UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **December 26, 2021.**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT of 1934
the transition period from to __________ . _________

Commission File No. 001-35962

NATHAN'S FAMOUS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**11-3166443**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Jericho Plaza, Second Floor – Wing A, Jericho, New York 11753
(Address and Zip Code of principal executive offices)

(516) 338-8500
(Registrant's telephone number, including area code)

____
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.01 per share	NATH	The NASDAQ Global Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the 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	☒
		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 ☒

At February 4, 2022, an aggregate of 4,115,154 shares of the registrant's common stock, par value of $.01, were outstanding.

NATHAN'S FAMOUS, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Nathan's Famous, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
December 26, 2021 and March 28, 2021
(in thousands, except share and per share amounts)

	December 26, 2021 (Unaudited)	March 28, 2021
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (Note F)	**$ 86,168**	$ 81,064
Accounts and other receivables, net (Note H)	**14,175**	11,652
Inventories	**371**	624
Prepaid expenses and other current assets (Note I)	**821**	1,325
Total current assets	**101,535**	94,665
Property and equipment, net of accumulated depreciation of $10,493 and $9,779, respectively	**3,833**	4,090
Operating lease assets (Note R)	**7,573**	8,337
Goodwill	**95**	95
Intangible asset, net	**1,071**	1,156
Deferred income taxes	**148**	138
Other assets	**200**	328
Total assets	**$ 114,455**	$ 108,809
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Current maturities of long-term debt (Note Q)	**$ 40,000**	$ -
Accounts payable	**5,714**	4,041
Accrued expenses and other current liabilities (Note L)	**5,410**	8,478
Current portion of operating lease liabilities (Note R)	**1,848**	1,837
Deferred franchise fees	**359**	237
Total current liabilities	**53,331**	14,593
Long-term debt, net of unamortized debt issuance costs of $2,651 and $3,169, respectively (Note Q)	**107,349**	146,831
Operating lease liabilities (Note R)	**6,680**	7,553
Other liabilities (Note L)	**733**	774
Deferred franchise fees	**1,663**	1,536
Total liabilities	**169,756**	171,287
COMMITMENTS AND CONTINGENCIES (Note S)		
STOCKHOLDERS' DEFICIT		
Common stock, $.01 par value; 30,000,000 shares authorized; 9,369,235 and 9,369,015 shares issued; and 4,115,154 and 4,114,934 shares outstanding at December 26, 2021 and March 28, 2021, respectively	**94**	94
Additional paid-in capital	**62,299**	62,240
Accumulated deficit	**(32,924)**	(40,042)
Stockholders' equity before treasury stock	**29,469**	22,292
Treasury stock, at cost, 5,254,081 shares at December 26, 2021 and March 28, 2021	**(84,770)**	(84,770)
Total stockholders' deficit	**(55,301)**	(62,478)
Total liabilities and stockholders' deficit	**$ 114,455**	$ 108,809

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

Nathan's Famous, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF EARNINGS

Thirteen and Thirty-nine weeks ended December 26, 2021 and December 27, 2020

(in thousands, except per share amounts)

(Unaudited)

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
REVENUES				
Sales	**$ 18,637**	$ 11,322	**$ 61,462**	$ 30,697
License royalties	**5,878**	5,898	**24,218**	24,689
Franchise fees and royalties	**919**	420	**2,993**	1,087
Advertising fund revenue	**479**	390	**1,437**	1,082
Total revenues	**25,913**	18,030	**90,110**	57,555
COSTS AND EXPENSES				
Cost of sales	**16,040**	8,937	**51,536**	24,161
Restaurant operating expenses	**547**	759	**2,874**	2,622
Depreciation and amortization	**259**	288	**807**	900
General and administrative expenses	**2,975**	3,253	**9,702**	8,709
Advertising fund expense	**479**	390	**1,437**	1,082
Total costs and expenses	**20,300**	13,627	**66,356**	37,474
Income from operations	**5,613**	4,403	**23,754**	20,081
Interest expense	**(2,650)**	(2,650)	**(7,951)**	(7,951)
Interest income	**24**	89	**88**	309
Other income, net	**3**	9	**24**	31
Income before provision for income taxes	**2,990**	1,851	**15,915**	12,470
Provision for income taxes	**860**	492	**4,477**	3,456
Net income	**$ 2,130**	$ 1,359	**$ 11,438**	$ 9,014
PER SHARE INFORMATION				
Weighted average shares used in computing income per share:				
Basic	**4,115**	4,115	**4,115**	4,117
Diluted	**4,115**	4,115	**4,115**	4,117
Income per share:				
Basic	**$ .52**	$ .33	**$ 2.78**	$ 2.19
Diluted	**$ .52**	$ .33	**$ 2.78**	$ 2.19
Dividends declared per share	**$ .35**	$ .35	**$ 1.05**	$ 1.05

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

Nathan's Famous, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
Thirteen weeks ended December 26, 2021 and December 27, 2020
(in thousands, except share amounts)
(Unaudited)

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock, at Cost Shares	Treasury Stock, at Cost Amount	Total Stockholders' Deficit
Balance, September 26, 2021	9,369,235	$ 94	$ 62,291	$ (33,614)	5,254,081	$ (84,770)	$ (55,999)
Dividends on common stock	-	-	-	**(1,440)**	-	-	**(1,440)**
Share-based compensation	-	-	**8**	-	-	-	**8**
Net income	-	-	-	**2,130**	-	-	**2,130**
Balance, December 26, 2021	**9,369,235**	**$ 94**	**$ 62,299**	**$ (32,924)**	**5,254,081**	**$ (84,770)**	**$ (55,301)**

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock, at Cost Shares	Treasury Stock, at Cost Amount	Total Stockholders' Deficit
Balance, September 27, 2020	9,369,015	$ 94	$ 62,182	$ (40,581)	5,254,081	$ (84,770)	$ (63,075)
Dividends on common stock	-	-	-	(1,440)	-	-	(1,440)
Share-based compensation	-	-	29	-	-	-	29
Net income	-	-	-	1,359	-	-	1,359
Balance, December 27, 2020	9,369,015	$ 94	$ 62,211	$ (40,662)	5,254,081	$ (84,770)	$ (63,127)

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

Nathan's Famous, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

Thirty-nine weeks ended December 26, 2021 and December 27, 2020

(in thousands, except share amounts)

(Unaudited)

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock, at Cost Shares	Treasury Stock, at Cost Amount	Total Stockholders' Deficit
Balance, March 28, 2021	9,369,015	$ 94	$ 62,240	$ (40,042)	5,254,081	$ (84,770)	$ (62,478)
Shares issued in connection with share-based compensation plans	**220**	-	-	-	-	-	-
Withholding tax on net share settlement of share-based compensation plans	-	-	**(7)**	-	-	-	**(7)**
Dividends on common stock	-	-	-	**(4,320)**	-	-	**(4,320)**
Share-based compensation	-	-	**66**	-	-	-	**66**
Net income	-	-	-	**11,438**	-	-	**11,438**
Balance, December 26, 2021	**9,369,235**	**$ 94**	**$ 62,299**	**$ (32,924)**	**5,254,081**	**$ (84,770)**	**$ (55,301)**

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock, at Cost Shares	Treasury Stock, at Cost Amount	Total Stockholders' Deficit
Balance, March 29, 2020	9,368,792	$ 94	$ 62,130	$ (45,356)	5,227,405	$ (83,269)	$ (66,401)
Shares issued in connection with share-based compensation plans	223	-	-	-	-	-	-
Withholding tax on net share settlement of share-based compensation plans	-	-	(6)	-	-	-	(6)
Repurchase of common stock	-	-	-	-	26,676	(1,501)	(1,501)
Dividends on common stock	-	-	-	(4,320)	-	-	(4,320)
Share-based compensation	-	-	87	-	-	-	87
Net income	-	-	-	9,014	-	-	9,014
Balance, December 27, 2020	9,369,015	$ 94	$ 62,211	$ (40,662)	5,254,081	$ (84,770)	$ (63,127)

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

Nathan's Famous, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS
Thirty-nine weeks ended December 26, 2021 and December 27, 2020
(in thousands)
(Unaudited)

	December 26, 2021	December 27, 2020
Cash flows from operating activities:		
Net income	$ 11,438	$ 9,014
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	807	900
Amortization of debt issuance costs	518	518
Share-based compensation expense	66	87
Provision for doubtful accounts	112	70
Deferred income taxes	(10)	(14)
Other non-cash items	(98)	150
Changes in operating assets and liabilities:		
Accounts and other receivables, net	(2,635)	(1,300)
Inventories	253	(37)
Prepaid expenses and other current assets	504	250
Other assets	128	14
Accounts payable, accrued expenses and other current liabilities	(1,395)	(3,852)
Deferred franchise fees	249	(137)
Other liabilities	(41)	47
Net cash provided by operating activities	9,896	5,710
Cash flows from investing activities:		
Purchase of property and equipment	(465)	(398)
Net cash used in investing activities	(465)	(398)
Cash flows from financing activities:		
Dividends paid to stockholders	(4,320)	(4,320)
Payments of withholding tax on net share settlement of share-based compensation plans	(7)	(6)
Repurchase of treasury stock	-	(1,501)
Net cash used in financing activities	(4,327)	(5,827)
Net increase (decrease) in cash and cash equivalents	5,104	(515)
Cash and cash equivalents, beginning of period	81,064	77,117
Cash and cash equivalents, end of period	$ 86,168	$ 76,602
Cash paid during the period for:		
Interest	$ 9,938	$ 9,938
Income taxes paid	$ 3,558	$ 3,643
Non-cash financing activity:		
Dividends declared per share	$ 1.05	$ 1.05

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

NOTE A - BASIS OF PRESENTATION

The accompanying consolidated financial statements of Nathan's Famous, Inc. and subsidiaries (collectively “Nathan’s,” the “Company,” “we,” “us” or “our”) as of and for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020 have been prepared in accordance with accounting principles generally accepted in the United States of America. The unaudited financial statements include all adjustments (consisting of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of financial condition, results of operations and cash flows for the periods presented. However, our results of operations are seasonal in nature, and the results of any interim period are not necessarily indicative of results for any other interim period or the full fiscal year.

Certain information and footnote disclosures normally included in financial statements in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to the requirements of the U.S. Securities and Exchange Commission.

Management believes that the disclosures included in the accompanying consolidated interim financial statements and footnotes are adequate to make the information not misleading, but should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in Nathan’s Annual Report on Form 10-K for the fiscal year ended March 28, 2021.

Our significant interim accounting policies include the recognition of advertising fund expense in proportion to advertising fund revenue.

A summary of the Company’s significant accounting policies is identified in Note B of the Notes to Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended March 28, 2021.

