

Sally Beauty Holdings, Inc.  
Form 10-Q  
August 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
FOR THE QUARTERLY PERIOD ENDED: JUNE 30, 2018

-OR-

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
Commission File No. 1-33145

SALLY BEAUTY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-2257936 (I.R.S. Employer Identification No.)
3001 Colorado Boulevard Denton, Texas (Address of principal executive offices)	76210 (Zip Code)

Registrant's telephone number, including area code: (940) 898-7500

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes No

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
(Do not check if a 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

As of July 27, 2018, there were 120,140,854 shares of the issuer’s common stock outstanding.

TABLE OF CONTENTS

	Page
<u>PART I — FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements</u>	6
<u>Item 2. Management’s Discussion And Analysis Of Financial Condition And Results Of Operations</u>	28
<u>Item 3. Quantitative And Qualitative Disclosures About Market Risk</u>	34
<u>Item 4. Controls And Procedures</u>	34
<u>PART II — OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	35
<u>Item 1a. Risk Factors</u>	35
<u>Item 2. Unregistered Sales Of Equity Securities And Use Of Proceeds</u>	35
<u>Item 3. Defaults Upon Senior Securities</u>	35
<u>Item 4. Mine Safety Disclosures</u>	35
<u>Item 5. Other Information</u>	35
<u>Item 6. Exhibits</u>	36

## Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

In this Quarterly Report, references to “the Company,” “Sally Beauty,” “our company,” “we,” “our,” “ours” and “us” refer to Sally Beauty Holdings, Inc. and its consolidated subsidiaries unless otherwise indicated or the context otherwise requires.

cautionary notice regarding forward-looking statements

Statements in this Quarterly Report on Form 10-Q and in the documents incorporated by reference herein which are not purely historical facts or which depend upon future events may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. Words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “project,” “target,” “can,” “could,” “may,” “should,” “will,” “would” or similar expressions may also identify such forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements as such statements speak only as of the date they were made. Any forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward-looking statements, including, but not limited to, risks and uncertainties related to:

- anticipating and effectively responding to changes in consumer and professional stylist preferences and buying trends in a timely manner;
- the success of our strategic initiatives, including our store refresh program and increased marketing efforts, to enhance the customer experience, attract new customers, drive brand awareness and improve customer loyalty;
- our ability to successfully implement our long-term strategic and growth initiatives;
- our ability to efficiently manage and control our costs and the success of our cost control plans, including our recent restructuring plans;
- the highly competitive nature of, and the increasing consolidation of, the beauty products distribution industry;
- the timing and acceptance of new product introductions;
- shifts in the mix of products sold during any period;
- potential fluctuation in our same store sales and quarterly financial performance;
- our dependence upon manufacturers who may be unwilling or unable to continue to supply products to us;
- our dependence upon manufacturers who have developed or could develop their own distribution businesses which compete directly with ours;
- the possibility of material interruptions in the supply of products by our third party manufacturers or distributors or increases in the prices of the products we purchase from our third party manufacturers or distributors;
- products sold by us being found to be defective in labeling or content;
- compliance with current laws and regulations or becoming subject to additional or more stringent laws and regulations;
- the success of our e-commerce businesses;
- diversion of professional products sold by Beauty Systems Group to mass retailers or other unauthorized resellers;
- the operational and financial performance of our Armstrong McCall, L.P. franchise based business, which we refer to as Armstrong McCall;
- successfully identifying acquisition candidates and successfully completing and integrating desirable acquisitions;
- opening and operating new stores profitably;
- the volume of traffic to our stores;
- the challenges of conducting business outside the United States;
- the impact of Britain’s separation from the European Union and related or other disruptive events in the United Kingdom, the European Union or other geographies in which we conduct business;
- rising labor and rental costs;
- protecting our intellectual property rights, particularly our trademarks;
- the risk that our products may infringe on the intellectual property rights of others;
  - successfully updating and integrating our information technology systems;

• disruption in our information technology systems;

• a significant data security breach, including misappropriation of our customers', employees' or suppliers' confidential information, and the potential costs related thereto;

• the costs and diversion of management's attention required to investigate and remediate a data security breach and to continuously upgrade our information technology security systems to address evolving cyber-security threats;

3

---

- the ultimate determination of the extent or scope of the potential liabilities relating to our past or any future data security incidents;
- our ability to attract and retain highly skilled management and other personnel;
- severe weather, natural disasters or acts of violence or terrorism;
- the preparedness of our accounting and other management systems to meet financial reporting and other requirements and the upgrade of our existing financial reporting system;
- our substantial indebtedness;
- the possibility that we may incur substantial additional debt, including secured debt, in the future;
- restrictions and limitations in the agreements and instruments governing our debt;
- changes in interest rates increasing the cost of servicing or refinancing our debt; and
- the costs and effects of litigation.

The events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. As a result, our actual results may differ materially from the results contemplated by these forward-looking statements. We assume no obligation to publicly update or revise any forward-looking statements.

WHERE YOU CAN FIND MORE INFORMATION

Our quarterly financial results and other important information are available by calling our Investor Relations Department at (940) 297-3877.

We maintain a website at [www.sallybeautyholdings.com](http://www.sallybeautyholdings.com) where investors and other interested parties may obtain, free of charge, press releases and other information as well as gain access to our periodic filings with the Securities and Exchange Commission (“SEC”). The information contained on this website should not be considered to be a part of this or any other report filed with or furnished to the SEC.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

The following condensed consolidated balance sheets as of June 30, 2018 and September 30, 2017, the condensed consolidated statements of earnings and condensed consolidated statements of comprehensive income for the three and nine months ended June 30, 2018 and 2017, and the condensed consolidated statements of cash flows for the nine months ended June 30, 2018 and 2017 are those of Sally Beauty Holdings, Inc. and its subsidiaries.



## SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES

## Condensed Consolidated Balance Sheets

(In thousands, except par value data)

	June 30, 2018 (Unaudited)	September 30, 2017
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$76,855	\$63,759
Trade accounts receivable, net	48,682	46,986
Accounts receivable, other	45,903	45,255
Inventory	950,978	930,855
Other current assets	42,089	55,223
Total current assets	1,164,507	1,142,078
Property and equipment, net of accumulated depreciation of \$593,545 at June 30, 2018 and \$546,061 at September 30, 2017	296,614	313,717
Goodwill	536,111	537,791
Intangible assets, excluding goodwill, net of accumulated amortization of \$130,057 at June 30, 2018 and \$121,550 at September 30, 2017	75,738	80,305
Other assets	22,742	25,116
Total assets	\$2,095,712	\$2,099,007
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities:		
Current maturities of long-term debt	\$68,992	\$96,082
Accounts payable	310,488	307,752
Accrued liabilities	166,505	166,527
Income taxes payable	3,148	2,233
Total current liabilities	549,133	572,594
Long-term debt	1,769,314	1,771,853
Other liabilities	33,774	20,140
Deferred income tax liabilities, net	69,700	98,036
Total liabilities	2,421,921	2,462,623
Stockholders' deficit:		
Common stock, \$0.01 par value. Authorized 500,000 shares; 120,226 and 129,710 shares issued and 119,882 and 129,585 shares outstanding at June 30, 2018 and September 30, 2017, respectively	1,199	1,296
Preferred stock, \$0.01 par value. Authorized 50,000 shares; none issued	—	—
Additional paid-in capital	—	—
Accumulated deficit	(235,401 )	(283,076 )
Accumulated other comprehensive loss, net of tax	(92,007 )	(81,836 )

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Total stockholders' deficit	(326,209 )	(363,616 )
Total liabilities and stockholders' deficit	\$2,095,712	\$2,099,007

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

7

---

## SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Earnings

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net sales	\$996,283	\$998,043	\$2,966,568	\$2,964,122
Cost of goods sold	502,913	495,404	1,500,247	1,481,669
Gross profit	493,370	502,639	1,466,321	1,482,453
Selling, general and administrative expenses	378,598	367,247	1,118,345	1,101,355
Restructuring charges	12,544	5,054	24,513	14,265
Operating earnings	102,228	130,338	323,463	366,833
Interest expense	24,501	26,969	73,779	80,616
Earnings before provision for income taxes	77,727	103,369	249,684	286,217
Provision for income taxes	19,501	36,830	46,823	106,860
Net earnings	\$58,226	\$66,539	\$202,861	\$179,357
Earnings per share:				
Basic	\$0.48	\$0.49	\$1.63	\$1.28
Diluted	\$0.48	\$0.49	\$1.62	\$1.28
Weighted average shares:				
Basic	120,901	135,450	124,331	139,888
Diluted	121,673	136,159	125,111	140,634

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

## SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Comprehensive Income

(In thousands)

(Unaudited)

	Three Months		Nine Months Ended	
	Ended		June 30,	
	June 30,	2017	2018	2017
Net earnings	\$58,226	\$66,539	\$202,861	\$179,357
Other comprehensive income (loss):				
Foreign currency translation adjustments	(22,168)	17,686	(11,986)	7,044
Interest rate caps:				
Changes in fair value	434	—	2,555	—
Income taxes related to changes in fair value	(126 )	—	(740 )	—
Other comprehensive income (loss), net of tax	(21,860)	17,686	(10,171 )	7,044
Total comprehensive income	\$36,366	\$84,225	\$192,690	\$186,401

