluated its policies, processes, and control framework for revenue recognition, and identified and implemented the changes needed in response to the new guidance.

Lastly, disclosure requirements under ASC 606 have been significantly expanded in comparison to the disclosure requirements under ASC 605, including disclosures related to disaggregation of revenue into appropriate categories, performance obligations, significant judgments made in revenue recognition determinations, adjustments to revenue that relate to activities from previous quarters or years, any significant reversals of revenue, and costs to obtain or fulfill contracts. We have designed and implemented the appropriate controls over gathering and reporting the information as required under ASC 606, in order to support the expanded disclosure requirements.

In February 2016, the FASB issued guidance on leases which supersedes the current lease guidance. The core principle requires lessees to recognize the assets and liabilities that arise from nearly all leases in the statement of financial position. Accounting applied by lessors will remain largely consistent with previous guidance, additional changes set to align lessor accounting with the revised lessee model and the FASB's revenue recognition guidance. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact of this standard on its consolidated financial statements. We do not expect the standard to have a material impact on our consolidated financial statements.

The Company does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, will have a material effect on the Company's consolidated financial position, results of operations, or cash flows.

### (2) Property and Equipment

Major classifications of property and equipment consist of the following (in thousands):

|                                   | <b>March 31,</b> |             |
|-----------------------------------|------------------|-------------|
|                                   | <b>2018</b>      | <b>2017</b> |
| Building                          | \$14,997         | \$14,988    |
| Land                              | 3,700            | 3,700       |
| Building improvements             | 2,807            | 2,592       |
| Computer software                 | 5,504            | 5,068       |
| Furniture, fixtures and equipment | 7,906            | 7,863       |
|                                   | 34,914           | 34,211      |
| Less: accumulated depreciation    | (6,173 )         | (4,047 )    |
| Property and equipment, net       | \$28,741         | \$30,164    |

### (3) Valuation and Qualifying Accounts

Activity in the Company's valuation and qualifying accounts consists of the following (in thousands):

|                                                | <b>Year Ended March</b> |             |             |
|------------------------------------------------|-------------------------|-------------|-------------|
|                                                | <b>31,</b>              |             |             |
|                                                | <b>2018</b>             | <b>2017</b> | <b>2016</b> |
| Allowance for doubtful accounts:               |                         |             |             |
| Balance at beginning of period                 | \$27                    | \$13        | \$8         |
| Provision for doubtful accounts                | 112                     | 421         | 260         |
| Write-off of uncollectible accounts receivable | (104)                   | (407)       | (255)       |
| Balance at end of year                         | \$35                    | \$27        | \$13        |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(4) Accrued Expenses and Other Current Liabilities**

Major classifications of accrued expenses and other current liabilities consist of the following (in thousands):

|                                                | <b>March 31,</b> |             |
|------------------------------------------------|------------------|-------------|
|                                                | <b>2018</b>      | <b>2017</b> |
| Accrued sales tax                              | \$449            | \$450       |
| Accrued credit card fees                       | 381              | 364         |
| Accrued salaries and benefits                  | 966              | 639         |
| Accrued professional expenses                  | 320              | 245         |
| Accrued sales return allowance                 | 191              | 180         |
| Accrued dividends payable                      | 240              | 217         |
| Accrued real estate taxes                      | 87               | 236         |
| Other accrued liabilities                      | 201              | 144         |
| Accrued expenses and other current liabilities | \$2,835          | \$2,475     |

**(5) Income Taxes**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities are as follows (in thousands):

|                                 | <b>March 31,</b> |             |
|---------------------------------|------------------|-------------|
|                                 | <b>2018</b>      | <b>2017</b> |
| Deferred tax assets:            |                  |             |
| Accrued expenses                | \$346            | \$474       |
| Deferred stock compensation     | 353              | 334         |
| Bad debt and inventory reserves | 22               | 29          |
| Total deferred tax assets       | 721              | 837         |

|                           |          |           |
|---------------------------|----------|-----------|
| Deferred tax liabilities: |          |           |
| Property and equipment    | 1,717    | 1,925     |
| Total net deferred taxes  | \$(996 ) | \$(1,088) |

At March 31, 2018, the Company had no federal net operating loss carryforwards.