Covid-19 Pandemic

In March 2020, the World Health Organization declared the novel strain of coronavirus (COVID-19), a global pandemic. The COVID-19 pandemic has had an impact on the Company’s business, financial condition, cash flows and results of operations for the thirteen and thirty-nine weeks ended December 26, 2021 (“fiscal 2022 period”) and continues into the fourth quarter of fiscal 2022. Governmental restrictions and public perceptions of the risks associated with COVID-19 have caused consumers to avoid or limit nonessential travel, gatherings in public places and other social interactions, which has adversely affected, and could continue to adversely affect, our business. The COVID-19 pandemic has and may continue to impact customer traffic at our Company-owned restaurants and franchised restaurants, as well as sales to our Branded Product Program customers.

During the fiscal 2022 period, the number of COVID-19 cases continued to stabilize with approved vaccines being more widely distributed and administered and, as a result, more regions continued to loosen restrictions, adhering to state and local guidelines. Although the Company experienced higher revenues during the fiscal 2022 period as compared to the fiscal 2021 period, the COVID-19 pandemic may have a material adverse impact on the Company’s business, results of operations and financial condition. There continues to be uncertainty around the COVID-19 pandemic as the Omicron variant of COVID-19, which appears to be the most transmissible variant to date, has caused a recent increase in COVID-19 cases globally. We cannot predict the ultimate duration, scope and severity of the COVID-19 pandemic or its ultimate impact on our business in the short or long-term, which may be impacted by the Delta variant, Omicron variant, and other variants that may emerge; the efficacy of the COVID-19 vaccines against the Delta variant, Omicron variant, and other variants that may emerge; and the adoption rates of the COVID-19 vaccines in the areas in which the Company operates.

NOTE B – ADOPTION OF NEW ACCOUNTING STANDARD

In December 2019, the FASB issued ASU 2019-12, “*Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*,” which simplifies various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and, also clarifies and amends existing guidance to improve consistent application. The Company adopted this guidance on March 29, 2021. The adoption of this guidance did not have a material impact on the Company’s Consolidated Financial Statements.

NOTE C – NEW ACCOUNTING STANDARD NOT YET ADOPTED

In June 2016, the FASB issued ASU 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*," which significantly changes the impairment model for most financial instruments. Current guidance requires the recognition of credit losses based on an incurred loss impairment methodology that reflects losses once the losses are probable. Under the new standard, the Company will be required to use a current expected credit loss model ("CECL") that will immediately recognize an estimate of credit losses that are expected to occur over the life of the financial instruments that are in the scope of this update, including trade receivables. The CECL model uses a broader range of reasonable and supportable information in the development of credit loss estimates. In November 2019, the FASB deferred the effective date for smaller reporting companies for annual reporting periods beginning after December 15, 2022. This standard is required to take effect in Nathan's first quarter (June 2023) of our fiscal year ending March 31, 2024. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements and related disclosures.

The Company does not believe that any other recently issued, but not yet effective accounting standards, when adopted, will have a material effect on the accompanying consolidated financial statements.

NOTE D – REVENUES

The Company's disaggregated revenues for the thirteen and thirty-nine weeks ended December 26, 2021 and December 27, 2020 are as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Branded Products	**$ 16,901**	$ 10,003	**$ 51,960**	$ 24,450
Company-operated restaurants	**1,736**	1,319	**9,502**	6,247
Total sales	**18,637**	11,322	**61,462**	30,697
License royalties	**5,878**	5,898	**24,218**	24,689
Franchise royalties	**744**	361	**2,581**	880
Franchise fees	**175**	59	**412**	207
Total franchise fees and royalties	**919**	420	**2,993**	1,087
Advertising fund revenue	**479**	390	**1,437**	1,082
Total revenues	**$ 25,913**	$ 18,030	**$ 90,110**	$ 57,555

The following table disaggregates revenues by primary geographical market (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
United States	**$ 25,066**	$ 17,810	**$ 87,545**	$ 56,723
International	**847**	220	**2,565**	832
Total revenues	**$ 25,913**	$ 18,030	**$ 90,110**	$ 57,555

Contract balances

The following table provides information about contract receivables and liabilities (deferred franchise fees) from contracts with customers (in thousands):

	December 26, 2021	March 28, 2021
Receivables, which are included in "Accounts and other receivables, net" (a)	**$ 250**	$ -
Deferred franchise fees (b)	**$ 2,022**	$ 1,773

(a) Includes receivables related to "franchise fees and royalties"

(b) Deferred franchise fees of $359 and $1,663 as of December 26, 2021 and $237 and $1,536 as of March 28, 2021 are included in Deferred franchise fees – current and long term, respectively.

Significant changes in deferred franchise fees are as follows (in thousands):

	Thirty-nine weeks ended December 26, 2021	Thirty-nine weeks ended December 27, 2020
Deferred franchise fees at beginning of period	**$ 1,773**	$ 1,917
Revenue recognized during the period	**(412)**	(207)
New deferrals due to cash received and other	**661**	70
Deferred franchise fees at end of period	**$ 2,022**	$ 1,780

Anticipated future recognition of deferred franchise fees

The following table reflects the estimated franchise fees to be recognized in the future related to performance obligations that are unsatisfied at the end of the period (in thousands):

	Estimate for fiscal year
2022 (a)	$ 95
2023	342
2024	303
2025	286
2026	260
Thereafter	736
Total	$ 2,022

(a) Represents franchise fees expected to be recognized for the remainder of the 2022 fiscal year, which includes international development fees expected to be recognized over the duration of one year or less. Amount does not include $412 of franchise fee revenue recognized for the thirty-nine weeks ended December 26, 2021.

NOTE E – INCOME PER SHARE

Basic income per common share is calculated by dividing income by the weighted-average number of common shares outstanding and excludes any dilutive effect of stock options. Diluted income per common share gives effect to all potentially dilutive common shares that were outstanding during the period. Dilutive common shares used in the computation of diluted income per common share result from the assumed exercise of stock options and warrants, as determined using the treasury stock method.

The following chart provides a reconciliation of information used in calculating the per-share amounts for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020, respectively.

Thirteen weeks

	Net Income (in thousands)		Number of Shares (in thousands)		Net Income Per Share	
	2021	2020	**2021**	2020	**2021**	2020
Basic EPS						
Basic calculation	**$ 2,130**	$ 1,359	**4,115**	4,115	**$ 0.52**	$ 0.33
Effect of dilutive employee stock options	-	-	-	-	-	-
Diluted EPS						
Diluted calculation	**$ 2,130**	$ 1,359	**4,115**	4,115	**$ 0.52**	$ 0.33

Thirty-nine weeks

	Net Income		Number of Shares		Net Income Per Share	
	2021	2020	**2021**	2020	**2021**	2020
	(in thousands)		(in thousands)			
Basic EPS						
Basic calculation	**$ 11,438**	$ 9,014	**4,115**	4,117	**$ 2.78**	$ 2.19
Effect of dilutive employee stock options	**-**	-	**-**	-	**-**	-
Diluted EPS						
Diluted calculation	**$ 11,438**	$ 9,014	**4,115**	4,117	**$ 2.78**	$ 2.19

Options to purchase 20,000 shares of common stock in the thirteen and thirty-nine week periods ended December 26, 2021, were not included in the computation of diluted EPS because the exercise price exceeded the average market price of common shares during the period.

Options to purchase 10,000 shares of common stock in the thirteen and thirty-nine week periods ended December 27, 2020, were not included in the computation of diluted EPS because the exercise price exceeded the average market price of common shares during the period.

NOTE F – CASH AND CASH EQUIVALENTS

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. The Company did not have any cash equivalents at December 26, 2021 and March 28, 2021.

At December 26, 2021 and March 28, 2021, substantially all of the Company's cash balances are in excess of Federal government insurance limits. The Company does not believe that it is exposed to any significant risk on these balances.

NOTE G – FAIR VALUE MEASUREMENTS

Nathan's follows a three-level fair value hierarchy that prioritizes the inputs to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market

- Level 2 - inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability

- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability

The face value and fair value of long-term debt, including the current portion, as of December 26, 2021 and March 28, 2021 were as follows (in thousands):

	December 26, 2021		March 28, 2021	
	Face value	**Fair value**	Face Value	Fair value
Long-term debt	**$ 150,000**	**$ 152,961**	$ 150,000	$ 154,420

The Company estimates the fair value of its long-term debt, including the current portion, based upon review of observable pricing in secondary markets as of the last trading day of the fiscal period. Accordingly, the Company classifies its long-term debt, including the current portion, as Level 2.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturity of the instruments.

Certain non-financial assets and liabilities are measured at fair value on a non-recurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances, such as when evidence of impairment exists. At December 26, 2021, no fair value adjustment or material fair value measurements were required for non-financial assets or liabilities.

NOTE H – ACCOUNTS AND OTHER RECEIVABLES, NET

Accounts and other receivables, net, consist of the following (in thousands):

	December 26, 2021	March 28, 2021
Branded product sales	**$ 10,185**	$ 6,480
Franchise and license royalties	**2,992**	5,224
Other	**1,183**	293
	14,360	11,997
Less: allowance for doubtful accounts	**185**	345
Accounts and other receivables, net	**$ 14,175**	$ 11,652

Accounts receivable are due within 30 days and are stated at amounts due from franchisees, including virtual or "ghost" kitchens, retail licensees and Branded Product Program customers, net of an allowance for doubtful accounts. Accounts that are outstanding longer than the contractual payment terms are generally considered past due. The Company does not recognize franchise and license royalties that are not deemed to be realizable.

The Company individually reviews each past due account and determines its allowance for doubtful accounts by considering a number of factors, including the length of time accounts receivable are past due, the Company's previous loss history, the customer's current and expected future ability to pay its obligation to the Company, the condition of the general economy and the industry as a whole. Based on management's assessment, the Company provides for estimated uncollectible amounts through a charge to earnings. After the Company has used reasonable collection efforts, it writes off accounts receivable through a charge to the allowance for doubtful accounts.

Changes in the Company's allowance for doubtful accounts for the thirty-nine week period ended December 26, 2021 and the fiscal year ended March 28, 2021 are as follows (in thousands):

	December 26, 2021	March 28, 2021
Beginning balance	**$ 345**	$ 237
Bad debt expense	**112**	101
Write-offs and other	**(272)**	7
Ending balance	**$ 185**	$ 345

NOTE I – PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following (in thousands):

	December 26, 2021	March 28, 2021
Income taxes	**$ -**	$ 280
Real estate taxes	**140**	87
Insurance	**257**	388
Marketing	**181**	196
Other	**243**	374
Total prepaid expenses and other current assets	**$ 821**	$ 1,325

NOTE J – GOODWILL AND INTANGIBLE ASSETS

The Company has continued to monitor the economic uncertainty as a result of COVID-19 and has determined that the impact of COVID-19 was a triggering event that required the Company to perform a quantitative interim goodwill impairment test. Based on the quantitative test performed, management determined that the Company's goodwill has not been impaired as of December 26, 2021 and December 27, 2020, and as a result, no impairment charge was recorded for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020.