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

## SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Nine Months Ended June 30,	
	2018	2017
<b>Cash Flows from Operating Activities:</b>		
Net earnings	\$202,861	\$179,357
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	81,428	83,972
Share-based compensation expense	8,237	8,590
Amortization of deferred financing costs	2,842	2,364
Loss on extinguishment of debt	876	—
Deferred income taxes	(25,132 )	11,325
Changes in (exclusive of effects of acquisitions):		
Trade accounts receivable	(2,171 )	90
Accounts receivable, other	(914 )	(4,185 )
Inventory	(24,119 )	(36,221 )
Other current assets	12,973	5,355
Other assets	341	622
Accounts payable and accrued liabilities	10,180	(26,685 )
Income taxes payable	801	886
Other liabilities	13,727	(2,623 )
Net cash provided by operating activities	281,930	222,847
<b>Cash Flows from Investing Activities:</b>		
Payments for property and equipment, net	(62,171 )	(66,529 )
Acquisitions, net of cash acquired	(9,175 )	—
Net cash used by investing activities	(71,346 )	(66,529 )
<b>Cash Flows from Financing Activities:</b>		
Proceeds from issuance of long-term debt	369,319	296,500
Repayments of long-term debt	(401,222)	(215,519)
Debt issuance costs	(1,151 )	—
Payments for common stock repurchased	(164,838)	(286,995)
Proceeds from exercises of stock options	1,317	16,941
Net cash used by financing activities	(196,575)	(189,073)
Effect of foreign exchange rate changes on cash and cash equivalents	(913 )	233
Net increase (decrease) in cash and cash equivalents	13,096	(32,522 )
Cash and cash equivalents, beginning of period	63,759	86,622
Cash and cash equivalents, end of period	\$76,855	\$54,100
<b>Supplemental Cash Flow Information:</b>		
Interest paid	\$83,344	\$103,493
Income taxes paid	\$53,559	\$84,319

Capital expenditures incurred but not paid	\$3,264	\$1,200
--	---------	---------

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

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation

The condensed consolidated interim financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and pursuant to the rules and regulations of the SEC. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC, although we believe that the disclosures made are adequate to make the information not misleading. These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Sally Beauty Holdings, Inc. and its consolidated subsidiaries’ (“Sally Beauty” or the “Company” or “we”) Annual Report on Form 10-K for the fiscal year ended September 30, 2017. All significant intercompany accounts and transactions have been eliminated in consolidation. In the opinion of management, these condensed consolidated interim financial statements reflect all adjustments that are of a normal recurring nature and which are necessary to present fairly our consolidated financial position as of June 30, 2018 and September 30, 2017, our consolidated results of operations and consolidated comprehensive income for the three and nine months ended June 30, 2018 and 2017, and our consolidated cash flows for the nine months ended June 30, 2018 and 2017.

The condensed consolidated interim financial statements included herein have been prepared on a going concern basis of accounting. Each quarter, management evaluates, based on relevant conditions and events, our ability to continue as a going concern for at least one year from the date our financial statements are issued. Based on management’s assessment, we have concluded that there does not exist substantial doubt about our ability to continue as a going concern as of the date the condensed consolidated interim financial statements included herein were issued.

Certain amounts for the prior fiscal periods have been reclassified to conform to the current fiscal period presentation, in connection with the retroactive adoption of two new accounting pronouncements in the current fiscal year. See Note 3 below for additional information.

2. Significant Accounting Policies

We adhere to the same accounting policies in the preparation of our condensed consolidated interim financial statements as we do in the preparation of our full-year consolidated financial statements. As permitted under GAAP, interim accounting for certain expenses, including income taxes, is based on full-year assumptions. For interim financial reporting purposes, income taxes are recorded based upon estimated annual effective income tax rates.

3. Accounting Changes and Recent Accounting Pronouncements

Accounting Changes

In November 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Income Taxes, which requires that deferred tax assets, net of related valuation allowances, and deferred tax liabilities be reported as noncurrent in a classified balance sheet. We adopted the new standard retrospectively effective October 1, 2017. Accordingly, the adoption of ASU No. 2015-17 resulted in a decrease in current deferred income tax assets of \$28.4 million, a decrease in current deferred income tax liabilities, included in accrued liabilities, of \$2.0 million, a net increase in noncurrent deferred income tax assets, included in other assets, of \$4.3 million and a net decrease in noncurrent deferred income tax liabilities of \$22.1 million in our previously reported consolidated balance sheet as of September 30, 2017.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which will supersede Accounting Standards Codification (“ASC”) Topic 605, Revenue Recognition. A core principle of the new guidance is that an entity should measure revenue in connection with its sale of goods and services to a customer based on the consideration to which the entity expects to be entitled in exchange for each of those goods and services. The new standard must be adopted using either the retrospective or cumulative effect transition method. For public companies, this amendment is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. In connection with the adoption of ASU No. 2014-09, we expect to change our classification of deferred revenue and product cost in connection with certain sales of salon equipment to customers. We are in the process of designing changes to our processes and controls to ensure the timely identification of new revenue streams that may affect our revenue recognition processes in the future. We are also assessing the disclosure requirements contained in the new standard and anticipate being compliant with the additional disclosures about our revenue recognition practices required by the new standard. We anticipate electing the modified retrospective transition method upon adoption at October 1, 2018. We have not yet adopted this accounting pronouncement and we do not believe, based on our assessment, that adoption will have a material effect on our consolidated results of operations and consolidated financial position.



## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

In February 2016, the FASB issued ASU No. 2016-02, Leases, which will require most leases to be reported on the balance sheet as a right-of-use asset and a lease liability. Under the new guidance, the lease liability must be measured initially based on the present value of future lease payments, subject to certain conditions. The right-of-use asset must be measured initially based on the amount of the liability, plus certain initial direct costs. The new guidance further requires that leases be classified at inception as either (a) operating leases or (b) finance leases. For operating leases, periodic expense will generally be flat (straight-line) throughout the life of the lease. For finance leases, periodic expense will decline (similar to capital leases under prior rules) over the life of the lease. The new standard must be adopted using a modified retrospective transition method. For public companies, this standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. We will adopted this pronouncement on October 1, 2019. We have completed a preliminary assessment of the potential impact of adopting ASU No. 2016-02 on our consolidated financial statements. At June 30, 2018, adoption of ASU No. 2016-02 would have resulted in recognition of a right-of-use asset in the estimated amount of approximately \$600.0 million and a lease liability for a similar amount in our consolidated balance sheet. We do not believe adoption of ASU No. 2016-02 will have a material impact on our consolidated results of operations or consolidated cash flows. The amount of the right-of-use asset and the lease liability we ultimately recognize may materially differ from this preliminary estimate, including as a result of future organic growth in our business, changes in interest rates, and potential acquisitions.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities, which is intended to better align an entity's risk management activities and its financial reporting for hedging relationships. ASU No. 2017-12 will change both the designation and measurement guidance for a qualifying hedging relationship and the presentation of the impact of the hedging relationship on the entity's financial statements. In addition, ASU No. 2017-12 contains targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness and eliminates the requirement for an entity to separately measure and report hedge ineffectiveness. For public companies, these amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. We have not yet adopted the accounting pronouncement and do not believe, based on our preliminary assessment, that adoption will have a material effect on our consolidated financial statements.

## 4. Fair Value Measurements

## Fair value on recurring basis

Consistent with the three-level hierarchy defined in ASC Topic 820, Fair Value Measurement, as amended, we categorize our financial assets and liabilities as follows (in thousands):

		As of June 30, 2018	As of September 30, 2017
<b>Assets</b>			
Foreign exchange contracts	Level 2	\$ 183	\$ 779
Interest rate caps	Level 2	7,734	5,178
Total assets		\$7,917	\$ 5,957

**Liabilities**

Foreign exchange contracts Level 2 \$— \$ 207

Other fair value disclosures

		As of June 30, 2018		As of September 30, 2017	
		Carrying		Carrying	
		Value	Fair Value	Value	Fair Value
<b>Long-term debt</b>					
Senior notes	Level 1	\$950,000	\$889,115	\$950,000	\$973,750
Other long-term debt	Level 2	910,265	894,924	941,480	946,180
Total debt		\$1,860,265	\$1,784,039	\$1,891,480	\$1,919,930

12

---

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## 5. Accumulated Stockholders' Deficit

In August 2017, we announced that our Board of Directors approved a share repurchase program authorizing the Company to repurchase up to \$1.0 billion of its common stock over an approximate four-year period expiring on September 30, 2021 (the "2017 Share Repurchase Program") and terminated our similar share repurchase program approved by our Board in 2014 (the "2014 Share Repurchase Program"). During the nine months ended June 30, 2018 and 2017, we repurchased and subsequently retired approximately 9.9 million and 13.1 million shares of our common stock at an aggregate cost of \$164.6 million and \$286.5 million, excluding common stock surrendered by grantees to satisfy tax withholding obligations, under the 2017 Share Repurchase Program and the 2014 Share Repurchase Program, respectively. We reduced common stock and additional paid-in capital, in the aggregate, by these amounts. However, as required by GAAP, to the extent that share repurchase amounts exceeded the balance of additional paid-in capital prior to our recording of such repurchases, we recorded the excess in accumulated deficit.

The change in accumulated other comprehensive loss ("AOCL") was as follows (in thousands):

	Foreign Currency Translation Adjustments	Interest Rate Caps	Total
Balance at September 30, 2017	\$ (80,752 )	\$ (1,084 )	\$(81,836)
Other comprehensive (loss) income before reclassification, net of tax	(11,986 )	1,815	(10,171)
Balance at June 30, 2018	\$ (92,738 )	\$ 731	\$(92,007)

## 6. Earnings Per Share

The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended		Nine Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
Net earnings	\$58,226	\$66,539	\$202,861	\$179,357
Weighted average basic shares	120,901	135,450	124,331	139,888
Dilutive securities:				
Stock option and stock award programs	772	709	780	746
Weighted average diluted shares	121,673	136,159	125,111	140,634
Earnings per share:				

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Basic	\$0.48	\$0.49	\$1.63	\$1.28
Diluted	\$0.48	\$0.49	\$1.62	\$1.28

For the three and nine months ended June 30, 2018, options to purchase 5.2 million shares of our common stock were outstanding but not included in our computations of diluted earnings per share, since these options were anti-dilutive. For the three and nine months ended June 30, 2017, options to purchase 4.8 million shares of our common stock were outstanding but not included in the computations of diluted earnings per share, since these options were anti-dilutive.