The components of the income tax provision consist of the following (in thousands):

|                                  | <b>Year Ended March 31,</b> |             |             |
|----------------------------------|-----------------------------|-------------|-------------|
|                                  | <b>2018</b>                 | <b>2017</b> | <b>2016</b> |
| Current taxes                    |                             |             |             |
| Federal                          | \$ 15,012                   | \$ 11,095   | \$ 10,982   |
| State                            | 1,586                       | 1,059       | 1,041       |
| Total current taxes              | 16,598                      | 12,154      | 12,023      |
| Deferred taxes                   |                             |             |             |
| Federal                          | (83 )                       | 1,781       | (21 )       |
| State                            | (9 )                        | 170         | (2 )        |
| Total deferred taxes             | (92 )                       | 1,951       | (23 )       |
| Total provision for income taxes | \$ 16,506                   | \$ 14,105   | \$ 12,000   |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(5) Income Taxes (Continued)**

The reconciliation of income tax provision computed at the U.S. federal statutory tax rates to income tax expense is as follows (in thousands):

|                                                           | <b>Year Ended March 31,</b> |             |             |
|-----------------------------------------------------------|-----------------------------|-------------|-------------|
|                                                           | <b>2018</b>                 | <b>2017</b> | <b>2016</b> |
| Income taxes at U.S. statutory rates                      | \$16,943                    | \$13,274    | \$11,399    |
| State income taxes, net of federal tax benefit            | 1,078                       | 858         | 675         |
| Restricted stock windfall adjustment                      | (1,086 )                    |             |             |
| Reduction of deferred tax liability due to rate reduction |                             | (430 )      |             |
| Permanent differences                                     | 1                           | 1           | (23 )       |
| Other                                                     | -                           | (28 )       | (51 )       |
| Total provision for income taxes                          | \$16,506                    | \$14,105    | \$12,000    |

The 2017 Tax Cuts and Jobs Act (the “2017 Tax Act”) was signed into law on December 22, 2017. The 2017 Tax Act made a significant number of changes to the existing U.S. Internal Revenue Code, including a permanent reduction of the U.S. corporate income tax rate from 35% to 21% for tax years beginning after December 31, 2017. In accordance with SEC Staff Bulletin No. 118, fiscal year end companies were required to determine the appropriate blended rate to apply based on their respective fiscal year end dates. Therefore, instead of applying a 35.0% federal tax rate for the fiscal year ended March 31, 2018, the Company applied a blended federal rate of 31.5%. This blended rate was applied to fiscal 2018, resulting in a tax benefit of approximately \$1.9 million. As a result, the Company recorded a provisional income tax benefit of \$430,000 related to the re-measurement of deferred tax assets and liabilities resulting from the reduction of the federal corporate tax rate. The Company also recognized a stock compensation windfall benefit of \$1.1 million, and recognized a one-time net benefit of \$150,000 related to a return to provision true up of the fiscal 2017 income tax provision.

**(6) Net Income Per Share**

In accordance with the provisions of ASC Topic 260 (“*Earnings Per Share*”) basic net income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted net income per common share includes the dilutive effect of potential restricted stock and the effects of the potential conversion of preferred shares, calculated using the treasury stock method. Unvested restricted stock, and convertible preferred shares issued by the Company represent the only dilutive effect reflected in diluted weighted average shares outstanding. The following is a reconciliation of the numerators and denominators of the basic and diluted net income per share computations for the periods presented (in thousands,

except for per share amounts):