The Company's definite-lived intangible asset consists of trademarks, tradenames and other intellectual property in connection with its Arthur Treacher's co-branding agreements. The Company reviews its definite-lived intangible asset for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company determined that the impact of COVID-19 on its business was a sufficient indicator that the carrying value may not be recoverable. The Company tested for recoverability of its definite-lived intangible asset based on the projected undiscounted cash flows to be derived from such co-branding agreements, which has a remaining useful life based upon the term of its agreements. Based on the quantitative test performed, the Company determined that the definite-lived intangible asset was recoverable and no impairment charge was recorded for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020.

NOTE K - LONG LIVED ASSETS

Long-lived assets on a restaurant-by-restaurant basis are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Long-lived assets include property, equipment and right of use assets for operating leases with finite useful lives. Assets are grouped at the individual restaurant level which represents the lowest level for which cash flows can be identified largely independent of the cash flows of other assets and liabilities. The Company generally considers a history of restaurant operating losses to be its primary indicator of potential impairment for individual restaurant locations. As a result of the impact of the COVID-19 pandemic on its business, the Company determined that sufficient indicators existed to trigger the performance of an interim impairment analysis as of December 26, 2021 and December 27, 2020.

The Company tests for recoverability based on the projected undiscounted cash flows to be derived from such assets. If the projected undiscounted future cash flows are less than the carrying value of the asset, the Company will record on a restaurant-by-restaurant basis, an impairment loss, if any, based on the difference between the estimated fair value and the carrying value of the asset. The Company generally measures fair value by considering discounted estimated future cash flows from such assets. Cash flow projections and fair value estimates require significant estimates and assumptions by management. Should the estimates and assumptions prove to be incorrect, the Company may be required to record impairments in future periods and such impairments could be material. As a result of the Company's analysis, no long-lived assets were deemed to be impaired as of December 26, 2021 and December 27, 2020, and, as a result, no impairment charge was recorded for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020.

NOTE L – ACCRUED EXPENSES, OTHER CURRENT LIABILITIES AND OTHER LIABILITIES

Accrued expenses and other current liabilities consist of the following (in thousands):

	December 26, 2021	March 28, 2021
Payroll and other benefits	**$ 2,207**	$ 2,793
Accrued rebates	**288**	132
Rent and occupancy costs	**91**	73
Deferred revenue	**-**	841
Construction costs	**58**	60
Interest	**1,552**	4,057
Professional fees	**150**	200
Sales, use and other taxes	**71**	60
Corporate income taxes	**571**	-
Other	**422**	262
Total accrued expenses and other current liabilities	**$ 5,410**	$ 8,478

Other liabilities consist of the following (in thousands):

	December 26, 2021	March 28, 2021
Reserve for uncertain tax positions	**$ 733**	$ 653
Other	**-**	121
Total other liabilities	**$ 733**	$ 774

NOTE M – INCOME TAXES

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") was enacted into law which among other provisions increases the limitation on the allowed business interest expense deduction from 30 percent to 50 percent of adjusted taxable income for tax years beginning January 1, 2019 and 2020. Additionally, the CARES Act allows businesses to immediately expense the full cost of Qualified Improvement Property, retroactive to tax years beginning on or after January 1, 2018.

The income tax provisions for the thirty-nine week periods ended December 26, 2021 and December 27, 2020 reflect effective tax rates of 28.1% and 27.7%, respectively.

The amount of unrecognized tax benefits at December 26, 2021 was $445,000 all of which would impact Nathan's effective tax rate, if recognized. As of December 26, 2021, Nathan's had $307,000 of accrued interest and penalties in connection with unrecognized tax benefits.

NOTE N – SEGMENT INFORMATION

Nathan's considers itself to be a brand marketer of the Nathan's Famous signature products to the foodservice industry pursuant to its various business structures. Nathan's sells its products directly to consumers through its restaurant operations segment consisting of Company-operated and franchised restaurants, including virtual or "ghost" kitchens, to distributors that resell our products to the foodservice industry through the Branded Product Program ("BPP") and by third party manufacturers pursuant to license agreements that sell our products to club stores and grocery stores nationwide. The Company's Chief Executive Officer has been identified as the Chief Operating Decision Maker ("CODM") who evaluates performance and allocates resources for the Branded Product Program, Product Licensing and Restaurant Operations segments based upon a number of factors, the primary profit measure being income from operations. Certain administrative expenses are not allocated to the segments and are reported within the Corporate segment.

Branded Product Program – This segment derives revenue principally from the sale of hot dog products either directly to foodservice operators or to various foodservice distributors who resell the products to foodservice operators.

Product licensing – This segment derives revenue, primarily in the form of royalties, from licensing a broad variety of Nathan's Famous branded products, including our hot dogs, sausage and corned beef products, frozen french fries and additional products through retail grocery channels and club stores throughout the United States.

Restaurant operations – This segment derives revenue from the sale of our products at Company-owned restaurants and earns fees and royalties from its franchised restaurants, including its virtual or "ghost" kitchens.

Revenues from operating segments are from transactions with unaffiliated third parties and do not include any intersegment revenues.

Income from operations attributable to Corporate consists principally of administrative expenses not allocated to the operating segments such as executive management, finance, information technology, legal, insurance, corporate office costs, corporate incentive compensation and compliance costs and expenses of the advertising fund.

Interest expense, interest income, and other income, net, are managed centrally at the corporate level, and, accordingly, such items are not presented by segment since they are excluded from the measure of profitability reviewed by the CODM.

Operating segment information is as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Revenues				
Branded Product Program	**$ 16,901**	$ 10,003	**$ 51,960**	$ 24,450
Product licensing	**5,878**	5,898	**24,218**	24,689
Restaurant operations	**2,655**	1,739	**12,495**	7,334
Corporate (1)	**479**	390	**1,437**	1,082
Total revenues	**$ 25,913**	$ 18,030	**$ 90,110**	$ 57,555
Income from operations				
Branded Product Program	**$ 1,681**	$ 1,550	**$ 5,096**	$ 3,074
Product licensing	**5,832**	5,852	**24,081**	24,552
Restaurant operations	**(69)**	(1,162)	**623**	(2,193)
Corporate	**(1,831)**	(1,837)	**(6,046)**	(5,352)
Income from operations	**$ 5,613**	$ 4,403	**$ 23,754**	$ 20,081
Interest expense	**(2,650)**	(2,650)	**(7,951)**	(7,951)
Interest income	**24**	89	**88**	309
Other income, net	**3**	9	**24**	31
Income before provision for income taxes	**$ 2,990**	$ 1,851	**$ 15,915**	$ 12,470

(1) Represents advertising fund revenue

NOTE O – SHARE-BASED COMPENSATION

Total share-based compensation during each of the thirteen-week periods ended December 26, 2021 and December 27, 2020 was $8,000 and $29,000, respectively. Total share-based compensation during each of the thirty-nine week periods ended December 26, 2021 and December 27, 2020 was $66,000 and $87,000, respectively. As of December 26, 2021, there was $122,000 of unamortized compensation expense related to share-based incentive awards. We expect to recognize this expense over approximately twenty-two months, which represents the weighted average remaining requisite service periods for such awards.

The Company recognizes compensation cost for unvested stock-based incentive awards on a straight-line basis over the requisite service period. Compensation cost charged to expense under all stock-based incentive awards is as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Stock options	**$ 8**	$ 21	**$ 52**	$ 64
Restricted stock	**-**	8	**14**	23
Total compensation cost	**$ 8**	$ 29	**$ 66**	$ 87

Stock options:

During the thirty-nine week period ended December 26, 2021, the Company granted options to purchase 10,000 shares at an exercise price of $68.50 per share, all of which expire five years from the date of grant. All such options vest ratably over a four-year period commencing August 10, 2021.

The weighted-average option fair values, as determined using the Black-Scholes option valuation model, and the assumptions used to estimate these values for stock options granted during the thirty-nine week period ended December 26, 2021 are as follows:

Weighted-average option fair values	$ 13.04
Expected life (years)	4.4
Interest rate	0.82%
Volatility	27.69%
Dividend yield	2.04%

The expected dividend yield is based on historical and projected dividend yields. The Company estimates volatility based primarily on historical monthly price changes of the Company's stock equal to the expected life of the option. The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant. The expected option term is the number of years the Company estimates the options will be outstanding prior to exercise based on expected historical exercise patterns and employment termination behavior.

Transactions with respect to stock options for the thirty-nine weeks ended December 26, 2021 are as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Options outstanding at March 28, 2021	**10,000**	**$ 89.90**	**2.46**	-
Granted	**10,000**	**$ 68.50**	**4.62**	-
Exercised	-	-	-	-
Options outstanding at December 26, 2021	**20,000**	**$ 79.20**	**3.17**	-
Options exercisable at December 26, 2021	**10,000**	**$ 89.90**	**1.71**	-

Restricted stock:

Transactions with respect to restricted stock for the thirty-nine weeks ended December 26, 2021 are as follows:

	Shares	**Weighted-Average Grant-date Fair value Per share**
Unvested restricted stock at March 28, 2021	**333**	**$ 89.90**
Granted	-	-
Vested	**(333)**	**$ 89.90**
Unvested restricted stock at December 26, 2021	-	-

NOTE P – STOCKHOLDERS' EQUITY

1. *Dividends*

Effective June 11, 2021, the Board of Directors (the "Board") declared its first quarterly cash dividend of $0.35 per share for fiscal year 2022, aggregating $1,440,000, which was paid on June 25, 2021 to stockholders of record as of the close of business on June 21, 2021.

Effective August 6, 2021, the Board declared its second quarterly cash dividend of $0.35 per share for fiscal year 2022, aggregating $1,440,000, which was paid on September 3, 2021 to stockholders of record as of the close of business on August 23, 2021.

Effective November 5, 2021, the Board declared its third quarterly cash dividend of $0.35 per share for fiscal year 2022, aggregating $1,440,000, which was paid on December 3, 2021 to stockholders of record as of the close of business on November 22, 2021.

Effective February 4, 2022, the Board authorized the increase of its regular dividend from $0.35 to $0.45 per quarter and declared its fourth quarterly cash dividend of $0.45 per share payable on March 4, 2022 to stockholders of record as of the close of business on February 21, 2022.

Our ability to pay future dividends is limited by the terms of the Indenture with U.S. Bank National Association, as trustee and collateral trustee (see Note Q). In addition to the terms of the Indenture, the declaration and payment of any cash dividends in the future are subject to final determination of the Board and will be dependent upon our earnings and financial requirements.

2. Stock Incentive Plans

On September 18, 2019, the Company's shareholders approved the Nathan's Famous, Inc. 2019 Stock Incentive Plan (the "2019 Plan"). The 2019 Plan became effective as of July 1, 2020 (the "Effective Date"). Following the Effective Date, (i) no additional stock awards were granted under the 2010 Plan and (ii) all outstanding stock awards previously granted under the 2010 Plan remained subject to the terms of the 2010 Plan. All awards granted on or after the Effective Date are subject to the terms of the 2019 Plan.