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

7. Share-Based Payments

Performance-Based Awards

The following table presents a summary of the activity for our performance unit awards assuming 100% payout:

	Number of Shares	Weighted Average Fair Value Per Share	Weighted Average Remaining Vesting Term (in Years)
Performance Unit Awards (in Thousands)			
Unvested at September 30, 2017	197	\$ 24.50	1.5
Granted	215	17.42	
Vested	—	—	
Forfeited	(61 )	20.60	
Unvested at June 30, 2018	351	\$ 20.86	1.5

Service-Based Awards

The following table presents a summary of the activity for our stock option awards:

	Number of Outstanding Options (in Thousands)	Weighted Average Exercise Price (in Thousands)	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (in Thousands)
Outstanding at September 30, 2017	5,211	\$ 24.12	5.6	\$ 3,867

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Granted	1,220	17.23		
Exercised	(144 )	9.14		
Forfeited or expired	(819 )	23.78		
Outstanding at June 30, 2018	5,468	\$ 23.03	5.7	\$ 1,487
Exercisable at June 30, 2018	3,202	\$ 24.06	4.0	\$ 1,395

The following table presents a summary of the activity for our Restricted Stock Awards:

		Weighted	
		Weighted	Average
	Number	Average	Remaining
	of Shares	Fair	Vesting
		Value Per	Term
Restricted Stock Awards	(in Thousands)	Share	(in Years)
Unvested at September 30, 2017	125	\$ 26.00	1.3
Granted	326	16.98	
Vested	(50 )	24.44	
Forfeited	(56 )	19.79	
Unvested at June 30, 2018	345	\$ 18.74	2.4

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

The following table presents a summary of the activity for our Restricted Stock Units:

		Weighted	
	Number	Average	Remaining
	of Shares	Value Per	Vesting
Restricted Stock Units	(in Thousands)	Share	(in Years)
Unvested at September 30, 2017	—	\$ —	—
Granted	74	17.34	
Vested	—	—	
Forfeited	(7 )	17.42	
Unvested at June 30, 2018	67	\$ 17.34	0.2

## 8. Goodwill and Intangible Assets

In December 2017, we acquired certain assets and business operations of H. Chalut Ltee (“Chalut”), a 21-store professional-only distributor of beauty supplies operating in Quebec, Canada, for \$8.8 million, of which \$5.5 million was allocated to goodwill. During the three months ended June 30, 2018, we finalized our valuation of the Chalut acquisition and recognized a decrease in goodwill with a corresponding increase in intangible assets of \$4.7 million.

During the three months ended March 31, 2018, we completed our annual assessment for impairment of goodwill and other intangible assets. No material impairment losses were recognized in the current or prior periods presented in connection with goodwill and other intangible assets.

For the three months ended June 30, 2018 and 2017, amortization expense related to other intangible assets was \$3.2 million, and, for the nine months ended June 30, 2018 and 2017, amortization expense was \$8.8 million and \$9.9 million, respectively.

## 9. Short-term Borrowings and Long-term Debt

At June 30, 2018, we had \$417.8 million available for borrowing under the ABL facility, including the Canadian sub-facility. At June 30, 2018, we were in compliance with the agreements and instruments governing our debt, including our financial covenants.

On March 27, 2018, we entered into an Amendment No. 1 with respect to our term loan B pursuant to which the interest rate spread on the variable-rate tranche of approximately \$548.6 million was reduced by 25 basis points to 2.25%. In connection with this amendment, we incurred and capitalized financing costs of approximately \$1.0 million. This amount is reported as a deduction from the term loan B and is being amortized over the term of the term loan B using the effective interest method. Additionally, we recorded a loss on extinguishment of debt in the amount of approximately \$0.9 million, including cost resulting from certain creditors exiting the loan syndication.

#### 10. Derivative Instruments and Hedging Activities

During the nine months ended June 30, 2018, we did not purchase or hold any derivative instruments for trading or speculative purposes.

##### Designated Cash Flow Hedges

In July 2017, we purchased two interest rate caps with an initial aggregate notional amount of \$550 million (the “interest rate caps”) to mitigate the exposure to higher interest rates in connection with our term loan B. The interest rate caps expire on June 30, 2023 and are designated as cash flow hedges.

##### Non-designated Cash Flow Hedges

At June 30, 2018, we held foreign currency forward contracts with an aggregate notional amount of \$50.2 million based upon exchange rates at June 30, 2018. These derivative instruments expire at various dates through September 30, 2018.



## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

The table below presents the fair value of our derivative financial instruments (in thousands):

	Asset Derivatives			Liability Derivatives		
	Classification	June 30, 2018	September 30, 2017	Classification	June 30, 2018	September 30, 2017
Derivatives designated as hedging instruments:						
Interest rate caps	Other assets	\$ 7,734	\$ 5,178	N/A	\$ —	\$ —
Derivatives not designated as hedging instruments:						
Foreign exchange contracts	Other current assets	183	779	Accrued liabilities	—	207
		\$ 7,917	\$ 5,957		\$ —	\$ 207

The effects of our derivative financial instruments on our condensed consolidated statements of earnings were not material for the three and nine months ended June 30, 2018 and 2017.

## 11. Income Taxes

On December 22, 2017, the U.S. enacted comprehensive amendments to the Internal Revenue Code of 1986 (“U.S. Tax Reform”). Among other things, U.S. Tax Reform (a) reduces the federal statutory tax rate for corporate taxpayers, (b) provides for a deemed repatriation of undistributed foreign earnings by U.S. taxpayers and makes other fundamental changes on how foreign earnings will be taxed by the U.S. and (c) otherwise modifies corporate tax rules in significant ways. In accordance with ASC Topic 740, Income Taxes, entities must revalue their deferred income taxes considering the new tax rates and recognize any impact of the deemed repatriation of undistributed foreign earnings on their financial statements based on the enacted tax law.

In December 2017, the SEC provided guidance allowing registrants to record provisional amounts, during a specified measurement period, when the necessary information is not available, prepared or analyzed in reasonable detail to account for the impact of U.S. Tax Reform. Accordingly, we have reported the revaluation of deferred income taxes and the impact of the deemed repatriation on our consolidated interim financial statements based on provisional amounts. Specifically, in the nine months ended June 30, 2018, we recognized a provisional income tax benefit of \$36.4 million in connection with the revaluation and income tax accounting method changes related to our deferred income tax assets and liabilities, and a provisional income tax charge of \$11.4 million for federal and state income taxes, including \$10.4 million payable beyond one year, related to accumulated but undistributed earnings of our

foreign operations. In the three months ended June 30, 2018, we recognized a deferred income tax benefit of \$2.7 million primarily in connection with income tax accounting method changes adopted for our federal income tax return for the fiscal year ended September 30, 2017.

For the fiscal year ending September 30, 2018, our U.S. federal statutory tax rate is 24.5% and, for fiscal years after that, 21.0%. Among the factors that could affect the accuracy of our provisional amounts is uncertainty about the statutory tax rate applicable to our deferred income tax assets and liabilities, since the actual rate will be dependent on the timing of realization or settlement of such assets and liabilities. At June 30, 2018, we estimated the dates when such realization or settlement would occur. The actual dates when such realization or settlement occurs may be significantly different from our estimates, which could result in the ultimate revaluation of our deferred income taxes to be different from our provisional amounts. In addition, there is uncertainty about the impact of expected Internal Revenue Service (“IRS”) guidance intended to interpret the most complex provisions of U.S. Tax Reform. Our liability for federal and state income taxes applicable to undistributed earnings of our foreign operations may be materially different from our provisional amount as a result of such future IRS guidance and interpretation and in connection with estimates related to the amount of undistributed foreign earnings and cash balances.

Effective for fiscal years beginning after December 31, 2017, U.S. Tax Reform subjects taxpayers to tax on global intangible low-taxed income (“GILTI”) earned by certain foreign subsidiaries. In January 2018, FASB Staff provided guidance that an entity can make an accounting policy election to either recognize deferred taxes related to items giving rise to GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred. Given the uncertainty about the impact of expected IRS guidance related to the GILTI provisions, we are still evaluating the effects of the GILTI provisions and have not yet determined our accounting policy.

We are currently assessing the potential additional impact of U.S. Tax Reform on our business and consolidated financial statements, and expect to complete such assessment on or before September 30, 2018.

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

The difference between our U.S. federal statutory income tax rate and our effective income tax rate is summarized below:

	Three Months Ended	Nine Months Ended
	June 30, 2018	June 30, 2018
U.S. federal statutory income tax rate	24.5 %	24.5 %
State income taxes, net of federal tax benefit	2.9	3.1
Effect of foreign operations	1.0	1.0
Deferred tax revaluation, including adoption		
of income tax method changes	(3.5)	(14.6)
Deemed repatriation tax	—	4.6
Other, net	0.2	0.2
Effective tax rate	25.1 %	18.8 %

## 12. Business Segments

Segment data for the three and nine months ended June 30, 2018 and 2017 is as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
Net sales:				
Sally Beauty Supply ("SBS")	\$591,583	\$594,880	\$1,757,272	\$1,760,732
Beauty Systems Group ("BSG")	404,700	403,163	1,209,296	1,203,390
Total	\$996,283	\$998,043	\$2,966,568	\$2,964,122
Earnings before provision for income taxes:				
Segment operating earnings:				
SBS	\$94,912	\$104,880	\$271,834	\$294,245
BSG	62,039	67,327	186,553	193,630
Segment operating earnings	156,951	172,207	458,387	487,875
Unallocated expenses	(42,179 )	(36,815 )	(110,411 )	(106,777 )
Restructuring charges	(12,544 )	(5,054 )	(24,513 )	(14,265 )

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Consolidated operating earnings	102,228	130,338	323,463	366,833
Interest expense	(24,501 )	(26,969 )	(73,779 )	(80,616 )
Earnings before provision for income taxes	\$77,727	\$103,369	\$249,684	\$286,217

Sales between segments, which are eliminated in consolidation, were not material during the three and nine months ended June 30, 2018 and 2017.