|                                                                                | <b>Year Ended March 31,</b> |             |             |
|--------------------------------------------------------------------------------|-----------------------------|-------------|-------------|
|                                                                                | <b>2018</b>                 | <b>2017</b> | <b>2016</b> |
| Net income (numerator):                                                        |                             |             |             |
| Net income                                                                     | \$37,283                    | \$23,819    | \$20,567    |
| Shares (denominator)                                                           |                             |             |             |
| Weighted average number of common shares outstanding used in basic computation | 20,346                      | 20,232      | 20,124      |
| Common shares issuable upon the vesting of restricted stock                    | 77                          | 136         | 120         |
| Common shares issuable upon conversion of preferred shares                     | 10                          | 10          | 10          |
| Shares used in diluted computation                                             | 20,433                      | 20,378      | 20,254      |
| Net income per common share:                                                   |                             |             |             |
| Basic                                                                          | \$1.83                      | \$1.18      | \$1.02      |
| Diluted                                                                        | \$1.82                      | \$1.17      | \$1.02      |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### (6) Net Income Per Share (Continued)

At March 31, 2018, 77,350 shares of common restricted stock were excluded from the computations of diluted net income per common share, as their inclusion would have had an anti-dilutive effect on diluted net income per common share. At March 31, 2017 and 2016, all restricted stock was included in the diluted net income per common share computation.

### (7) Shareholders' Equity

#### Preferred Stock

In April 1998, the Company issued 250,000 shares of its \$.001 par value preferred stock at a price of \$4.00 per share, less issuance costs of \$112,187. Each share of the preferred stock is convertible into approximately 4.05 shares of common stock at the election of the shareholder. The shares have a liquidation value of \$4.00 per share and may pay dividends at the sole discretion of the Company. The Company does not anticipate paying dividends to the preferred shareholders in the foreseeable future. Each share of preferred stock is entitled to one vote on all matters submitted to a vote of shareholders of the Company. At March 31, 2018 and 2017, 2,500 shares of the convertible preferred stock remained unconverted and outstanding.

#### Share Repurchase Plan

On November 8, 2006, the Company's Board of Directors approved a share repurchase plan of up to \$20.0 million. On October 31, 2008, November 1, 2010, and August 1, 2011, the Company's Board of Directors approved an increase under the repurchase plan each for an additional \$20.0 million. The repurchase plan is intended to be implemented through purchases made from time to time in either the open market or through private transactions at the Company's discretion, subject to market conditions and other factors, in accordance with Securities and Exchange Commission requirements.

There can be no assurances as to the precise number of shares that will be repurchased under the share repurchase plan, and the Company may discontinue the share repurchase plan at any time subject to compliance with applicable regulatory requirements. Shares purchased pursuant to the share repurchase plan will either be cancelled or held in the

Company's treasury. During both fiscal 2018 and 2017 the Company had no share repurchases. At March 31, 2018 the Company had approximately \$10.2 million remaining under the Company's share repurchase plan.

## Dividends

On May 9, 2016, the Company's Board of Directors increased the quarterly dividend to \$0.19 per share, then on May 8, 2017 the Company's Board of Directors increased the quarterly dividend to \$0.20 per share, and then on January 22, 2018 the Company's Board of Directors increased the quarterly dividend to \$0.25 per share, on its common stock. The Company intends to continue to pay regular quarterly dividends; however the declaration and payment of future dividends is discretionary and will be subject to a determination by the Board of Directors each quarter following its review of the Company's financial performance.

During fiscal 2018, our Board of Directors declared the following dividends:

| <b>Declaration Date</b> | <b>Per Share Dividend</b> | <b>Record Date</b> | <b>Total Amount<br/>(In thousands)</b> | <b>Payment Date</b> |
|-------------------------|---------------------------|--------------------|----------------------------------------|---------------------|
| May 8, 2017             | \$0.20                    | May 19, 2017       | \$ 4,105                               | May 26, 2017        |
| July 24, 2017           | \$0.20                    | August 7, 2017     | \$ 4,121                               | August 18, 2017     |
| October 23, 2017        | \$0.20                    | November 6, 2017   | \$ 4,121                               | November 17, 2017   |
| January 22, 2018        | \$0.25                    | February 5, 2018   | \$ 5,150                               | February 16, 2018   |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### (8) Restricted Stock