As of the Effective Date, we were able to issue up to: (a) 369,584 shares of common stock under the 2019 Plan which includes: (i) shares that had been authorized but not issued pursuant to the 2010 Plan as of the Effective Date up to a maximum of an additional 208,584 shares and (ii) any shares subject to any outstanding options or restricted stock grants under any plan of the Company that were outstanding as of the Effective Date and that subsequently expired unexercised, or were otherwise forfeited, up to a maximum of an additional 11,000 shares. As of December 26, 2021, there were up to 198,584 shares available to be issued for future option grants or up to 181,683 shares of restricted stock to be granted under the 2019 Plan.

3. Stock Repurchase Program

During the period from October 2001 through December 26, 2021, Nathan's purchased 5,254,081 shares of common stock at a cost of $84,770,000 pursuant to various stock repurchase plans previously authorized by the Board. During the thirty-nine week period ended December 26, 2021, we did not repurchase any shares of common stock.

In 2016, the Board authorized increases to the sixth stock repurchase plan for the purchase of up to 1,200,000 shares of its common stock on behalf of the Company. As of December 26, 2021, Nathan's had repurchased 1,066,450 shares at a cost of $37,108,000 under the sixth stock repurchase plan. At December 26, 2021 there were 133,550 shares remaining to be repurchased pursuant to the sixth stock repurchase plan. The plan does not have a set expiration date. Purchases under the Company's stock repurchase program may be made from time to time, depending on market conditions, in open market or privately negotiated transactions, at prices deemed appropriate by management. There is no set time limit on the repurchases.

On March 13, 2020, the Board approved a 10b5-1 stock plan (the "10b5-1 Plan") which expired on August 12, 2020. During the fiscal 2021 period, the Company repurchased in open market transactions 26,676 shares of the Company's common stock at an average share price of $56.26 for a total cost of $1,501,000 under the 10b5-1 Plan.

NOTE Q – LONG-TERM DEBT

Long-term debt consists of the following (in thousands):

	December 26, 2021	March 28, 2021
6.625% Senior Secured Notes due 2025	$ **150,000**	$ 150,000
Less: unamortized debt issuance costs	**(2,651)**	(3,169)
	$ **147,349**	$ 146,831
Less: Current maturities of long-term debt	**(40,000)**	-
Long-term debt, net	$ **107,349**	$ 146,831

On November 1, 2017, the Company issued $150,000,000 of 6.625% Senior Secured Notes due 2025 (the "2025 Notes") in a private offering in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The 2025 Notes were issued pursuant to an indenture dated as of November 1, 2017 by and among the Company, certain of its wholly-owned subsidiaries and U.S. Bank National Association (the "Indenture"). The Company used the net proceeds of the 2025 Notes offering to satisfy and discharge the Indenture relating to the $135,000,000 of 10.000% Senior Secured Notes due 2020 and redeemed such notes (the "Redemption"), paid a portion of a special $5.00 per share cash dividend to Nathan's stockholders of record, and used the remaining net proceeds for general corporate purposes, including working capital. The Company also funded the majority of the special dividend of $5.00 per share through its existing cash. The Redemption occurred on November 16, 2017.

The 2025 Notes bear interest at 6.625% per annum, payable semi-annually on May 1st and November 1st of each year. The Company made its required semi-annual interest payments of $4,968,750 on May 1, 2021 and November 1, 2021.

The 2025 Notes have no scheduled principal amortization payments prior to its final maturity on November 1, 2025.

The terms and conditions of the 2025 Notes are as follows (terms not defined shall have the meanings set forth in the Indenture):

There are no financial maintenance covenants associated with the 2025 Notes. As of December 26, 2021, Nathan's was in compliance with all covenants associated with the 2025 Notes.

The Indenture contains certain covenants limiting the Company's ability and the ability of its restricted subsidiaries (as defined in the Indenture) to, subject to certain exceptions and qualifications: (i) incur additional indebtedness; (ii) pay dividends or make other distributions on, redeem or repurchase, capital stock; (iii) make investments or other restricted payments; (iv) create or incur certain liens; (v) incur restrictions on the payment of dividends or other distributions from its restricted subsidiaries; (vi) enter into certain transactions with affiliates; (vii) sell assets; or (viii) effect a consolidation or merger. Certain Restricted Payments which may be made or indebtedness incurred by Nathan's or its Restricted Subsidiaries may require compliance with the following financial ratios:

Fixed Charge Coverage Ratio: the ratio of the Consolidated Cash Flow to the Fixed Charges for the relevant period, currently set at 2.0 to 1.0 in the Indenture. The Fixed Charge Coverage Ratio applies to determining whether additional Restricted Payments may be made, certain additional debt may be incurred and acquisitions may be made.

Priority Secured Leverage Ratio: the ratio of (a) Consolidated Net Debt outstanding as of such date that is secured by a Priority Lien to (b) Consolidated Cash Flow of Nathan's for the Test Period then most recently ended, in each case with such pro forma adjustments as are appropriate; currently set at 0.40 to 1.00 in the Indenture.

Secured Leverage Ratio: the ratio of (a) Consolidated Net Debt outstanding as of such date that is secured by a Lien on any property of Nathan's or any Guarantor to (b) Consolidated Cash Flow of Nathan's for the Test Period then most recently ended, in each case with such pro forma adjustments as are appropriate. The Secured Leverage Ratio under the Indenture is 3.75 to 1.00 and applies if Nathan's wants to incur additional debt on the same terms as the 2025 Notes.

The Indenture also contains customary events of default, including, among other things, failure to pay interest, failure to comply with agreements related to the Indenture, failure to pay at maturity or acceleration of other indebtedness, failure to pay certain judgments, and certain events of insolvency or bankruptcy. Generally, if any event of default occurs, the Trustee or the holders of at least 25% in principal amount of the 2025 Notes may declare the 2025 Notes due and payable by providing notice to the Company. In case of default arising from certain events of bankruptcy or insolvency, the 2025 Notes will become immediately due and payable.

The 2025 Notes are general senior secured obligations, are fully and unconditionally guaranteed by substantially all of the Company's wholly-owned subsidiaries and rank *pari passu* in right of payment with all of the Company's existing and future indebtedness that is not subordinated, are senior in right of payment to any of the Company's existing and future subordinated indebtedness, are structurally subordinated to any existing and future indebtedness and other liabilities of the Company's subsidiaries that do not guarantee the 2025 Notes, and are effectively junior to all existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes.

Pursuant to the terms of a collateral trust agreement, the liens securing the 2025 Notes and the guarantees will be contractually subordinated to the liens securing any future credit facility.

The 2025 Notes and the guarantees are the Company and the guarantors' senior secured obligations and will rank:

- senior in right of payment to all of the Company and the guarantors' future subordinated indebtedness;
- effectively senior to all unsecured senior indebtedness to the extent of the value of the collateral securing the 2025 Notes and the guarantees;
- *pari passu* with all of the Company and the guarantors' other senior indebtedness;
- effectively junior to any future credit facility to the extent of the value of the collateral securing any future credit facility and the 2025 Notes and the guarantees and certain other assets;
- effectively junior to any of the Company and the guarantors' existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes and the guarantees to the extent of the value of any such assets; and
- structurally subordinated to the indebtedness of any of the Company's current and future subsidiaries that do not guarantee the 2025 Notes.

On or after November 1, 2020, the Company may redeem some or all of the 2025 Notes at a decreasing premium over time, plus accrued and unpaid interest as follows:

YEAR	**PERCENTAGE**
On or after November 1, 2020 and prior to November 1, 2021	103.313%
On or after November 1, 2021 and prior to November 1, 2022	101.656%
On or after November 1, 2022	100.000%

On December 15, 2021, the Company announced its intent to complete the partial redemption, in the principal amount of $40,000,000, of the 2025 Notes, in accordance with the terms and conditions of the Indenture. The redemption price of the redeemed notes was 101.656% of the principal amount, plus accrued and unpaid interest from, and including November 1, 2021 to, but excluding, the redemption date of January 26, 2022. On January 26, 2022, the Company redeemed $40,000,000 of the 2025 Notes by paying cash of $41,288,094, inclusive of the redemption premium and accrued interest, and recognized a loss on early extinguishment of approximately $1,400,000 that primarily reflected the redemption premium and the write-off of a portion of previously recorded debt issuance costs.

In certain circumstances involving a change of control, the Company will be required to make an offer to repurchase all or, at the holder's option, any part, of each holder's 2025 Notes pursuant to the offer described below (the "Change of Control Offer"). In the Change of Control Offer, the Company will be required to offer payment in cash equal to 101% of the aggregate principal amount of 2025 Notes repurchased plus accrued and unpaid interest, to the date of purchase.

If the Company sells certain assets and does not use the net proceeds as required, the Company will be required to use such net proceeds to repurchase the 2025 Notes at 100% of the principal amount thereof, plus accrued and unpaid interest and additional interest penalty, if any, to the date of repurchase.

The 2025 Notes may be traded between qualified institutional buyers pursuant to Rule 144A of the Securities Act. We have recorded the 2025 Notes at cost.

NOTE R – LEASES

The Company is party as lessee to various leases for its Company-operated restaurants and lessee/sublessor to one franchised location property, including land and buildings, as well as leases for its corporate office and certain office equipment.

Company as lessee

The components of the net lease cost for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020 were as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Statement of Earnings				
Operating lease cost	**$ 378**	$ 370	**$ 1,223**	$ 1,181
Variable lease cost	**57**	292	**1,023**	1,007
Less: Sublease income, net	**(41)**	(9)	**(62)**	(31)
Total net lease cost (a)	**$ 394**	$ 653	**$ 2,184**	$ 2,157

(a) Includes $243, net and $502, net for the thirteen week periods ended December 26, 2021 and December 27, 2020, respectively, and $1,713, net and $1,696, net for the thirty-nine week periods ended December 26, 2021 and December 27, 2020, respectively, recorded to "Restaurant Operating Expenses" for leases for Company-owned restaurants.

Includes $192 and $160 for the thirteen week periods ended December 26, 2021 and December 27, 2020, respectively, and $533 and $492 for the thirty-nine week periods ended December 26, 2021 and December 27, 2020, respectively, recorded to "General and administrative expenses" for leases for corporate offices and equipment.

Also includes $41 and $9 for the thirteen week periods ended December 26, 2021 and December 27, 2020, respectively, and $62 and $31 for the thirty-nine week periods ended December 26, 2021 and December 27, 2020, respectively, recorded to "Other income, net" for leased properties that are leased to franchisees.

Cash paid for amounts included in the measurement of lease liabilities were as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Operating cash flows from operating leases	**$ 187**	$ 153	**$ 544**	$ 560

The weighted average remaining lease term and weighted average discount rate for operating leases as of December 26, 2021 were as follows:

Weighted average remaining lease term (years):	
Operating leases	**6.5**
Weighted average discount rate:	
Operating leases	**8.875%**

Future lease commitments to be paid and received by the Company as of December 26, 2021 were as follows (in thousands):

	Payments Operating Leases	Receipts Subleases	Net Leases
Fiscal year:			
2022 (a)	$ 381	$ 38	$ 343
2023	1,849	168	1,681
2024	1,774	169	1,605
2025	1,678	169	1,509
2026	1,712	169	1,543
Thereafter	3,762	183	3,579
Total lease commitments	$ 11,156	$ 896	$ 10,260
Less: Amount representing interest	2,628		
Present value of lease liabilities (b)	$ 8,528		

(a) Represents future lease commitments to be paid and received by the Company for the remainder of the 2022 fiscal year. Amount does not include $1,222 of lease commitments paid and received by the Company for the thirty-nine week period ended December 26, 2021.
(b) The present value of minimum operating lease payments of $1,848 and $6,680 are included in "Current portion of operating lease liabilities" and "Long-term operating lease liabilities," respectively on the Consolidated Balance Sheet.