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## 13. Parent, Issuers, Guarantor and Non-Guarantor Condensed Consolidating Financial Statements

## Condensed Consolidating Balance Sheet

June 30, 2018

(In thousands)

	Parent	Sally Holdings LLC and Sally Capital Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
<b>Assets</b>						
Cash and cash equivalents	\$—	\$ 10	\$27,386	\$ 49,459	\$—	\$ 76,855
Trade and other accounts receivable, net	—	—	59,773	34,812	—	94,585
Due from affiliates	—	—	2,542,180	—	(2,542,180 )	—
Inventory	—	—	720,360	230,618	—	950,978
Other current assets	2,755	267	24,741	14,326	—	42,089
Property and equipment, net	9	—	221,685	74,920	—	296,614
Investment in subsidiaries	1,309,860	3,968,488	371,610	—	(5,649,958 )	—
Goodwill and other intangible assets, net	—	—	461,468	150,381	—	611,849
Other assets	1,050	10,683	(7,850 )	18,859	—	22,742
<b>Total assets</b>	<b>\$ 1,313,674</b>	<b>\$ 3,979,448</b>	<b>\$ 4,421,353</b>	<b>\$ 573,375</b>	<b>\$(8,192,138 )</b>	<b>\$ 2,095,712</b>
<b>Liabilities and Stockholders' (Deficit) Equity</b>						
Accounts payable	\$85	\$—	\$242,602	\$ 67,801	\$—	\$ 310,488
Due to affiliates	1,627,792	823,046	—	91,342	(2,542,180 )	—
Accrued liabilities	256	6,188	126,664	33,397	—	166,505
Income taxes payable	1,578	1,850	—	(280 )	—	3,148
Long-term debt	—	1,837,416	2	888	—	1,838,306
Other liabilities	10,371	—	19,347	4,056	—	33,774
Deferred income tax liabilities, net	(199 )	1,088	64,250	4,561	—	69,700
<b>Total liabilities</b>	<b>1,639,883</b>	<b>2,669,588</b>	<b>452,865</b>	<b>201,765</b>	<b>(2,542,180 )</b>	<b>2,421,921</b>

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Total stockholders' (deficit) equity	(326,209 )	1,309,860	3,968,488	371,610	(5,649,958 )	(326,209 )
Total liabilities and stockholders' (deficit) equity	\$ 1,313,674	\$ 3,979,448	\$ 4,421,353	\$ 573,375	\$ (8,192,138 )	\$ 2,095,712

18

---

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Balance Sheet

September 30, 2017

(In thousands)

	Parent	Sally Holdings LLC and Sally Capital Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
<b>Assets</b>						
Cash and cash equivalents	\$—	\$ 10	\$ 22,090	\$ 41,659	\$—	\$ 63,759
Trade and other accounts receivable, net	200	—	59,992	32,049	—	92,241
Due from affiliates	—	—	2,289,371	—	(2,289,371 )	—
Inventory	—	—	709,890	220,965	—	930,855
Other current assets	11,763	813	26,144	16,503	—	55,223
Property and equipment, net	12	—	230,069	83,636	—	313,717
Investment in subsidiaries	1,110,891	3,717,999	386,681	—	(5,215,571 )	—
Goodwill and other intangible assets, net	—	—	468,118	149,978	—	618,096
Other assets	1,538	8,116	(7,837 )	23,299	—	25,116
<b>Total assets</b>	<b>\$ 1,124,404</b>	<b>\$ 3,726,938</b>	<b>\$ 4,184,518</b>	<b>\$ 568,089</b>	<b>\$ (7,504,942 )</b>	<b>\$ 2,099,007</b>
<b>Liabilities and Stockholders' (Deficit) Equity</b>						
Accounts payable	\$ 251	\$ 4	\$ 243,818	\$ 63,679	\$—	\$ 307,752
Due to affiliates	1,487,484	727,856	—	74,031	(2,289,371 )	—
Accrued liabilities	285	20,108	113,628	32,506	—	166,527
Income taxes payable	—	1,624	—	609	—	2,233
Long-term debt	—	1,866,455	1	1,479	—	1,867,935
Other liabilities	—	—	16,008	4,132	—	20,140
Deferred income tax liabilities, net	—	—	93,064	4,972	—	98,036
<b>Total liabilities</b>	<b>1,488,020</b>	<b>2,616,047</b>	<b>466,519</b>	<b>181,408</b>	<b>(2,289,371 )</b>	<b>2,462,623</b>
<b>Total stockholders' (deficit) equity</b>	<b>(363,616 )</b>	<b>1,110,891</b>	<b>3,717,999</b>	<b>386,681</b>	<b>(5,215,571 )</b>	<b>(363,616 )</b>
	<b>\$ 1,124,404</b>	<b>\$ 3,726,938</b>	<b>\$ 4,184,518</b>	<b>\$ 568,089</b>	<b>\$ (7,504,942 )</b>	<b>\$ 2,099,007</b>

Total liabilities and  
stockholders' (deficit) equity

19

---



## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## Condensed Consolidating Statement of Earnings and Comprehensive Income

Three Months Ended June 30, 2018

(In thousands)

	Sally		Non-		Sally Beauty	
	Holdings LLC		Guarantor		Holdings,	
	and Sally		Guarantor		Inc.	
	Parent	Capital Inc.	Subsidiaries	Subsidiaries	Consolidating	and
					Eliminations	Subsidiaries
Net sales	\$—	\$ —	\$ 798,185	\$ 198,098	\$—	\$ 996,283
Related party sales	—	—	639	—	(639 )	—
Cost of products sold and distribution expenses	—	—	399,482	104,070	(639 )	502,913
Gross profit	—	—	399,342	94,028	—	493,370
Selling, general and administrative expenses	2,777	367	292,178	83,276	—	378,598
Restructuring charges	—	—	12,544	—	—	12,544
Operating earnings (loss)	(2,777 )	(367 )	94,620	10,752	—	102,228
Interest expense (income)	—	24,510	2	(11 )	—	24,501
Earnings (loss) before provision for income taxes	(2,777 )	(24,877 )	94,618	10,763	—	77,727
Provision (benefit) for income taxes	(804 )	(7,206 )	23,823	3,688	—	19,501
Equity in earnings of subsidiaries, net of tax	60,199	77,870	7,075	—	(145,144 )	—
Net earnings	58,226	60,199	77,870	7,075	(145,144 )	58,226
Other comprehensive income (loss), net of tax	—	308	—	(22,168 )	—	(21,860 )
Total comprehensive income (loss)	\$ 58,226	\$ 60,507	\$ 77,870	\$ (15,093 )	\$ (145,144 )	\$ 36,366

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Earnings and Comprehensive Income

Three Months Ended June 30, 2017

(In thousands)

	Sally Holdings LLC and Sally		Non- Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
	Parent	Capital Inc.	Subsidiaries	Subsidiaries	Eliminations	Subsidiaries
Net sales	\$—	\$ —	\$ 814,423	\$ 183,620	\$ —	\$ 998,043
Related party sales	—	—	648	—	(648 )	—
Cost of products sold and distribution expenses	—	—	398,707	97,345	(648 )	495,404
Gross profit	—	—	416,364	86,275	—	502,639
Selling, general and administrative expenses	2,726	81	285,433	79,007	—	367,247
Restructuring charges	—	—	5,054	—	—	5,054
Operating earnings (loss)	(2,726 )	(81 )	125,877	7,268	—	130,338
Interest expense (income)	—	26,952	(1 )	18	—	26,969
Earnings (loss) before provision for income taxes	(2,726 )	(27,033 )	125,878	7,250	—	103,369
Provision (benefit) for income taxes	(1,058 )	(10,500 )	44,929	3,459	—	36,830
Equity in earnings of subsidiaries, net of tax	68,207	84,740	3,791	—	(156,738 )	—
Net earnings	66,539	68,207	84,740	3,791	(156,738 )	66,539
Other comprehensive income, net of tax	—	—	—	17,686	—	17,686
Total comprehensive income	\$ 66,539	\$ 68,207	\$ 84,740	\$ 21,477	\$ (156,738 )	\$ 84,225



## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## Condensed Consolidating Statement of Earnings and Comprehensive Income

Nine Months Ended June 30, 2018

(In thousands)

	Sally		Non-		Sally Beauty	
	Holdings LLC		Guarantor		Holdings,	
	and Sally		Guarantor		Inc.	
	Parent	Capital Inc.	Subsidiaries	Subsidiaries	Consolidating	and
					Eliminations	Subsidiaries
Net sales	\$—	\$—	\$2,381,460	\$585,108	\$—	\$2,966,568
Related party sales	—	—	1,716	—	(1,716 )	—
Cost of products sold and distribution expenses	—	—	1,194,183	307,780	(1,716 )	1,500,247
Gross profit	—	—	1,188,993	277,328	—	1,466,321
Selling, general and administrative expenses	8,242	1,148	856,080	252,875	—	1,118,345
Restructuring charges	—	—	24,513	—	—	24,513
Operating earnings (loss)	(8,242 )	(1,148 )	308,400	24,453	—	323,463
Interest expense (income)	—	73,817	(1 )	(37 )	—	73,779
Earnings (loss) before provision for income taxes	(8,242 )	(74,965 )	308,401	24,490	—	249,684
Provision (benefit) for income taxes	(1,883 )	(21,630 )	46,666	23,670	—	46,823
Equity in earnings of subsidiaries, net of tax	209,220	262,555	820	—	(472,595 )	—
Net earnings	202,861	209,220	262,555	820	(472,595 )	202,861
Other comprehensive income (loss), net of tax	—	1,815	—	(11,986 )	—	(10,171 )
Total comprehensive income (loss)	\$202,861	\$211,035	\$262,555	\$(11,166 )	\$(472,595 )	\$192,690