On July 28, 2006, the Company received shareholder approval for the adoption of the 2006 Employee Equity Compensation Restricted Stock Plan (the “2006 Employee Plan”) and the 2006 Outside Director Equity Compensation Restricted Stock Plan (the “2006 Director Plan”). The purpose of the plans was to promote the interests of the Company by securing and retaining both employees and outside directors. The Company had reserved 1.0 million shares of common stock for issuance under the Employee Plan, and 200,000 shares of common stock for issuance under the Director Plan. In July 2012, the Company received shareholder approval to ratify the amendment to the Company’s Director Plan passed by the Board of Directors to increase the number of shares available for issuance under the Director Plan from 200,000 to 400,000. Additionally, the Company received shareholder approval to ratify the amendment passed by the Board of Directors to provide for a 10% automatic increase every year in the amount of shares available for issuance under both of the plans.

In July 2015, the Company’s 2015 Outside Director Equity Compensation Restricted Stock Plan (“2015 Director Plan”) became effective upon the approval of the plan by the Company’s Shareholders. The 2015 Director Plan authorizes 400,000 shares of the Company’s common stock available for issuance under the plan, and provides for an automatic increase every year in the amount of shares available for issuance under the plan of 10% of the shares authorized under the plan. In July 2016, the Company’s 2016 Employee Equity Compensation Restricted Stock Plan (“2016 Employee Plan”) became effective upon the approval of the plan by the Company’s Shareholders. The 2016 Employee Plan authorizes 1,000,000 shares of the Company’s Common stock available for issuance under the plan. The value of the restricted stock is determined based on the market value of the stock at the issuance date. The restriction period or forfeiture period is determined by the Company’s Board and is to be no less than 1 year and no more than ten years.

The Company had 974,609 restricted common shares issued under the 2006 Employee Plan, 47,350 restricted common shares issued under the 2016 Employee Plan, 272,000 restricted common shares issued under the 2006 Director Plan, and 60,000 restricted common shares issued under the 2015 Director Plan at March 31, 2018. All shares were issued subject to a restriction or forfeiture period which will lapse ratably on the first, second, and third anniversaries of the date of grant, and the fair value of which is being amortized over the three-year restriction period. For the fiscal years ended March 31, 2018, 2017, and 2016, the Company recognized compensation expense related to the Employee and Director Plans of \$2.6 million, \$1.9 million, and \$1.6 million, respectively.

A summary of the Company’s non-vested restricted stock at March 31, 2018 is as follows:

#### **Both Plans**

|                                                           | <b>Employee<br/>Plan</b>    | <b>Director<br/>Plan</b>    | <b>Number of<br/>Shares</b> |
|-----------------------------------------------------------|-----------------------------|-----------------------------|-----------------------------|
|                                                           | <b>Number of<br/>Shares</b> | <b>Number of<br/>Shares</b> | <b>(In<br/>thousands)</b>   |
|                                                           | <b>(In<br/>thousands)</b>   | <b>(In<br/>thousands)</b>   |                             |
| Non-vested restricted stock outstanding at March 31, 2017 | 172                         | 60                          | 232                         |
| Restricted stock granted                                  | 49                          | 30                          | 79                          |
| Restricted stock vested                                   | (84 )                       | (30 )                       | (114 )                      |
| Restricted stock forfeited or expired                     | (4 )                        | -                           | (4 )                        |
| Non-vested restricted stock outstanding at March 31, 2018 | 133                         | 60                          | 193                         |

At March 31, 2018 and 2017, there were 192,968 and 232,253, non-vested restricted stock shares outstanding, respectively. During the fiscal years ended March 31, 2018 and 2017, the Company issued, net of forfeitures, 75,081 and 78,582 restricted shares, respectively. At March 31, 2018 and 2017, there were \$4.4 million and \$3.3 million of unrecognized compensation cost related to the non-vested restricted stock awards, respectively, which is expected to be recognized over the remaining weighted average vesting period of 1.5 years and 1.8 years for fiscal 2018 and 2017, respectively.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### **(9) Fair Value Measurements**

The Company carries cash and cash equivalents and investments at fair value in the Consolidated Balance Sheets. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. ASC Topic 820 ("Fair Value Measurements") establishes a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company's cash equivalents are classified within Level 1. At March 31, 2018 and 2017 the Company had invested the majority of its cash and cash equivalents balance in money market funds (level 1).