Company as lessor

The components of lease income for the thirteen and thirty-nine week periods ended December 26, 2021 and December 27, 2020 were as follows (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
Operating lease income, net	**$ 41**	$ 9	**$ 62**	$ 31

NOTE S – COMMITMENTS AND CONTINGENCIES

1. Commitments

On February 27, 2017, a wholly-owned subsidiary of the Company executed a Guaranty of Lease (the "Brooklyn Guaranty") in connection with its re-franchising of a restaurant located in Brooklyn, New York. The Company was obligated to make payments under the Brooklyn Guaranty in the event of a default by the tenant/franchisee. The Brooklyn Guaranty had an initial term of 10 years and one 5-year option and was limited to 24 months of rent for the first three years of the term. For the remainder of the term, the Brooklyn Guaranty was limited to 12 months of rent plus reasonable costs of collection and attorney's fees.

The Company entered into a termination of lease agreement effective January 15, 2022 (the "Termination Date"). As consideration for all outstanding amounts due and payable under the Brooklyn Guaranty, the Company agreed to pay a termination fee in the amount of $75,000, of which the Company agreed to pay 50% or $37,500 and the tenant/franchisee agreed to pay 50% or $37,500. The Company paid its share of the termination fee in January 2022.

2. Contingencies

The Company and its subsidiaries are from time to time involved in ordinary and routine litigation. Management presently believes that the ultimate outcome of these proceedings, individually or in the aggregate, will not have a material adverse effect on the Company's financial position, cash flows or results of operations. Nevertheless, litigation is subject to inherent uncertainties and unfavorable rulings could occur. An unfavorable ruling could include money damages and, in such event, could result in a material adverse impact on the Company's results of operations for the period in which the ruling occurs.

NOTE T – SUBSEQUENT EVENTS

The Company evaluated subsequent events through the date the consolidated interim financial statements were issued and filed with the U.S. Securities and Exchange Commission. There were no other subsequent events that require recognition or disclosure.

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

Forward-Looking Statements

This Form 10-Q contains “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 1933, as amended, that involve risks and uncertainties. You can identify forward-looking statements because they contain words such as “believes”, “expects”, “projects”, “may”, “would”, “should”, “seeks”, “intends”, “plans”, “estimates”, “anticipates” or similar expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements contained in this Form 10-Q are based upon information available to us on the date of this Form 10-Q.

Statements in this Form 10-Q quarterly report may be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These risks and uncertainties, many of which are not within our control, include but are not limited to: the impact of the COVID-19 pandemic; the status of our licensing and supply agreements, including our licensing revenue and overall profitability being substantially dependent on our agreement with John Morrell & Co., the impact of our debt service and repayment obligations under the 2025 Notes, including the effect on our ability to fund working capital, operations and make new investments; economic, weather (including the affects on the supply of cattle and the impact of weather on sales at our restaurants, particularly during the summer months), and change in the price of beef trimmings; our ability to pass on the cost of any price increases in beef and beef trimmings, or labor costs; legislative, business conditions or tariffs; the collectibility of receivables; changes in consumer tastes; the continued viability of Coney Island as a destination location for visitors; the ability to continue to attract franchisees; the impact of the minimum wage legislation in New York State or other changes in labor laws, including court decisions which could render a franchisor as a “joint employee” or the impact of our union contracts; our ability to attract competent restaurant and managerial personnel; the enforceability of international franchising agreements and the future effects of any food borne illness; such as bovine spongiform encephalopathy, BSE or e-coli; as well as those risks discussed from time to time in this Form 10-Q and our Form 10-K annual report for the year ended March 28, 2021, and in other documents we file with the U.S. Securities and Exchange Commission. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements. We generally identify forward-looking statements with the words “believe,” “intend,” “plan,” “expect,” “anticipate,” “estimate,” “will,” “should” and similar expressions. Any forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 10-Q.

Introduction

As used in this Report, the terms “we”, “us”, “our”, “Nathan’s” or the “Company” mean Nathan’s Famous, Inc. and its subsidiaries (unless the context indicates a different meaning).

We are engaged primarily in the marketing of the “Nathan’s Famous” brand and the sale of products bearing the “Nathan’s Famous” trademarks through several different channels of distribution. Historically, our business has been the operation and franchising of quick-service restaurants featuring Nathan’s World Famous Beef Hot Dogs, crinkle-cut French-fried potatoes, and a variety of other menu offerings. Our Company-owned and franchised units operate under the name “Nathan’s Famous,” the name first used at our original Coney Island restaurant opened in 1916. Nathan’s product licensing program sells packaged hot dogs and other meat products to retail customers through supermarkets or grocery-type retailers for off-site consumption. Our Branded Product Program enables foodservice retailers and others to sell some of Nathan’s proprietary products outside of the realm of a traditional franchise relationship. In conjunction with this program, purchasers of Nathan’s products are granted a limited use of the Nathan’s Famous trademark with respect to the sale of the purchased products, including Nathan’s World Famous Beef Hot Dogs, certain other proprietary food items and paper goods. Our Branded Menu Program is a limited franchise program, under which foodservice operators may sell a greater variety of Nathan’s Famous menu items than under the Branded Product Program.

Our revenues are generated primarily from selling products under Nathan's Branded Product Program, operating Company-owned restaurants, licensing agreements for the sale of Nathan's products within supermarkets and club stores, the sale of Nathan's products directly to other foodservice operators and the manufacture of certain proprietary spices by third parties and the royalties, fees and other sums we can earn from franchising the Nathan's restaurant concept (including the Branded Menu Program and virtual or "ghost" kitchens).

At December 26, 2021, our restaurant system, excluding virtual or "ghost" kitchens, consisted of 242 Nathan's franchised units, including 120 Branded Menu Program units, and four Company-owned units (including one seasonal unit), located in 18 states, and 14 foreign countries. At December 27, 2020, our restaurant system, excluding virtual or "ghost" kitchens, consisted of 215 Nathan's franchised units, including 93 Branded Menu Program units, and four Company-owned units (including one seasonal unit), located in 19 states, and 9 foreign countries.

Our strategic emphasis is focused on increasing the number of distribution points for our products across all of our business platforms, including our Licensing Program for distribution of Nathan's Famous branded consumer packaged goods, our Branded Products Program for distribution of Nathan's Famous branded bulk products to the foodservice industry, and our namesake restaurant system comprised of both Company-owned and franchised units, including virtual or "ghost" kitchens. The primary drivers of our growth have been our Licensing and Branded Product Programs which have been the largest contributors to the Company's profits.

We continue to reinvigorate our restaurant system. The operating plan we have adopted in this regard is focused on surrounding our core items, Nathan's World Famous Beef Hot Dogs and crinkle-cut French fried potatoes, with other much higher quality menu items, including fresh angus hamburgers and hand-dipped chicken sandwiches, developed to deliver best-in-class customer experience and greater customer frequency. Menu development activities have been combined with concept positioning efforts, operational improvements and more effective digital and social marketing campaigns. The goal is to improve the performance of the existing restaurant system and to grow it through franchising efforts, including virtual or "ghost" kitchens. While we do not expect to significantly increase the number of Company-owned restaurants, we may opportunistically and strategically invest in a small number of new units as showcase locations for prospective franchisees and master developers as we seek to grow our franchise system. We continue to seek opportunities to drive sales in a variety of ways as we adapt to the ever-changing consumer and environment. Our virtual or "ghost" kitchens should position us to further expand our delivery options and should allow us to reach even more of our customers.

As described in our Annual Report on Form 10-K for the year ended March 28, 2021, our future results could be materially impacted by many developments including the impact of the COVID-19 pandemic on our business, our dependence on John Morrell & Co. as our principal supplier and the dependence of our licensing revenue and overall profitability on our agreement with John Morrell & Co. In addition, our future operating results could be impacted by supply constraints on beef or by increased costs of beef, beef trimmings and other commodities compared to earlier periods in addition to the potential impact that any future tariffs may have on the business.

On November 1, 2017, the Company issued $150,000,000 of 6.625% Senior Secured Notes due 2025 (the "2025 Notes") and used the majority of the proceeds of this offering to redeem the Company's 10.000% Senior Secured Notes due 2020, paid a portion of the special $5.00 cash dividend and used any remaining proceeds for general corporate purposes, including working capital. On January 26, 2022, the Company redeemed $40,000,000 in aggregate principal amount of its 2025 Notes. As a result of the partial redemption, the Company expects to reduce its future cash interest exposure by $2,650,000 per annum.

As described below, we are also including information relating to EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, in the Form 10-Q quarterly report. See "Reconciliation of GAAP and Non-GAAP Measures."

Impact of COVID-19 pandemic on our business

In March 2020, the World Health Organization declared the novel strain of coronavirus ("COVID-19") a global pandemic. During the first half of the fiscal 2022 period, the number of COVID-19 cases continued to stabilize with approved vaccines being more widely distributed and administered and, as a result, more regions continued to loosen restrictions, adhering to state and local guidelines.

Although the Company experienced higher revenue in the first nine months of fiscal 2022 compared to the first nine months of fiscal 2021, there continues to be uncertainty around the COVID-19 pandemic as the Omicron variant of COVID-19, which appears to be the most transmissible variant to date, has caused a recent increase in COVID-19 cases globally and has also led to evolving recommendations and restrictions by federal, state and local government officials. Our ability to attract and retain employees at our Company-owned restaurants remains challenged, as the job market for these employees has become more competitive. The challenges in the labor market have also affected some suppliers, resulting in some intermittent product shortages. The Company cannot predict if new variants of COVID-19, in addition to the Delta variant and the Omicron variant, will be discovered or if there will be another surge, what additional restrictions may be enacted, to what extent it can maintain off-premises sales volumes, whether it can maintain sufficient staffing levels, or if individuals will be comfortable returning to its dining rooms or venues such as professional sports arenas, amusement parks, shopping malls or movie theaters during or following social distancing protocols, and what long-lasting effects the COVID-19 pandemic may have on the Company as a whole.

The full impact of the COVID-19 pandemic continues to evolve as of the date of this report. The duration of the disruption on global, national, and local economies cannot be reasonably estimated at this time due to the ongoing effects of this situation. Management is continually evaluating the impact of this global crisis on its financial condition, liquidity, operations, and workforce and will take additional actions as necessary.