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## Condensed Consolidating Statement of Earnings and Comprehensive Income

Nine Months Ended June 30, 2017

(In thousands)

	Sally Holdings LLC and Sally		Non- Guarantor	Non- Guarantor	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
	Parent	Capital Inc.	Subsidiaries	Subsidiaries		
Net sales	\$—	\$—	\$2,429,104	\$535,018	\$—	\$2,964,122
Related party sales	—	—	1,991	—	(1,991)	—
Cost of products sold and distribution expenses	—	—	1,201,427	282,233	(1,991)	1,481,669
Gross profit	—	—	1,229,668	252,785	—	1,482,453
Selling, general and administrative expenses	8,098	412	859,791	233,054	—	1,101,355
Restructuring charges	—	—	14,265	—	—	14,265
Operating earnings (loss)	(8,098)	(412)	355,612	19,731	—	366,833
Interest expense (income)	—	80,560	(1)	57	—	80,616
Earnings (loss) before provision for income taxes	(8,098)	(80,972)	355,613	19,674	—	286,217
Provision (benefit) for income taxes	(3,145)	(31,451)	132,727	8,729	—	106,860
Equity in earnings of subsidiaries, net of tax	184,310	233,831	10,945	—	(429,086)	—
Net earnings	179,357	184,310	233,831	10,945	(429,086)	179,357
Other comprehensive income, net of tax	—	—	—	7,044	—	7,044
Total comprehensive income	\$179,357	\$184,310	\$233,831	\$17,989	\$(429,086)	\$186,401

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## Condensed Consolidating Statement of Cash Flows

Nine Months Ended June 30, 2018

(In thousands)

	Parent	Sally Holdings LLC and Sally Capital Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
Net cash provided (used) by operating activities	\$23,213	\$ (62,729 )	\$ 309,242	\$ 12,204	\$ —	\$ 281,930
Cash Flows from Investing Activities:						
Payments for property and equipment, net	—	—	(51,138 )	(11,033 )	—	(62,171 )
Acquisitions, net of cash acquired	—	—	—	(9,175 )	—	(9,175 )
Due from affiliates	—	—	(252,809 )	—	252,809	—
Net cash used by investing activities	—	—	(303,947 )	(20,208 )	252,809	(71,346 )
Cash Flows from Financing Activities:						
Proceeds from issuance of long-term debt	—	369,314	5	—	—	369,319
Repayments of long-term debt	—	(400,624 )	(4 )	(594 )	—	(401,222 )
Debt issuance costs	—	(1,151 )	—	—	—	(1,151 )
Repurchases of common stock	(164,838)	—	—	—	—	(164,838 )
Proceeds from exercises of stock options	1,317	—	—	—	—	1,317
Due to affiliates	140,308	95,190	—	17,311	(252,809 )	—
Net cash (used) provided by financing activities	(23,213 )	62,729	1	16,717	(252,809 )	(196,575 )
Effect of foreign exchange rate changes on cash and cash equivalents	—	—	—	(913 )	—	(913 )
Net increase in cash and cash equivalents	—	—	5,296	7,800	—	13,096

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Cash and cash equivalents, beginning of period	—	10	22,090	41,659	—	63,759
Cash and cash equivalents, end of period	\$—	\$ 10	\$ 27,386	\$ 49,459	\$ —	\$ 76,855

24

---

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## Condensed Consolidating Statement of Cash Flows

Nine Months Ended June 30, 2017

(In thousands)

	Parent	Sally Holdings LLC and Sally Capital Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Sally Beauty Holdings, Inc. and Subsidiaries
Net cash provided (used) by operating activities	\$ 11,920	\$ (71,305 )	\$ 275,021	\$ 7,211	\$ —	\$ 222,847
Cash Flows from Investing Activities:						
Payments for property and equipment, net	—	—	(50,099 )	(16,430 )	—	(66,529 )
Due from affiliates	—	—	(231,591 )	—	231,591	—
Net cash used by investing activities	—	—	(281,690 )	(16,430 )	231,591	(66,529 )
Cash Flows from Financing Activities:						
Proceeds from issuance of long-term debt	—	296,500	—	—	—	296,500
Repayments of long-term debt	—	(215,000 )	(15 )	(504 )	—	(215,519 )
Repurchases of common stock	(286,995)	—	—	—	—	(286,995 )
Proceeds from exercises of stock options	16,941	—	—	—	—	16,941
Due to affiliates	258,134	(38,557 )	—	12,014	(231,591 )	—
Net cash (used) provided by financing activities	(11,920 )	42,943	(15 )	11,510	(231,591 )	(189,073 )
Effect of foreign exchange rate changes on cash and cash equivalents	—	—	—	233	—	233
Net increase (decrease) in cash and cash equivalents	—	(28,362 )	(6,684 )	2,524	—	(32,522 )
Cash and cash equivalents, beginning of period	—	28,372	22,368	35,882	—	86,622



Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Cash and cash equivalents, end of period	\$—	\$ 10	\$ 15,684	\$ 38,406	\$ —	\$ 54,100
--	-----	-------	-----------	-----------	------	-----------

25

---

## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

(Unaudited)

## 14. Restructuring Plans

## 2017 Restructuring Plan

In January 2017, our Board of Directors approved a comprehensive restructuring plan (the “2017 Restructuring Plan”) for our businesses that included a number of organizational efficiency initiatives and other cost reduction opportunities. The 2017 Restructuring Plan comprised the closure of four administrative offices in the U.S. and Canada, reductions in both salaried and hourly workforce and certain other cost reduction activities. At September 30, 2017, the initiatives contemplated by the 2017 Restructuring Plan were substantially completed.

The liability related to the 2017 Restructuring Plan, which is included in accrued liabilities in our consolidated balance sheets, is as follows (in thousands):

	Liability at		Expenses		Liability
	September 30,	Expenses	Paid or	Adjustments	at
Restructuring Activity	2017	Settled	Otherwise		June 30,
Workforce reductions	\$ 1,860	\$ —	\$ 1,346	\$ 325	\$ 189
Facility closures	1,747	—	1,060	194	493
Other	235	—	235	—	—
Total	\$ 3,842	\$ —	\$ 2,641	\$ 519	\$ 682

## 2018 Restructuring Plan

In November 2017, our Board approved a restructuring plan (the “2018 Restructuring Plan”) focused primarily on significantly improving the profitability of our international businesses, with particular focus on our European operations.

In April 2018, we announced an expansion of the 2018 Restructuring Plan that contained cost reduction initiatives designed to help fund important long-term growth initiatives. The expansion to the 2018 Restructuring Plan included headcount reductions primarily at our corporate headquarters in Denton, Texas. We estimate that we will incur total charges in connection with the expanded 2018 Restructuring Plan of approximately \$28 million to \$30 million related primarily to employee separation costs and third-party consulting. We anticipate the remaining costs to be incurred in the second half of fiscal year 2018 and that we will substantially complete the 2018 Restructuring Plan in fiscal year 2018.

The liability related to the 2018 Restructuring Plan, which is included in accrued liabilities in our consolidated balance sheets, is as follows (in thousands):

Restructuring Activity	Liability at	Expenses	Adjustments
------------------------	--------------	----------	-------------

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

	September 30, 2017	Expenses Paid or Otherwise Settled	Liability at June 30, 2018
Workforce reductions	\$ — \$ 13,784	\$ 11,955	\$ — \$ 1,829
Consulting	— 6,430	4,889	— 1,541
Other	— 4,299	3,824	— 475
Total	\$ — \$ 24,513	\$ 20,668	\$ — \$ 3,845

Expenses incurred in the nine months ended June 30, 2018 represent costs incurred by SBS (\$11.0 million), BSG (\$2.2 million) and corporate (\$11.3 million).

#### 15. Commitments and Contingencies

We are involved, from time to time, in various claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of these matters. We do not believe that the ultimate resolution of these matters will have a material adverse impact on our consolidated financial position, cash flows or results of operations.

#### Data Security Incidents

In the fiscal year ended September 30, 2014, we disclosed that we had experienced a data security incident (the “2014 data security incident”). In the fiscal year ended September 30, 2015, we disclosed that we had experienced a second data security incident (the “2015 data security incident” and, together with the 2014 data security incident, the “data security incidents”). The data security incidents involved the unauthorized installation of malicious software (malware) on our information technology systems, including our point-of-sale systems that, we believe, may have placed at risk certain payment card data for some transactions. The costs that the

Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

(Unaudited)

Company has incurred to date in connection with the data security incidents include professional advisory fees and legal costs and expenses relating to investigating and remediating the data security incidents and the settlement of prior assessments by payment card networks.

During the three months ended June 30, 2018, we received an assessment from a payment card network in connection with the 2015 data security incident and recognized \$7.9 million of expenses. The assessment is based on the network's claims against the Company's acquiring banks for costs that it asserts its issuing banks incurred in connection with the 2015 data security incident, including incremental counterfeit fraud losses and non-ordinary course operating expenses, such as card reissuance costs. The Company's estimated probable loss related to the claims made by payment card networks in connection with the data security incidents are based on currently available information. The Company disputes the validity of the payment card network's claims and intends to contest them vigorously.