### **(10) Commitments and Contingencies**

#### Legal Matters and Routine Proceedings

On August 25, 2017 and September 7, 2017, shareholders filed putative securities class action lawsuits in the United States District Court for the Southern District of Florida, which were subsequently consolidated, against PetMed Express, Inc. (the "Company") and the Company's principal executive officers, one of whom is also a director. Relying exclusively on a false and defamatory, anonymous "report" posted on August 23, 2017 on the Aurelius Value website the plaintiffs alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The Company has always denied and continues to deny the plaintiffs' unfounded accusations. The plaintiffs investigated their claims, and on or about January 19, 2018, the plaintiffs voluntarily dismissed the consolidated lawsuit without prejudice.

The Company has settled complaints that had been filed with various states' pharmacy boards in the past. There can be no assurances made that other states will not attempt to take similar actions against the Company in the future. The Company initiates litigation to protect its trade or service marks. There can be no assurance that the Company will be successful in protecting its trade or service marks. Legal costs related to the above matters are expensed as incurred.

#### Employment Agreements

On January 29, 2016, the Company amended the existing Executive Employment Agreement of Menderes Akdag, the Company's President, Chief Executive Officer, and Director, and entered into Amendment No. 5 to the Executive Employment Agreement with Mr. Akdag. The Agreement amended certain provisions of the Executive Employment Agreement as follows: the term of the Agreement was for three years, commencing on March 16, 2016; Mr. Akdag's salary was increased to \$600,000 per year throughout the term of the Agreement, and Mr. Akdag was granted 120,000 shares of restricted stock. The restricted stock was granted on March 16, 2016, in accordance with the Company's 2006 Employee Equity Compensation Restricted Stock Plan and the restrictions lapse ratably over a three-year period.

#### Operating Leases

Prior to its move to Delray Beach, FL, the Company leased its 65,300 square foot executive offices, warehouse facility, and customer service and pharmacy contact centers under a non-cancelable operating lease in Pompano Beach, Florida. The Company was responsible for certain maintenance costs, taxes, and insurance under this lease. Rent expense was \$519,000 and \$781,000 for the fiscal years ended March 31, 2017 and 2016, respectively. The Company relocated to the Delray Beach property in the quarter ended December 31, 2016, therefore eliminating any future rent payments subsequent to December 1, 2016.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### **(10) Commitments and Contingencies (Continued)**

Upon acquisition of the Delray Beach property in January 2016, 48% of the property, approximately 88,000 square feet of the property was leased to two tenants. At March 31, 2018, the leases with these two tenants had a remaining weighted average lease term of 2.0 years. The Company recorded approximately \$604,000 and \$586,000 in rental revenue in fiscal 2018 and 2017, respectively, which was included in other income. The Company expects to receive the following future lease payments over the next three years: \$622,000 in fiscal 2019; \$484,000 in fiscal 2020; and \$97,000 in fiscal 2021.

### **(11) Employee Benefit Plan**

The Company maintains a 401(k) Savings Plan for eligible employees. The plan is a defined contribution plan that is administered by the Company. All regular, full-time employees are eligible for voluntary participation upon completing one year of service and having attained the age of 21. The plan provides for growth in savings through contributions and income from investments. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. Plan participants are allowed to contribute a specified percentage of their base salary. In 2006, the Company approved a matching contribution which is funded subsequent to the calendar year. During the fiscal years ended March 31, 2018, 2017, and 2016, the Company charged \$166,000, \$181,000, and \$177,000, respectively, of 401(k) matching contribution and administration expense to general and administrative expenses.