Critical Accounting Policies and Estimates

As discussed in our Form 10-K for the fiscal year ended March 28, 2021, the discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses reported in those consolidated financial statements. These judgments can be subjective and complex, and consequently, actual results could differ from those estimates. Our most critical accounting policies and estimates relate to revenue recognition; leases; impairment of goodwill and other intangible assets; impairment of long-lived assets; share-based compensation and income taxes (including uncertain tax positions). Except for the adoption in Note B – ASU 2019-12, "*Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*," there have been no other significant changes to the Company's accounting policies subsequent to March 28, 2021.

Adoption of New Accounting Standard

Please refer to Note B of the preceding consolidated interim financial statements for our discussion of the Adoption of the New Accounting Standard.

New Accounting Standards Not Yet Adopted

Please refer to Note C of the preceding consolidated interim financial statements for our discussion of New Accounting Standard Not Yet Adopted.

EBITDA and Adjusted EBITDA

The Company believes that EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, are useful to investors to assist in assessing and understanding the Company's operating performance and underlying trends in the Company's business because EBITDA and Adjusted EBITDA are (i) among the measures used by management in evaluating performance and (ii) are frequently used by securities analysts, investors and other interested parties as a common performance measure.

Reconciliation of GAAP and Non-GAAP Measures

The following is provided to supplement certain Non-GAAP financial measures.

In addition to disclosing results that are determined in accordance with Generally Accepted Accounting Principles in the United States of America ("US GAAP"), the Company has provided EBITDA, a non-GAAP financial measure, which is defined as net income excluding (i) interest expense; (ii) provision for income taxes and (iii) depreciation and amortization expense. The Company has also provided Adjusted EBITDA, a non-GAAP financial measure, which is defined as EBITDA, excluding share-based compensation that the Company believes will impact the comparability of its results of operations.

EBITDA and Adjusted EBITDA are not recognized terms under US GAAP and should not be viewed as alternatives to net income or other measures of financial performance or liquidity in conformity with US GAAP. Additionally, our definitions of EBITDA and Adjusted EBITDA may differ from other companies. Analysis of results and outlook on a non-US GAAP basis should be used as a complement to, and in conjunction with, data presented in accordance with US GAAP.

The following is a reconciliation of net income to EBITDA and Adjusted EBITDA (in thousands):

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 26, 2021	December 27, 2020	**December 26, 2021**	December 27, 2020
	(unaudited)		(unaudited)	
Net income	**$ 2,130**	$ 1,359	**$ 11,438**	$ 9,014
Interest expense	**2,650**	2,650	**7,951**	7,951
Provision for income taxes	**860**	492	**4,477**	3,456
Depreciation and amortization	**259**	288	**807**	900
EBITDA	**5,899**	4,789	**24,673**	21,321
Share-based compensation	**8**	29	**66**	87
Adjusted EBITDA	**$ 5,907**	$ 4,818	**$ 24,739**	$ 21,408

Results of Operations

Thirteen weeks ended December 26, 2021 compared to thirteen weeks ended December 27, 2020

Revenues

Total revenues increased by 44% to $25,913,000 for the thirteen weeks ended December 26, 2021 ("third quarter fiscal 2022") as compared to $18,030,000 for the thirteen weeks ended December 27, 2020 ("third quarter fiscal 2021") as we continued to lap the significant impact of COVID-19 on our results beginning in March 2020.

Total sales increased by 65% to $18,637,000 for the third quarter fiscal 2022 as compared to $11,322,000 for the third quarter fiscal 2021. Foodservice sales from the Branded Product Program increased by 69% to $16,901,000 for the third quarter fiscal 2022 as compared to sales of $10,003,000 for the third quarter fiscal 2021. The sales from our Branded Product Program have increased as certain government mandated restrictions associated with the COVID-19 pandemic have eased with approved vaccines being more widely distributed and administered. Most of our Branded Product Program customers have reopened adhering to state and local guidelines, such as professional sports arenas, amusement parks, shopping malls and movie theaters. During the third quarter fiscal 2022, the total pounds of hot dogs sold in the Branded Product Program increased by approximately 40% as compared to the third quarter fiscal 2021. Our average selling prices increased by approximately 19% as compared to the third quarter fiscal 2021.

Total Company-owned restaurant sales increased by 32% to $1,736,000 during the third quarter fiscal 2022 as compared to $1,319,000 during the third quarter fiscal 2021. The increase was primarily due to an increase in our average check and an increase in traffic at our Coney Island locations due to the easing of certain government mandated restrictions as a result of the public health measures taken to reduce exposure to the COVID-19 virus compared to the third quarter fiscal 2021. The higher average check was driven by an increase in menu prices and the mix of items sold.

License royalties decreased by 0.3% to $5,878,000 in the third quarter fiscal 2022 as compared to $5,898,000 in the third quarter fiscal 2021. Total royalties earned on sales of hot dogs from our license agreement with John Morrell & Co. at retail and foodservice, substantially from sales of hot dogs to WalMart, decreased 0.8% to $5,239,000 for the third quarter fiscal 2022 as compared to $5,284,000 in the third quarter fiscal 2021. The decrease is due to an 11% decrease in retail volume during the third quarter fiscal 2022 period which was offset by a 14% increase in average net selling price as compared to the third quarter fiscal 2021. The foodservice business earned lower royalties of $8,000 as compared to the third quarter fiscal 2021. Royalties earned from all other licensing agreements for the manufacture and sale of Nathan's products increased by $24,000 during the third quarter fiscal 2022 as compared to the third quarter fiscal 2021 primarily due to additional royalties earned on sales of proprietary spices, cocktail franks and mozzarella sticks, offset in part, by lower royalties earned on french fries.

Franchise fees and royalties were $919,000 in the third quarter fiscal 2022 as compared to $420,000 in the third quarter fiscal 2021. The increase was primarily due to the continued momentum associated with the recovery from the COVID-19 pandemic. Total royalties were $744,000 in the third quarter fiscal 2022 as compared to $361,000 in the third quarter fiscal 2021. Royalties earned under the Branded Menu program were $101,000 in the third quarter fiscal 2022 as compared to $65,000 in the third quarter fiscal 2021. Royalties earned under the Branded Menu Program are not based upon a percentage of restaurant sales but are based upon product purchases. Ghost kitchen royalties were $88,000 in the third quarter fiscal 2022. Traditional franchise royalties were $555,000 in the third quarter fiscal 2022 as compared to $296,000 in the third quarter fiscal 2021. Franchise restaurant sales increased to $12,280,000 in the third quarter fiscal 2022 as compared to $6,178,000 in the third quarter fiscal 2021 primarily due to the reopening of a majority of our franchised locations. Approximately 88% of our franchise system was open at the end of the third quarter fiscal 2022 as compared to 62% at the end of the third quarter fiscal 2021. Comparable domestic franchise sales (consisting of 48 Nathan's outlets, excluding sales under the Branded Menu Program) were $8,884,000 in the third quarter fiscal 2022 as compared to $4,912,000 in the third quarter fiscal 2021.

At December 26, 2021, 242 franchised outlets, including domestic, international and Branded Menu Program outlets were operating as compared to 215 domestic and international franchised or Branded Menu Program franchise outlets at December 27, 2020. Total franchise fee income was $175,000 in the third quarter fiscal 2022 as compared to $59,000 in the third quarter fiscal 2021. Domestic franchise fee income was $36,000 in the third quarter fiscal 2022 as compared to $34,000 in the third quarter fiscal 2021. International franchise fee income was $63,000 in the third quarter fiscal 2022 as compared to $25,000 during the third quarter fiscal 2021.

We recognized $76,000 in forfeited fees in the third quarter fiscal 2022. We did not recognize any forfeited fees in the third quarter fiscal 2021. During the third quarter fiscal 2022, twelve franchised outlets opened, as well as fourteen Branded Menu Program outlets. Additionally, 39 ghost kitchens opened. During the third quarter fiscal 2021, one franchised outlet opened.

Advertising fund revenue, after eliminating Company contributions, was $479,000 during the third quarter fiscal 2022 and $390,000 during the third quarter fiscal 2021 period.

Costs and Expenses

Overall, our cost of sales increased by 79% to $16,040,000 in the third quarter fiscal 2022 as compared to $8,937,000 in the third quarter fiscal 2021. Our gross profit (representing the difference between sales and cost of sales) increased to $2,597,000 or 14% of sales during the third quarter fiscal 2022 as compared to $2,385,000 or 21% of sales during the third quarter fiscal 2021.

Cost of sales in the Branded Product Program increased by 85% to $14,724,000 in the third quarter fiscal 2022 as compared to $7,948,000 in the third quarter fiscal 2021, primarily due to the 40% increase in the volume of product sold as discussed above, as well as a 31% increase in the average cost per pound of our hot dogs. Beginning in July 2021, the cost of hot dogs has increased significantly due to higher costs for beef and beef trimmings, labor, packaging and transportation, as well as supply chain challenges associated with increased consumer demand as a result of the continued recovery from the COVID-19 pandemic. We did not make any purchase commitments of beef during the third quarter fiscal 2022 or the third quarter fiscal 2021. If the cost of beef and beef trimmings increases and we are unable to pass on these higher costs through price increases or otherwise reduce any increase in our costs through the use of purchase commitments, our margins will be adversely impacted.

With respect to Company-owned restaurants, our cost of sales during the third quarter fiscal 2022 was $1,316,000 or 76% of restaurant sales, as compared to $989,000 or 75% of restaurant sales in the third quarter fiscal 2021. The increase in cost of sales, during the third quarter of fiscal 2022 was primarily due to the 32% increase in sales as discussed above, in addition to higher commodity costs and restaurant labor costs. The availability of labor remains a challenge at our Company-owned restaurants and it has required us to remain flexible as it relates to staffing levels and costs. Our labor costs were also impacted by the additional increase in minimum wage requirements in New York State which commenced on July 1, 2021. Our food costs may be impacted by increases in commodity costs, as well as the mix of products that we sell.

Restaurant operating expenses were $547,000 in the third quarter fiscal 2022 as compared to $759,000 in the third quarter fiscal 2021. We incurred lower occupancy expenses of $286,000, which were offset, in part, by higher utility expenses of $22,000, higher insurance expenses of $26,000 and higher delivery charges associated with offsite consumption.

Depreciation and amortization, which primarily consists of the depreciation of fixed assets, including leasehold improvements and equipment, was $259,000 in the third quarter fiscal 2022 as compared to $288,000 in the third quarter fiscal 2021.

General and administrative expenses decreased by $278,000 or 8% to $2,975,000 in the third quarter fiscal 2022 as compared to $3,253,000 in the third quarter fiscal 2021. The decrease in general and administrative expenses was primarily attributable to lower corporate payroll expenses of $428,000, which were offset, in part, by higher insurance costs of $76,000 and higher marketing and trade show related expenses of $108,000.

Advertising fund expense, after eliminating Company contributions, was $479,000 during the third quarter fiscal 2022, as compared to $390,000 in the third quarter fiscal 2021.

Other Items

Interest expense of $2,650,000 in both the third quarter fiscal 2022 and the third quarter fiscal 2021 represented accrued interest of $2,477,000 on the 2025 Notes and amortization of debt issuance costs of $173,000.