The Company may incur additional costs and expenses related to the data security incidents in future periods. These costs and expenses may result from liabilities related to (i) claims by payment card networks, (ii) governmental or third party investigations, proceedings or litigation, (iii) legal and other fees necessary to defend against any potential liabilities or claims, and (iv) further investigatory and remediation costs. As of June 30, 2018, the scope of these additional costs and expenses, or a range thereof, beyond amounts management has determined to be probable, cannot be reasonably estimated and, while we do not anticipate that these additional costs and expenses or liabilities would have a material adverse impact on our business, financial condition and operating results, these additional costs and expenses could be significant.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section discusses management's view of the financial condition, results of operations and cash flows of Sally Beauty. This section should be read in conjunction with the information contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, including the Risk Factors section, and information contained elsewhere in this Quarterly Report, including the condensed consolidated interim financial statements and condensed notes to those financial statements. The results of operations for any interim period may not necessarily be indicative of the results that may be expected for any future interim period or the entire fiscal year.

Executive Summary for the Three Months Ended June 30, 2018:

Consolidated net sales for the three months ended June 30, 2018, decreased \$1.8 million, or 0.2%, to \$996.3 million, compared to the three months ended June 30, 2017;

Consolidated same store sales decreased 2.0% for the three months ended June 30, 2018;

Consolidated gross profit for the three months ended June 30, 2018 decreased \$9.3 million, or 1.8%, to \$493.4 million compared to the three months ended June 30, 2017. Gross margin decreased 90 basis points to 49.5% for the three months ended June 30, 2018, compared to the three months ended June 30, 2017;

Consolidated operating earnings for the three months ended June 30, 2018 decreased \$28.1 million, or 21.6%, to \$102.2 million compared to the three months ended June 30, 2017. Operating margin decreased 280 basis points to 10.3% for the three months ended June 30, 2018, compared to the three months ended June 30, 2017;

Consolidated net earnings decreased \$8.3 million, or 12.5%, to \$58.2 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017. As a percentage of net sales, net earnings decreased 90 basis points to 5.8% for the three months ended June 30, 2018, compared to the three months ended June 30, 2017;

Diluted earnings per share for the three months ended June 30, 2018, were \$0.48, compared to \$0.49 for the three months ended June 30, 2017;

Cash provided by operations was \$102.5 million for the three months ended June 30, 2018, compared to \$63.4 million for the three months ended June 30, 2017;

We announced an expansion of the 2018 Restructuring Plan that contains cost reduction initiatives designed to help fund important long-term growth initiatives. During the three months ended June 30, 2018, we incurred approximately \$12.5 million in expenses, including severance and related expenses of \$7.5 million, consulting expenses of \$3.5 million and other costs of \$1.5 million, in connection with the 2018 Restructuring Plan;

- During the three months ended June 30, 2018, we repurchased and subsequently retired approximately 3.2 million shares of our common stock at an aggregate cost of approximately \$50.1 million; and

We recognized \$7.9 million of expense in connection with the previously disclosed data security incidents during fiscal year 2015.

## Overview

## Key Operating Metrics

The following table sets forth, for the periods indicated, information concerning key measures we rely on to evaluate our operating performance (dollars in thousands):

	Three Months Ended			Nine Months Ended			
	June 30,		Increase (Decrease)	June 30,		Increase (Decrease)	
	2018	2017		2018	2017		
<b>Net sales:</b>							
SBS	\$591,583	\$594,880	\$(3,297 )	(0.6 )%	\$1,757,272	\$1,760,732	\$(3,460 ) (0.2 )%
BSG	404,700	403,163	1,537	0.4 %	1,209,296	1,203,390	5,906 0.5 %
Consolidated	\$996,283	\$998,043	\$(1,760 )	(0.2 )%	\$2,966,568	\$2,964,122	\$2,446 0.1 %
<b>Gross profit:</b>							
SBS	\$328,014	\$333,398	\$(5,384 )	(1.6 )%	\$970,365	\$982,020	\$(11,655) (1.2 )%
BSG	165,356	169,241	(3,885 )	(2.3 )%	495,956	500,433	(4,477 ) (0.9 )%
Consolidated	\$493,370	\$502,639	\$(9,269 )	(1.8 )%	\$1,466,321	\$1,482,453	\$(16,132) (1.1 )%
<b>Segment gross margin:</b>							
SBS	55.4 %	56.0 %	(60)	bps	55.2 %	55.8 %	(60) bps
BSG	40.9 %	42.0 %	(110)	bps	41.0 %	41.6 %	(60) bps
Consolidated	49.5 %	50.4 %	(90)	bps	49.4 %	50.0 %	(60) bps
<b>Selling, general and administrative expenses</b>							
	\$378,598	\$367,247	\$11,351	3.1 %	\$1,118,345	\$1,101,355	\$16,990 1.5 %
<b>Restructuring charges</b>							
	\$12,544	\$5,054	\$7,490	148.2%	\$24,513	\$14,265	\$10,248 71.8 %
<b>Net earnings:</b>							
<b>Segment operating earnings:</b>							
SBS	\$94,912	\$104,880	\$(9,968 )	(9.5 )%	\$271,834	\$294,245	\$(22,411) (7.6 )%
BSG	62,039	67,327	(5,288 )	(7.9 )%	186,553	193,630	(7,077 ) (3.7 )%
<b>Segment operating earnings</b>							
	156,951	172,207	(15,256)	(8.9 )%	458,387	487,875	(29,488) (6.0 )%
<b>Unallocated expenses and</b>							
	(54,723 )	(41,869 )	12,854	30.7 %	(134,924 )	(121,042 )	13,882 11.5 %

restructuring  
charges (a)

Consolidated operating earnings	102,228	130,338	(28,110)	(21.6)%	323,463	366,833	(43,370)	(11.8)%
Interest expense	24,501	26,969	(2,468 )	(9.2 )%	73,779	80,616	(6,837 )	(8.5 )%
Earnings before provision for income taxes	77,727	103,369	(25,642)	(24.8)%	249,684	286,217	(36,533)	(12.8)%
Provision for income taxes	19,501	36,830	(17,329)	(47.1)%	46,823	106,860	(60,037)	(56.2)%
Net earnings	\$58,226	\$66,539	\$(8,313 )	(12.5)%	\$202,861	\$179,357	\$23,504	13.1 %

Number of stores at end-of-period  
(including franchises):

SBS					3,775	3,826	(51 )	(1.3 )%
BSG					1,395	1,362	33	2.4 %
Consolidated					5,170	5,188	(18 )	(0.3 )%

Same store sales growth  
(decline) (b)

SBS	(1.6 )%	(0.8 )%	(80)	bps	(1.9 )%	(1.3 )%	(60)	bps
BSG	(2.9 )%	2.8 %	(570)	bps	(1.8 )%	1.4 %	(320)	bps
Consolidated	(2.0 )%	0.3 %	(230)	bps	(1.9 )%	(0.4 )%	(150)	bps

(a) Unallocated expenses consist of corporate and shared costs and are included in selling, general and administrative expenses in our consolidated statements of earnings. Restructuring charges relate to the 2018 Restructuring Plan and the 2017 Restructuring Plan.

(b) For the purpose of calculating our same store sales metrics, we compare the current period sales for stores open for 14 months or longer as of the last day of a month with the sales for these stores for the comparable period in the prior fiscal year. Our same store sales are calculated in constant dollars and include e-commerce sales, but do not generally include the sales from stores that have been relocated until 14 months after the relocation. The sales from stores acquired are excluded from our same store sales calculation until 14 months after the acquisition.

## Results of Operations

The Three Months Ended June 30, 2018 compared to the Three Months Ended June 30, 2017

### Net Sales

Consolidated. Consolidated net sales include a positive impact from changes in foreign currency exchange rates of \$9.1 million, or 0.9% of consolidated net sales.

SBS. Net sales for SBS for the three months ended June 30, 2018, were driven by a decrease in SBS same store sales of approximately \$6.6 million and lower net sales from other sales channels of approximately \$4.4 million, partially offset by a positive impact from changes in foreign currency exchange rates of approximately \$7.7 million. Net sales from other sales channels include sales from new company-operated stores and our non-store channels.

The decrease in SBS's net sales also reflects lower unit volume, including as a result of lower customer traffic, partially offset by a positive impact from an increase in average unit prices, resulting primarily from selective price increases in certain geographical areas of the U.S. and a change in product mix (to higher-priced products) resulting from shifts in customer preferences.

BSG. BSG's net sales for the three months ended June 30, 2018, were driven by the impact of the Chalut acquisition of approximately \$3.6 million, a positive impact from changes in foreign currency exchange rates of approximately \$1.4 million and higher net sales from other sales channels of approximately \$1.0 million, partially offset by a decrease in BSG same store sales of approximately \$4.5 million. Net sales from other sales channels include sales from new company-operated stores, sales to our franchisees and sales by our distributor sales consultants.

The increase in BSG's net sales also reflects an increase in average unit prices (resulting primarily from the introduction of certain third-party brands with higher average unit prices in the preceding 12 months), partially offset by a decrease in unit volume (notwithstanding the impact of incremental sales from 32 company-operated stores opened or acquired during the last 12 months). In addition, we were impacted by vendor supply chain issues that negatively affected BSG's net sales by approximately \$11 million.

### Gross Profit

Consolidated. Consolidated gross profit decreased for the three months ended June 30, 2018 primarily due to lower net sales in SBS and lower gross margins in both reportable segments, as more fully described below, partially offset by higher net sales in BSG.

SBS. SBS's gross profit decreased for the three months ended June 30, 2018 primarily as a result of a lower net sales and a lower gross margin. This decrease reflects a change in geographic sales mix, as a result of lower-margin non-U.S. sales making up a greater portion of total segment sales, and higher coupon redemptions in the three months ended June 30, 2018.

BSG. BSG's gross profit decreased for the three months ended June 30, 2018 primarily as a result of a lower gross margin, partially offset by higher net sales. BSG's gross margin decreased primarily as a result from not repeating opportunistic purchases made in the prior year and increased promotional activity.