### **(12) Subsequent Events**

On May 7, 2018, the Company's Board of Directors declared a quarterly dividend of \$0.25 per share on its common stock. The \$5.2 million dividend was paid on May 25, 2018, to shareholders of record at the close of business on May 18, 2018.

### **(13) Quarterly Financial Data (Unaudited)**

Summarized unaudited quarterly financial data for fiscal 2018 and 2017 is as follows (in thousands, except for per share amounts):

| <b><u>Quarter Ended:</u></b>        | <b>June<br/>30,<br/>2017</b> | <b>September<br/>30, 2017</b> | <b>December<br/>31, 2017</b> | <b>March<br/>31,<br/>2018</b> |
|-------------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|
| Sales                               | \$79,657                     | \$ 66,711                     | \$ 60,110                    | \$67,322                      |
| Gross Profit                        | \$27,465                     | \$ 23,479                     | \$ 21,944                    | \$24,919                      |
| Income from operations              | \$14,416                     | \$ 12,248                     | \$ 11,468                    | \$14,004                      |
| Net income                          | \$9,276                      | \$ 8,760                      | \$ 9,064                     | \$10,183                      |
| Diluted net income per common share | \$0.45                       | \$ 0.43                       | \$ 0.44                      | \$0.50                        |

| <b><u>Quarter Ended:</u></b>        | <b>June<br/>30,<br/>2016</b> | <b>September<br/>30, 2016</b> | <b>December<br/>31, 2016</b> | <b>March<br/>31,<br/>2017</b> |
|-------------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|
| Sales                               | \$72,487                     | \$ 60,791                     | \$ 52,866                    | \$63,032                      |
| Gross Profit                        | \$22,452                     | \$ 18,064                     | \$ 16,643                    | \$22,155                      |
| Income from operations              | \$10,400                     | \$ 7,731                      | \$ 7,655                     | \$11,697                      |
| Net income                          | \$6,594                      | \$ 4,899                      | \$ 4,823                     | \$7,503                       |
| Diluted net income per common share | \$0.32                       | \$ 0.24                       | \$ 0.24                      | \$0.37                        |

## REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for the preparation and integrity of the Consolidated Financial Statements appearing in our Annual Report on Form 10-K. The financial statements were prepared in conformity with generally accepted accounting principles appropriate in the circumstances and, accordingly, include certain amounts based on our best judgments and estimates. Financial information in the Annual Report on Form 10-K is consistent with that in the financial statements.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) under the Securities Exchange Act of 1934 (“Exchange Act”). The Company’s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated Financial Statements. Our internal control over financial reporting is supported by a team of consultants and appropriate reviews by management, written policies and guidelines, careful selection and training of qualified personnel, and a written Corporate Code of Business Conduct and Ethics adopted by our Company’s Board of Directors, applicable to all Company Directors and all officers and employees of our Company and subsidiaries.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit Committee (“Committee”) of our Company’s Board of Directors, comprised solely of Directors who are independent in accordance with the requirements of The NASDAQ Stock Market LLC listing standards, the Exchange Act and the Company’s Corporate Governance Guidelines, meets with the independent auditors and management periodically to discuss internal control over financial reporting, and auditing and financial reporting matters. The Committee reviews with the independent auditors the scope and results of the audit effort. The Committee also meets periodically with the independent auditors without management present to ensure that the independent auditors have free access to the Committee. Our Audit Committee’s Report can be found in the Company’s 2018 Proxy Statement.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of March 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework - 2013*. Based on our assessment, management believes that the Company maintained effective internal control over financial reporting as of March 31, 2018.

The Company's independent auditors, RSM US LLP, a registered public accounting firm, are appointed by the Audit Committee of the Company's Board of Directors, subject to ratification by our Company's shareholders. RSM US LLP have audited and reported on the Consolidated Financial Statements of PetMed Express, Inc. and subsidiaries, and issued a report on the Company's internal control over financial reporting. The reports of the independent auditors are contained in our Annual Report on Form 10-K.