Interest income was $24,000 for the third quarter fiscal 2022 as compared to $89,000 in the third quarter fiscal 2021.

Other income, primarily relates to a sublease of a franchised restaurant offset, in part, by a termination fee associated with the Brooklyn Guaranty.

Provision for Income Taxes

The income tax provision for the third quarter fiscal 2022 and third quarter fiscal 2021 reflect effective tax rates of 28.8% and 26.6%, respectively. During the third quarter fiscal 2022, the Company's effective tax rate was unfavorably affected by 0.2% due to its return to provision adjustment in connection with the filing of its March 2021 tax returns. During the third quarter fiscal 2021, the Company's effective tax rate was favorably affected by 1.0% due to its return to provision adjustment in connection with the filing of its March 2020 tax returns.

The amount of unrecognized tax benefits at December 26, 2021 was $445,000 all of which would impact Nathan's effective tax rate, if recognized. As of December 26, 2021, Nathan's had $307,000 of accrued interest and penalties in connection with unrecognized tax benefits.

Nathan's estimates that its unrecognized tax benefits excluding accrued interest and penalties could be further reduced by up to $19,000 during the fiscal year ending March 27, 2022.

Results of Operations

Thirty-nine weeks ended December 26, 2021 compared to thirty-nine weeks ended December 27, 2020

Revenues

Total revenues increased by 57% to $90,110,000 for the thirty-nine weeks ended December 26, 2021 ("fiscal 2022 period") as compared to $57,555,000 for the thirty-nine weeks ended December 27, 2020 ("fiscal 2021 period") as we continued to lap the significant impact of COVID-19 on our results beginning in March 2020.

Total sales increased by 100% to $61,462,000 for the fiscal 2022 period as compared to $30,697,000 for the fiscal 2021 period. Foodservice sales from the Branded Product Program increased by 113% to $51,960,000 for the fiscal 2022 period as compared to sales of $24,450,000 for the fiscal 2021 period. The sales from our Branded Product Program have increased as certain government mandated restrictions associated with the COVID-19 pandemic have eased with approved vaccines being more widely distributed and administered. Most of our Branded Product Program customers have reopened adhering to state and local guidelines, such as professional sports arenas, amusement parks, shopping malls and movie theaters. During the fiscal 2022 period, the total pounds of hot dogs sold in the Branded Product Program increased by approximately 98% as compared to the fiscal 2021 period. Our average selling prices increased by approximately 7% as compared to the fiscal 2021 period.

Total Company-owned restaurant sales increased by 52% to $9,502,000 during the fiscal 2022 period as compared to $6,247,000 during the fiscal 2021 period. The increase was primarily due to an increase in our average check and an increase in traffic at our Coney Island locations due to the easing of certain government mandated restrictions as a result of the public health measures taken to reduce exposure to the COVID-19 virus compared to the fiscal 2021 period. The higher average check was driven by an increase in menu prices and the mix of items sold.

License royalties decreased by 2% to $24,218,000 in the fiscal 2022 period as compared to $24,689,000 in the fiscal 2021 period. Total royalties earned on sales of hot dogs from our license agreement with John Morrell & Co. at retail and foodservice, substantially from sales of hot dogs to WalMart, decreased 3% to $22,161,000 for the 2022 fiscal period as compared to $22,743,000 in the fiscal 2021 period. The decrease is due to a 1.4% decrease in retail volume during the fiscal 2022 period and a 0.6% decrease in average net selling price as compared to the fiscal 2021 period. The foodservice business earned higher royalties of $84,000 as compared to the fiscal 2021 period. Royalties earned from all other licensing agreements for the manufacture and sale of Nathan's products increased by $111,000 during the fiscal 2022 period as compared to the fiscal 2021 period primarily due to additional royalties earned on sales of proprietary spices, cocktail franks and mozzarella sticks, offset, in part, by lower royalties earned on french fries.

Franchise fees and royalties were $2,993,000 in the fiscal 2022 period as compared to $1,087,000 in the fiscal 2021 period. The increase was primarily due to the continued momentum associated with the recovery from the COVID-19 pandemic. Total royalties were $2,581,000 in the fiscal 2022 period as compared to $880,000 in the fiscal 2021 period. Royalties earned under the Branded Menu program were $430,000 in the fiscal 2022 period as compared to $152,000 in the fiscal 2021 period. Royalties earned under the Branded Menu Program are not based upon a percentage of restaurant sales but are based upon product purchases. Ghost kitchen royalties were $258,000 in the fiscal 2022 period. Traditional franchise royalties were $1,893,000 in the fiscal 2022 period as compared to $728,000 in the fiscal 2021 period. Franchise restaurant sales increased to $40,910,000 in the fiscal 2022 period as compared to $15,366,000 in the fiscal 2021 period primarily due to the reopening of a majority of our franchised locations. Comparable domestic franchise sales (consisting of 52 Nathan's outlets, excluding sales under the Branded Menu Program) were $30,780,000 in the fiscal 2022 period as compared to $12,213,000 in the fiscal 2021 period.

At December 26, 2021, 242 franchised outlets, including domestic, international and Branded Menu Program outlets were operating as compared to 215 domestic and international franchised or Branded Menu Program franchise outlets at December 27, 2020. Total franchise fee income was $412,000 in the fiscal 2022 period as compared to $207,000 in the fiscal 2021 period. Domestic franchise fee income was $109,000 in the fiscal 2022 period as compared to $98,000 in the fiscal 2021 period. International franchise fee income was $173,000 in the fiscal 2022 period as compared to $76,000 during the fiscal 2021 period.

We recognized $130,000 and $33,000 of forfeited fees in the fiscal 2022 and fiscal 2021 periods, respectively. During the fiscal 2022 period, fifteen franchised outlets opened, as well as thirty-two Branded Menu Program outlets. Additionally, 164 ghost kitchens opened. During the fiscal 2021 period, five franchised outlets opened, including one Branded Menu Program outlet. Additionally, 75 ghost kitchens opened during the fiscal 2021 period.

Advertising fund revenue, after eliminating Company contributions, was $1,437,000 in the fiscal 2022 period, as compared to $1,082,000 during the fiscal 2021 period.

<u>Costs and Expenses</u>

Overall, our cost of sales increased by 113% to $51,536,000 in the fiscal 2022 period as compared to $24,161,000 in the fiscal 2021 period. Our gross profit (representing the difference between sales and cost of sales) increased to $9,926,000 or 16% of sales during the fiscal 2022 period as compared to $6,536,000 or 21% of sales during the fiscal 2021 period.

Cost of sales in the Branded Product Program increased by 127% to $45,343,000 during the fiscal 2022 period as compared to $19,988,000 during the fiscal 2021 period, primarily due to the 98% increase in the volume of product sold as discussed above, as well as a 14% increase in the average cost per pound of our hot dogs. Beginning in July 2021, the cost of hot dogs has increased significantly due to higher costs for beef and beef trimmings, labor, packaging and transportation, as well as supply chain challenges associated with increased consumer demand as a result of the continued recovery from the COVID-19 pandemic. We did not make any purchase commitments for beef during the fiscal 2022 and 2021 periods. If the cost of beef and beef trimmings increases and we are unable to pass on these higher costs through price increases or otherwise reduce any increase in our costs through the use of purchase commitments, our margins will be adversely impacted.

With respect to Company-owned restaurants, our cost of sales during the fiscal 2022 period was $6,193,000 or 65% of restaurant sales, as compared to $4,173,000 or 67% of restaurant sales in the fiscal 2021 period. The increase in cost of sales during the fiscal 2022 period was primarily due to the 52% increase in sales discussed above, in addition to higher commodity costs and restaurant labor costs. The availability of labor remains a challenge at our Company-owned restaurants and it has required us to remain flexible as it relates to staffing levels and costs. Our labor costs were also impacted by the additional increase in minimum wage requirements in New York State which commenced on July 1, 2021. Our food costs may be impacted by increases in commodity costs, as well as the mix of products that we sell.

Restaurant operating expenses were $2,874,000 in the fiscal 2022 period as compared to $2,622,000 in the fiscal 2021 period. We incurred lower occupancy expenses of $74,000, which were offset by higher utility expenses of $52,000, higher repairs and maintenance expenses of $50,000, higher insurance expenses of $90,000 and higher delivery charges associated with offsite consumption.

Depreciation and amortization, which primarily consists of the depreciation of fixed assets, including leasehold improvements and equipment, were $807,000 in the fiscal 2022 period as compared to $900,000 in the fiscal 2021 period.

General and administrative expenses increased by $993,000 or 11% to $9,702,000 in the fiscal 2022 period as compared to $8,709,000 in the fiscal 2021 period. The increase in general and administrative expenses was primarily attributable to a higher incentive compensation accrual of $324,000, higher insurance costs of $159,000 and higher marketing and trade show related expenses of $360,000.

Advertising fund expense, after eliminating Company contributions, was $1,437,000 in the fiscal 2022 period, as compared to $1,082,000 in the fiscal 2021 period.

<u>Other Items</u>

Interest expense of $7,951,000 in both the fiscal 2022 period and the fiscal 2021 period represented accrued interest of $7,433,000 on the 2025 Notes and amortization of debt issuance costs of $518,000.

Interest income was $88,000 for the fiscal 2022 period as compared to $309,000 in the fiscal 2021 period.

Other income, primarily relates to a sublease of a franchised restaurant offset, in part, by a termination fee associated with the Brooklyn Guaranty.

Provision for Income Taxes

The income tax provision for the fiscal 2022 period and fiscal 2021 period reflect effective tax rates of 28.1% and 27.7%, respectively.

The amount of unrecognized tax benefits at December 26, 2021 was $445,000 all of which would impact Nathan's effective tax rate, if recognized. As of December 26, 2021, Nathan's had $307,000 of accrued interest and penalties in connection with unrecognized tax benefits.

Nathan's estimates that its unrecognized tax benefits excluding accrued interest and penalties could be further reduced by up to $19,000 during the fiscal year ending March 27, 2022.

Off-Balance Sheet Arrangements

At December 26, 2021 and December 27, 2020, Nathan's did not have any open purchase commitments for hot dogs. Nathan's may enter into purchase commitments in the future as favorable market conditions become available.

Liquidity and Capital Resources

Cash and cash equivalents at December 26, 2021 aggregated $86,168,000, a $5,104,000 increase during the fiscal 2022 period as compared to cash and cash equivalents of $81,064,000 at March 28, 2021. Net working capital decreased to $48,204,000 from $80,072,000 at March 28, 2021 due to the irrevocable notice of redemption of $40,000,000 of the Company's 2025 Notes and the designation of such 2025 Notes to be redeemed as a current liability.

We paid our semi-annual interest payments for fiscal 2022 of $4,968,750 on May 1, 2021 and November 1, 2021, respectively. We paid our first, second and third quarter fiscal 2022 dividend payments of $1,440,000 on June 25, 2021, September 3, 2021 and December 3, 2021, respectively. We expect to pay our fourth quarter dividend on March 4, 2022.