### Selling, General and Administrative Expenses



Consolidated. Consolidated selling, general and administrative expenses increased \$11.4 million, or 3.1%, for the three months ended June 30, 2018 primarily as a result of higher expenses related to the data security incidents, impact from the Chalut acquisition and a negative impact from changes in foreign currency exchange rates, partially offset by cost reduction initiatives, as discussed below. Consolidated selling, general and administrative expenses, as a percentage of net sales, increased 120 basis points to 38.0% for the three months ended June 30, 2018.

SBS. SBS's selling, general and administrative expenses increased \$4.6 million, or 2.0%, for the three months ended June 30, 2018. This increase reflects a negative impact from changes in foreign currency exchange rate of approximately \$3.3 million, higher facility expenses of \$1.1 million, higher professional fees of \$0.9 million and higher advertising expense of \$0.8 million, partially offset by lower depreciation expenses of \$1.1 million. In addition, during the three months ended June 30, 2018, we completed the roll-out of field structure realignment and store wage increases, alongside store labor hour optimization.

BSG. BSG's selling, general and administrative expenses increased \$1.4 million, or 1.4%, for the three months ended June 30, 2018 primarily resulting from the impact of the Chalut acquisition of \$2.6 million and a negative impact from changes in foreign currency exchange rate of approximately \$0.3 million, partially offset by lower commission expense of \$0.9 million.

Unallocated. Unallocated selling, general and administrative expenses, which represent certain corporate costs (such as payroll, share-based compensation, employee benefits and travel expense for corporate staff, certain professional fees and corporate governance expenses) that have not been charged to our reporting segments, increased \$5.4 million, or 14.6%, for the three months ended June 30, 2018. This increase includes expenses related to the 2015 Data Security Incident of \$7.9 million. See Note 15 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about the data security

incidents. This increase was partially offset by lower compensation and compensation-related expenses of \$4.0 million primarily due to the result of the 2018 Restructuring Plan.

#### Restructuring Charges

Restructuring charges increased \$7.5 million for the three months ended June 30, 2018. During the three months ended June 30, 2018, we incurred restructuring charges of approximately \$12.5 million in connection with the 2018 Restructuring Plan, including severance and related expenses of \$7.5 million, consulting expenses of \$3.5 million and other costs of \$1.5 million. During the three months ended June 30, 2017, we incurred restructuring charges of approximately \$5.1 million in connection with the 2017 Restructuring Plan, including severance and related expenses of \$1.5 million, facility closure expenses of \$2.7 million and other costs of \$0.8 million. See Note 14 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about our restructuring plans.

#### Interest Expense

Interest expense decreased \$2.5 million to \$24.5 million for the three months ended June 30, 2018, compared to the three months ended June 30, 2017, primarily from our redemption of certain senior notes in July 2017 with the proceeds from a new term loan B with lower interest rates. See “Liquidity and Capital Resources” below for additional information.

#### Provision for Income Taxes

The provision for income taxes was \$19.5 million and \$36.8 million resulting in an effective tax rate of 25.1% and 35.6%, for the three months ended June 30, 2018 and 2017, respectively. The decrease in the effective tax rate was due primarily to the impact of the U.S. Tax Reform and a deferred income tax benefit in connection with income tax accounting method changes adopted for our federal income tax return for the fiscal year ended September 30, 2017. See Note 11 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about the impact of the U.S. Tax Reform on our financial statements.

The Nine Months Ended June 30, 2018 compared to the Nine Months Ended June 30, 2017

#### Net Sales

Consolidated. Consolidated net sales include a positive impact from changes in foreign currency exchange rates of \$37.6 million, or 1.3% of consolidated net sales.

SBS. SBS’s net sales for the nine months ended June 30, 2018, reflect a decrease in SBS same store sales of approximately \$27.7 million and lower net sales from other sales channels of approximately \$9.0 million, offset by a positive impact from changes in foreign currency exchange rates of approximately \$33.2 million. Net sales from other sales channels include sales from new company-operated stores and our non-store channels.

The decrease in SBS’s net sales also reflects lower unit volume, including as a result of lower customer traffic, partially offset by an increase in average unit prices, resulting primarily from selective price increases in certain geographical areas of the U.S. and a change in product mix (to higher-priced products) resulting from shifts in customer preferences.

BSG. BSG’s net sales for the nine months ended June 30, 2018 were driven by the impact of the Chalut acquisition of approximately \$6.4 million, a positive impact from changes in foreign currency exchange rates of approximately \$4.4

million and higher net sales from other sales channels of approximately \$0.4 million, partially offset by a decrease in BSG same store sales of approximately \$5.3 million. Net sales from other sales channels include sales from net company-operated stores, sales to our franchisees and sales by our distributor sales consultants.

The increase in BSG's net sales also reflects an increase in average unit prices (resulting primarily from the introduction of certain third-party brands with higher average unit prices in the preceding 12 months), partially offset by a decrease in unit volume (notwithstanding the impact of incremental sales from 32 company-operated stores opened or acquired during the last 12 months).

#### Gross Profit

Consolidated. Consolidated gross profit for the nine months ended June 30, 2018 decreased primarily due to lower net sales in SBS and lower gross margins in both reportable segments, as more fully described below, partially offset by higher net sales in BSG.

SBS. SBS's gross profit for the nine months ended June 30, 2018 decreased primarily as a result of lower net sales and a lower gross margin. This decrease reflects a change in geographic sales mix, as a result of lower-margin non-U.S. sales making up a greater portion of total segment sales, increased promotional activity and coupon redemption and the net impact of prior year price increases offset by selective price reductions in the nine months ended June 30, 2018.

BSG. BSG's gross profit for the nine months ended June 30, 2018 decreased primarily as a result of a lower gross margin, partially offset by higher net sales. BSG's gross margin decline was primarily as a result from a shift in product mix (to lower-margin product lines).

#### Selling, General and Administrative Expenses

Consolidated. Consolidated selling, general and administrative expenses for the nine months ended June 30, 2018 increased primarily as a result of higher expenses related to the data security incidents, impact from the Chalut acquisition, higher facility expenses and a negative impact from changes in foreign currency exchange rates. These increases were partially offset by reduction of an estimated casualty loss, positive impact from gift card breakage and cost reduction initiatives, related to our restructuring plans.

SBS. SBS's selling, general and administrative expenses increased for the nine months ended June 30, 2018, reflecting a negative impact from changes in foreign currency exchange rate of approximately \$14.5 million and higher facility expenses of \$4.0 million. These increases were partially offset a reduction of estimated casualty losses of \$2.4 million in connection with natural disasters that occurred in the fourth quarter of our fiscal year 2017, a positive impact from gift card breakage of \$2.1 million and lower compensation and compensation-related expenses of \$0.9 million. The lower compensation and compensation-related expenses are primarily the result of our restructuring plans.

BSG. BSG's selling, general and administrative expenses increased for the nine months ended June 30, 2018 primarily as a result of the impact of the Chalut acquisition of \$5.8 million, higher facility expenses of \$3.1 million and a negative impact from changes in foreign currency exchange rate of approximately \$1.0 million. These items were partially offset by lower advertising expense of \$2.3 million, commission expense of \$2.1 million and intangible asset amortization expense of \$1.0 million.

Unallocated. Unallocated selling, general and administrative expenses increased for the nine months ended June 30, 2018 primarily due to expenses related to the 2015 Data Security Incident of \$7.9 million. See Note 15 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about the data security incidents. This increase was partially offset by lower compensation and compensation-related expenses of \$4.0 million primarily due to the result of the 2018 Restructuring Plan.

#### Restructuring Charges

Restructuring charges increased \$10.2 million for the nine months ended June 30, 2018. During the nine months ended June 30, 2018, we incurred restructuring charges of approximately \$24.5 million in connection with the 2018 Restructuring Plan, including severance and related expenses of approximately \$13.8 million, consulting expenses of \$6.4 million and other costs of \$4.3 million. During the nine months ended June 30, 2017, we incurred restructuring charges of approximately \$14.3 million in connection with the 2017 Restructuring Plan, including severance and related expenses of \$10.0 million, facility closure expenses of \$2.7 million and other costs of \$1.6 million. See Note 14 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about our restructuring plans.

#### Interest Expense

Interest expense decreased \$6.8 million to \$73.8 million for the nine months ended June 30, 2018 primarily from our redemption of certain senior notes in July 2017 with the proceeds from a new term loan B with lower interest rates. The decrease was offset in part by incremental interest expense of \$1.7 million in connection with additional borrowings under the ABL facility and a loss on extinguishment of debt of approximately \$0.9 million resulting from repricing of the variable-rate tranche of the term loan B. See "Liquidity and Capital Resources" below for additional

information.

#### Provision for Income Taxes

The provision for income taxes was \$46.8 million and \$106.9 million, resulting in an effective tax rate of 18.8% and 37.3%, for the nine months ended June 30, 2018 and 2017, respectively. The decrease in the effective tax rate was due primarily to the impact of the U.S. Tax Reform. More specifically, we recognized a provisional income tax benefit of \$36.4 million resulting from the revaluation and income tax accounting method changes related to our deferred income tax assets and liabilities, and a provisional income tax charge of \$11.4 million for federal and state income taxes applicable to accumulated but undistributed earnings of our foreign operations. See Note 11 of the Condensed Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about the impact of the U.S. Tax Reform on our financial statements.