/s/ Menderes Akdag

Menderes Akdag

President, Chief Executive Officer, Director

May 29, 2018

/s/ Bruce S. Rosenbloom

Bruce S. Rosenbloom

Chief Financial Officer

May 29, 2018

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of  
PetMed Express, Inc. and subsidiaries

### **Opinion on the Internal Control Over Financial Reporting**

We have audited PetMed Express, Inc. and subsidiaries' (the Company) internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements of the Company and our report dated May 29, 2018 expressed an unqualified opinion.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP

West Palm Beach, Florida  
May 29, 2018

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures*

The Company's management, including our Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) as of March 31, 2018, the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of the Evaluation Date, that our disclosure controls and procedures were effective such that the information relating to PetMed Express, Inc., including our consolidated subsidiaries, required to be disclosed in our Securities and Exchange Commission ("SEC") reports (i) is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

#### *Management's Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2018 based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control — Integrated Framework*, management concluded that our internal control over financial reporting was effective, as of March 31, 2018, as stated in our report which is included herein. Our internal control over financial reporting as of March 31, 2018 has been audited by RSM US LLP, an independent registered public accounting firm, as stated in their report which is included herein.

#### *Changes in Internal Controls over Financial Reporting*

There have been no changes in our internal controls over financial reporting during the fourth quarter ended March 31, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The information required by this item will be set forth in our Proxy Statement, to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018, and is incorporated herein by reference.

We adopted a Corporate Code of Business Conduct and Ethics applicable to all officers, directors, and employees. The Company's Corporate Code of Business Conduct and Ethics is available on our website at [www.1800petmeds.com](http://www.1800petmeds.com) under "About Us - Corporate Governance". You may also obtain a copy of our Corporate Code of Business Conduct and Ethics free of charge by contacting Investor Relations at 1-800-738-6337.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item will be set forth in our Proxy Statement, to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018, and is incorporated herein by reference.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item (other than information required by Item 201(d) of Regulation S-K with respect to equity compensation plans, which is set forth under Item 5. in this Annual Report on Form 10-K) will be set forth in our Proxy Statement, to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018, and is incorporated herein by reference.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item will be set forth in our Proxy Statement, to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018, and is incorporated herein by reference.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item will be set forth in our Proxy Statement, to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on July 27, 2018, and is incorporated herein by reference.

## **PART IV**

### **ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**(a) The following documents are filed as part of this report on Form 10-K.**

#### **(1) Consolidated Financial Statements**

**The following exhibits are filed as part of this report on Form 10-K.**

#### **(3) Articles of Incorporation and By-Laws**

- 3.1 Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form 10-SB, File No. 000-28827, filed January 10, 2000).
- 3.2 Articles of Amendment to the Amended and Restated Articles of Incorporation filed June 6, 2001 (incorporated by reference to Exhibit 3.2 of the Registrant's Form 10-K for the year ended March 31, 2015).
- 3.3 First Amended and Restated By-Laws of PetMed Express, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K, filed February 3, 2017).

#### **(4) Instruments Defining the Rights of Security Holders**

- 4.1 Specimen common stock certificate (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form 10-SB, File No. 000-28827, filed January 10, 2000).

#### **(10) Material Contracts**

- 10.1 Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 10 of the Registrant's Form 8-K filed March 30, 2001).