#### Liquidity and Capital Resources

We are highly leveraged and a substantial portion of our liquidity needs will arise from debt service on our outstanding indebtedness and from funding the costs of operations, working capital, capital expenditures and share repurchases. Working capital (current assets less current liabilities) increased \$45.9 million, to \$615.4 million at June 30, 2018, compared to \$569.5 million at September 30, 2017, resulting primarily from increases in cash and cash equivalents and inventory and decreases in current maturities of long-term debt

32

---

and other current assets. At June 30, 2018, cash and cash equivalents were \$76.9 million. Based upon the current level of operations and anticipated growth, we anticipate that existing cash balances (excluding certain amounts permanently invested in connection with foreign operations), funds expected to be generated by operations and funds available under the ABL facility will be sufficient to meet working capital requirements, fund share repurchases and potential acquisitions, and finance anticipated capital expenditures, including information technology upgrades and store openings, over the next 12 months.

We utilize our ABL facility for the issuance of letters of credit, for certain working capital and liquidity needs and to manage normal fluctuations in our operational cash flow. In that regard, we may from time to time draw funds under the ABL facility for general corporate purposes including funding of capital expenditures, acquisitions, interest payments due on our indebtedness and share repurchases. During the nine months ended June 30, 2018, the weighted average interest rate on our borrowings under the ABL facility was 3.3%. The amounts drawn are generally paid down with cash provided by our operating activities. As of June 30, 2018, Sally Holdings had \$417.8 million available for borrowings under the ABL facility, subject to borrowing base limitations, as reduced by outstanding letters of credit.

#### Share Repurchase Programs

During the nine months ended June 30, 2018 and 2017, we repurchased and subsequently retired approximately 9.9 million shares and 13.1 million shares of our common stock under Board approved share repurchase programs at an aggregate cost of \$164.6 million and \$286.5 million, respectively. We funded these share repurchases with existing cash balances, cash from operations and borrowings under the ABL facility. As of June 30, 2018, we had authorization of approximately \$835.4 million of additional potential share repurchases remaining under the 2017 Share Repurchase Program.

#### Historical Cash Flows

Historically, our primary source of cash has been net funds provided by operating activities and, when necessary, borrowings under our ABL facility. The primary uses of cash have been for share repurchases, capital expenditures, repayments and servicing of long-term debt and acquisitions.

#### Net Cash Provided by Operating Activities

Net cash provided by operating activities during the nine months ended June 30, 2018 increased \$59.1 million to \$281.9 million, compared to the nine months ended June 30, 2017, mainly due to better inventory management and the timing of payables.

#### Net Cash Used by Investing Activities

Net cash used by investing activities during the nine months ended June 30, 2018 increased \$4.8 million to \$71.3 million, compared to the nine months ended June 30, 2017. This increase reflects cash used for acquisitions in the nine months ended June 30, 2018 of \$9.2 million, partially offset by lower capital expenditures of \$4.4 million related primarily to fewer SBS store openings and a reduction in investments in information technology upgrades as projects were completed in the nine months ended June 30, 2018, compared to the nine months ended June 30, 2017.

#### Net Cash Used by Financing Activities

Net cash used by financing activities during the nine months ended June 30, 2018 increased \$7.5 million to \$196.6 million, compared to the nine months ended June 30, 2017, due primarily to lower net debt proceeds, primarily from repayments on the ABL facility and the term loan B, and by fewer proceeds from exercises of stock options of \$15.6

million. This decrease was partially offset by a decrease in cash paid for share repurchases of \$122.2 million.

#### Long-Term Debt

At June 30, 2018, we had borrowings of \$63.5 million outstanding under our ABL facility. In addition, we had \$950.0 million of senior notes outstanding and a term loan B with an outstanding principal balance of \$845.9 million. In March 2018, we entered into an Amendment No. 1 with respect to our term loan B. Pursuant to that amendment, the interest rate spread on the variable-rate tranche of approximately \$548.6 million was reduced by 25 basis points.

We are currently in compliance with the agreements and instruments governing our debt, including our financial covenants.

#### Capital Requirements

During the nine months ended June 30, 2018, capital expenditures were approximately \$57.1 million, including \$3.3 million incurred but not paid at June 30, 2018.

#### Contractual Obligations

There have been no material changes outside the ordinary course of our business in any of our contractual obligations since September 30, 2017.

#### Off-Balance Sheet Financing Arrangements

At June 30, 2018 and September 30, 2017, we had no off-balance sheet financing arrangements other than operating leases incurred in the ordinary course of our business, and outstanding letters of credit related to inventory purchases and self-insurance programs.

#### Critical Accounting Estimates

There have been no material changes to our critical accounting estimates or assumptions since September 30, 2017.

#### Accounting Changes and Recent Accounting Pronouncements

See Note 3 of the Condensed Notes to Consolidated Financial Statements in Item 1 – “Financial Statements” in Part I – Financial Information.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a multinational corporation, we are subject to certain market risks including foreign currency fluctuations, interest rates and government actions. There have been no material changes to our market risks from September 30, 2017.

#### Item 4. Controls and Procedures

**Controls Evaluation and Related CEO and CFO Certifications.** Our management, with the participation of our principal executive officer (“CEO”) and principal financial officer (“CFO”), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2018. The controls evaluation was conducted by our Disclosure Committee, comprised of senior representatives from our finance, accounting, internal audit, and legal departments under the supervision of our CEO and CFO.

Certifications of our CEO and our CFO, which are required in accordance with Rule 13a-14 of the Exchange Act, are attached as exhibits to this Quarterly Report. This “Controls and Procedures” section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

**Limitations on the Effectiveness of Controls.** We do not expect that our disclosure controls and procedures will prevent all errors and all fraud. A system of controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Because of the limitations in all such systems, no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Furthermore, the design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how unlikely. Because of these inherent limitations in a cost-effective system of controls and procedures, misstatements or omissions due to error or fraud may occur and not be detected.

**Scope of the Controls Evaluation.** The evaluation of our disclosure controls and procedures included a review of their objectives and design, our implementation of the controls and procedures and the effect of the controls and procedures on the information generated for use in this Quarterly Report. In the course of the evaluation, we sought to identify whether we had any data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, was being undertaken if needed. This type of evaluation is performed on a quarterly basis so that conclusions concerning the effectiveness of our disclosure controls and procedures can be



reported in our Quarterly Reports on Form 10-Q and our Annual Reports on Form 10-K. Many of the components of our disclosure controls and procedures are also evaluated by our internal audit department, by our legal department and by personnel in our finance organization. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures on an ongoing basis and to maintain them as dynamic systems that change as conditions warrant.

**Conclusions regarding Disclosure Controls.** Based on the required evaluation of our disclosure controls and procedures, our CEO and CFO have concluded that, as of June 30, 2018, we maintain disclosure controls and procedures that are effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting.** During our most recent fiscal quarter, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II — OTHER INFORMATION

## Item 1. Legal Proceedings

We are involved, from time to time, in various claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of these matters. We do not believe that the ultimate resolution of these matters will have a material adverse impact on our consolidated financial position, cash flows or results of operations.

We are subject to a number of U.S., federal, state and local laws and regulations, as well as the laws and regulations applicable in each foreign country or jurisdiction in which we do business. These laws and regulations govern, among other things, the composition, packaging, labeling and safety of the products we sell, the methods we use to sell these products and the methods we use to import these products. We believe that we are in material compliance with such laws and regulations, although no assurance can be provided that this will remain true going forward.

## Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors contained in Item 1A. “Risk Factors” in Part I of our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, which could materially affect our business, financial condition or future results. There have been no material changes from the risk factors disclosed in such Annual Report. The risks described in such Annual Report and herein are not the only risks facing our company.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable

(b) Not applicable

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information about the Company’s repurchases of shares of its common stock during the three months ended June 30, 2018:

Fiscal Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)(2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 - April 30, 2018	1,284,128	\$ 16.38	1,284,128	\$864,422,341
May 1 - May 31, 2018	1,872,850	15.50	1,872,850	835,399,118
June 1 - June 30, 2018	-	-	-	835,399,118

Edgar Filing: Sally Beauty Holdings, Inc. - Form 10-Q

Total this quarter	3,156,978	\$ 15.86	3,156,978	\$835,399,118
--------------------	-----------	----------	-----------	---------------

(1) The table above does not include 5,041 shares of the Company's common stock surrendered by grantees during the three months ended June 30, 2018 to satisfy tax withholding obligations due upon the vesting of equity-based awards under the Company's share-based compensation plans.

(2) In August 2017, we announced that our Board of Directors approved a share repurchase program authorizing us to repurchase up to \$1.0 billion of our common stock over an approximate four-year period expiring on September 30, 2021.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

(a) Not applicable

(b) Not applicable

35

---

Item 6. Exhibits

Exhibit No. Description

- 3.1 Third Restated Certificate of Incorporation of Sally Beauty Holdings, Inc., dated January 30, 2014, which is incorporated herein by reference from Exhibit 3.3 to the Company's Current Report on Form 8-K filed on January 30, 2014
- 3.2 Amended and Restated Bylaws of Sally Beauty Holdings, Inc., dated April 26, 2017, which is incorporated herein by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 28, 2017
- 10.1 Separation Agreement dated May 1, 2018 between Sally Beauty Holdings, Inc. and Donald T. Grimes, which is incorporated herein by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 3, 2018
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Christian A. Brickman\*
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Aaron E. Alt\*
- 32.1 Section 1350 Certification of Christian A. Brickman\*
- 32.2 Section 1350 Certification of Aaron E. Alt\*
- 101 The following financial information from our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Earnings; (iii) the Condensed Consolidated Statements of Comprehensive Income; (iv) the Condensed Consolidated Statements of Cash Flows; and (v) the Condensed Notes to Consolidated Financial Statements.

\* Included herewith

SIGNATURES

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

SALLY BEAUTY HOLDINGS, INC.  
(Registrant)

Date: August 2, 2018

By: /s/ Aaron E. Alt  
Aaron E. Alt  
Senior Vice President, Chief Financial Officer  
  
and Chief Administrative Officer  
For the Registrant and as its Principal Financial Officer