- 10.2 Agreement for the Sale and Leaseback of the Land and Building (incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed June 14, 2001).
- 10.3 Amendment Number 1 to Executive Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed March 18, 2004).
- 10.4 Amendment Number 2 to Executive Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed February 28, 2007).
- 10.5 Amended and Restated 2006 Employee Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit B of our definitive Proxy Statement for our 2012 Annual Meeting of Stockholders filed June 15, 2012).
- 10.5.1 Form of Restricted Stock Agreement used for grants of restricted stock under the Amended and Restated 2006 Employee Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit 10.5.1 of the Registrant's Form 10-K for the year ended March 31, 2017 filed May 23, 2017).\*
- 10.6 Amended and Restated 2006 Outside Director Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit A of our definitive Proxy Statement for our 2012 Annual Meeting of Stockholders filed June 15, 2012).
- 10.6.1 Form of Restricted Stock Agreement used for grants of restricted stock under the Amended and Restated 2006 Outside Director Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit 10.6.1 of the Registrant's Form 10-K for the year ended March 31, 2017 filed May 23, 2017).\*
- 10.7 Employment Letter with Bruce Rosenbloom dated May 30, 2001 (incorporated by reference to Exhibit 10.9 of the Registrant's Form 8-K filed April 7, 2009).
- 10.8 Amendment Number 3 to Executive Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed February 8, 2010).
- 10.9 Amendment Number 4 to Executive Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed January 28, 2013).
- 10.10 2015 Outside Director Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit B of our definitive Proxy Statement for our 2015 Annual Meeting of Stockholders filed June 8, 2015).
- 10.10.1 Form of Restricted Stock Agreement used for grants of restricted stock under the Amended and Restated 2015 Outside Director Equity Compensation Restricted Stock Plan (incorporated by reference to Exhibit 10.10.1 of the Registrant's Form 10-K for the year ended March 31, 2017 filed May 23, 2017).\*

- 10.11 Agreement of Purchase and Sale [420 South Congress Avenue] (incorporated by reference to Exhibit 10.11 of the Registrant's Form 10-Q for the quarter ended December 31, 2015, filed February 2, 2016).
- 10.12 Amendment Number 5 to Executive Employment Agreement with Menderes Akdag (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed February 2, 2016).
- 10.13 2016 Employee Equity Compensation Restricted Stock Plan, including forms of Restricted Stock Agreement used for grants of restricted stock (incorporated by reference to Exhibit A of our definitive Proxy Statement for our 2016 Annual Meeting of Stockholders filed June 13, 2016).
- 10.14 Amendment No. 1 to Offer Letter with Bruce Rosenbloom, Chief Financial Officer (incorporated by reference to Exhibit 10.1 of the Registrant's Form 10-Q for the quarter ended September 30, 2017, filed October 31, 2017).

**(21) Subsidiaries of Registrant**

21.1 Subsidiaries of Registrant\*

**(23) Consents of Experts and Counsel**

23.1 Consent of RSM US LLP

**(31) Certifications**

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).\*

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).\*

**(32) Certifications**

32.1 Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 1350.\*\*

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\*Filed herewith \*\*Furnished herewith

101.INS\*\*\*XBRL Instance

101.SCH\*\*\*XBRL Taxonomy Extension Schema

101.CAL\*\*\*XBRL Taxonomy Extension Calculation

101.DEF\*\*\*XBRL Taxonomy Extension Definition

101.LAB\*\*\*XBRL Taxonomy Extension Labels

101.PRE\*\*\*XBRL Taxonomy Extension Presentation

\*\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**ITEM 16. FORM 10-K SUMMARY.**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 29, 2018

### **PETMED EXPRESS, INC.**

(the “registrant”)

By: /s/ Menderes Akdag  
Menderes Akdag

Chief Executive Officer and President

(principal executive officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities on May 29, 2018.

| <b>SIGNATURE</b>         | <b>TITLE</b>                                            |
|--------------------------|---------------------------------------------------------|
| /s/ Menderes Akdag       | Chief Executive Officer and President                   |
| Menderes Akdag           | (principal executive officer)<br>Officer and Director   |
| /s/ Robert C. Schweitzer | Chairman of the Board                                   |
| Robert C. Schweitzer     | Director                                                |
| /s/ Bruce S. Rosenbloom  | Chief Financial Officer and Treasurer                   |
| Bruce S. Rosenbloom      | (principal financial and accounting officer)<br>Officer |
| /s/ Ronald J. Korn       | Director                                                |

Ronald J. Korn

/s/ Gian M. Fulgoni      Director  
Gian M. Fulgoni

/s/ Frank J. Formica      Director  
Frank J. Formica

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