In November 2017, the Company refinanced its then-outstanding 2020 Notes totaling $135.0 million at 10.000% per annum by issuing $150.0 million 2025 Notes at 6.625% per annum. On December 15, 2021, the Company announced its intent to complete the partial redemption, in the principal amount of $40,000,000, of the 2025 Notes. On January 26, 2022, the Company completed the redemption by paying cash of $41,288,094, inclusive of the redemption premium and accrued interest, and recognized a loss on early extinguishment of approximately $1,400,000 that primarily reflected the redemption premium and the write-off of a portion of previously recorded debt issuance costs. Please refer to Note Q – Long-Term Debt in the accompanying consolidated interim financial statements for a further discussion regarding the Company's indebtedness.

The 2025 Notes bear interest at 6.625% per annum, payable semi-annually on May 1st and November 1st of each year, beginning on May 1, 2018. The 2025 Notes have no scheduled principal amortization payments prior to its final maturity on November 1, 2025.

Cash provided by operations of $9,896,000 in the fiscal 2022 period is primarily attributable to net income of $11,438,000 in addition to other non-cash operating items of $1,395,000, offset by changes in other operating assets and liabilities of $2,937,000. Non-cash operating expenses consist principally of depreciation and amortization of $807,000, amortization of debt issuance costs of $518,000, share-based compensation expense of $66,000, and bad debts of $112,000. In the fiscal 2022 period, accounts and other receivables increased by $2,635,000 due primarily to higher Branded Product Program receivables of $3,705,000, higher receivables due to the Advertising Fund of $890,000 which were offset, in part, by lower franchise and license royalties receivable of $2,232,000. Prepaid expenses and other current assets decreased by $504,000 due primarily to the reduction of prepaid income taxes and insurance of $280,000 and $131,000, respectively. In the fiscal 2022 period, accounts payable, accrued expenses and other current liabilities decreased by $1,395,000 due to lower accrued interest of $2,505,000 as a result of timing of our interest payments on our 2025 Notes, deferred revenue of $841,000 that was earned during the fiscal 2022 period and the reduction in accrued payroll and other benefits of $586,000 primarily from the payment of year-end fiscal 2021 incentive compensation. Rebates due under the Branded Product Program were higher by $156,000 due primarily to increased sales as a result of the recovery from the COVID-19 pandemic. Accounts payable increased by $1,673,000 due principally to higher product purchases for the Branded Product Program.

Cash used in investing activities was $465,000 in the fiscal 2022 period primarily in connection with capital expenditures incurred for our Branded Product Program and our Coney Island restaurants.

Cash used in financing activities of $4,327,000 in the fiscal 2022 period relates primarily to the payments of the Company's quarterly $0.35 per share cash dividends on June 25, 2021, September 3, 2021 and December 3, 2021 totaling $4,320,000.

During the period from October 2001 through December 26, 2021, Nathan's purchased 5,254,081 shares of its common stock at a cost of approximately $84,770,000 pursuant to its stock repurchase plans previously authorized by the Board of Directors (the "Board"). During the fiscal 2022 period, we did not repurchase any shares of common stock. Since March 26, 2007, we have repurchased 3,362,981 shares at a total cost of approximately $77,612,000, reducing the number of shares then-outstanding by 55.9%.

In 2016, the Board authorized increases to the sixth stock repurchase plan for the purchase of up to 1,200,000 shares of its common stock on behalf of the Company. As of December 26, 2021, Nathan's has repurchased 1,066,450 shares at a cost of $37,108,000 under the sixth stock repurchase plan. At December 26, 2021, there were 133,550 shares remaining to be repurchased pursuant to the sixth stock repurchase plan. The plan does not have a set expiration date. Purchases under the Company's stock repurchase program may be made from time to time, depending on market conditions, in open market or privately negotiated transactions, at prices deemed appropriate by management. There is no set time limit on the repurchases.

On March 13, 2020, the Board approved a 10b5-1 stock plan (the "10b5-1 Plan") which expired on August 12, 2020. During the fiscal 2021 period, the Company repurchased in open market transactions 26,676 shares of the Company's common stock at an average share price of $56.26 for a total cost of $1,501,000 under the 10b5-1 Plan.

As discussed above, we had cash and cash equivalents at December 26, 2021 aggregating $86,168,000. Our Board routinely monitors and assesses its cash position and our current and potential capital requirements. In November 2017, we refinanced our 2020 Notes through the issuance of the 2025 Notes and, our Board announced the payment of a $5.00 per share special dividend to the shareholders of record as of the close of business on December 22, 2017. On May 31, 2018, the Board authorized the commencement of a regular dividend of $1.00 per share per annum, payable at the rate of $0.25 per share per quarter. On June 14, 2019, the Board authorized the increase of its regular quarterly dividend to $0.35 from $0.25. Effective February 4, 2022, the Board authorized the increase of its regular quarterly dividend to $0.45 from $0.35. The Company paid its first quarter fiscal 2022 dividend of $1,440,000 on June 25, 2021, its second quarter fiscal 2022 dividend of $1,440,000 on September 3, 2021 and its third quarter fiscal 2022 dividend of $1,440,000 on December 3, 2021.

Effective February 4, 2022, the Company declared its fourth quarter dividend of $0.45 per common share to stockholders of record as of the close of business on February 21, 2022, which is payable on March 4, 2022.

We expect that in the future we will make investments in certain existing restaurants, support the growth of the Branded Product and Branded Menu Programs, service the outstanding debt, fund our dividend program and may continue our stock repurchase programs, funding those investments from our operating cash flow. We may also incur capital and other expenditures or engage in investing activities in connection with opportunistic situations that may arise on a case-by-case basis. During the fiscal year ending March 27, 2022, we will be required to make interest payments of $10,563,194 which include its required semi-annual interest payments of $4,968,750 on May 1, 2021 and November 1, 2021, and $625,694 on January 25, 2022 in connection with the partial redemption discussed above.

Management believes that available cash, cash equivalents and cash generated from operations should provide sufficient capital to finance our operations, satisfy our debt service requirements, fund dividend distributions and stock repurchases for at least the next 12 months.

At December 26, 2021, we sublet one property to a franchisee that we lease from a third party. We remain contingently liable for all costs associated with this property including: rent, property taxes and insurance. We may incur future cash payments with respect to such property, consisting primarily of future lease payments, including costs and expenses associated with terminating such lease.

Our contractual obligations primarily consist of the 2025 Notes and the related interest payments, operating leases, and employment agreements with certain executive officers. These contractual obligations impact our short-term and long-term liquidity and capital resource needs. There have been no material changes in our contractual obligations since March 28, 2021 other than as described in connection with the partial redemption of the 2025 Notes discussed above.

On February 27, 2017, a wholly-owned subsidiary of the Company executed a Guaranty of Lease (the "Brooklyn Guaranty") in connection with its re-franchising of a restaurant located in Brooklyn, New York. The Company was obligated to make payments under the Brooklyn Guaranty in the event of a default by the tenant/franchisee. The Brooklyn Guaranty had an initial term of 10 years and one 5-year option and was limited to 24 months of rent for the first three years of the term. For the remainder of the term, the Brooklyn Guaranty was limited to 12 months of rent plus reasonable costs of collection and attorney's fees. The Company entered into a termination of lease agreement effective January 15, 2022 (the "Termination Date"). As consideration for all outstanding amounts due and payable under the Brooklyn Guaranty, the Company agreed to pay a termination fee in the amount of $75,000, of which the Company agreed to pay 50% or $37,500 and the tenant/franchisee agreed to pay 50% or $37,500. The Company paid its share of the termination fee in January 2022.

Inflationary Impact

Historically, we do not believe that general inflation has materially impacted earnings. However, we have experienced significant volatility in our costs for our hot dogs and certain food products, distribution costs and utilities. Our average cost of hot dogs between April 2021 and December 2021 was approximately 14% higher than between April 2020 and December 2020.

Beginning in July 2021, the cost of hot dogs has increased significantly due to higher costs for beef and beef trimmings, labor, packaging and transportation, as well as supply chain challenges associated with increased consumer demand as a result of the continued recovery from the COVID-19 pandemic.

We are unable to predict the future cost of our hot dogs and expect to experience price volatility for our beef products during the remainder of fiscal 2022. To the extent that beef prices increase as compared to earlier periods, it could impact our results of operations. In the past, we entered into purchase commitments for a portion of our hot dogs to reduce the impact of increasing market prices. Our most recent purchase commitment was completed in 2016 for approximately 2,600,000 pounds of hot dogs. We may attempt to enter into similar purchase arrangements for hot dogs and other products in the future. Additionally, we expect to continue experiencing volatility in oil and gas prices on our distribution costs for our food products and utility costs in the Company-owned restaurants and volatile insurance costs resulting from the uncertainty of the insurance markets.

New York State passed legislation increasing the minimum hourly wage for fast food workers of restaurant chains with 30 or more locations nationwide. The increase was phased in differently between New York City and the rest of New York State. Effective December 31, 2019, the minimum wage was $15.00 in New York City and increased to $13.75 per hour for the remainder of New York State. The minimum hourly rate of pay for the remainder of New York State increased to $14.50 on December 31, 2020 and increased to $15.00 on July 1, 2021. All of Nathan’s Company-owned restaurants are within New York State and have been affected by this new legislation.

Continued increases in labor, food and other operating expenses, including health care, could adversely affect our operations and those of the restaurant industry and we might have to further reconsider our pricing strategy as a means to offset reduced operating margins.

We believe that these increases in the minimum wage and other changes in employment law have had a significant financial impact on our financial results and the results of our franchisees that operate in New York State. Our business could be negatively impacted if the decrease in margins for our franchisees results in the potential loss of new franchisees or the closing of a significant number of franchised restaurants.

The Company’s business, financial condition, operating results and cash flows can be impacted by a number of factors, including but not limited to those set forth above in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” any one of which could cause our actual results to vary materially from recent results or from our anticipated future results. For a discussion identifying additional risk factors and important factors that could cause actual results to differ materially from those anticipated, also see the discussions in “Forward-Looking Statements” and “Notes to Consolidated Financial Statements” in this Form 10-Q and “Risk Factors” in our Form 10-K for our fiscal year ended March 28, 2021.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Cash

We have historically invested our cash and cash equivalents in money market funds or short-term, fixed rate, highly rated and highly liquid instruments which are generally reinvested when they mature. Although these existing investments are not considered at risk with respect to changes in interest rates or markets for these instruments, our rate of return on short-term investments could be affected at the time of reinvestment as a result of intervening events. As of December 26, 2021, Nathan's cash and cash equivalents aggregated $86,168,000. Earnings on this cash would increase or decrease by approximately $215,000 per annum for each 0.25% change in interest rates.

Borrowings

At December 26, 2021, we had $150,000,000 of 2025 Notes outstanding, including the current portion. Interest expense on these borrowings would increase or decrease by approximately $375,000 per annum for each 0.25% change in interest rates. We currently do not anticipate entering into interest rate swaps or other financial instruments to hedge our borrowings.

Commodity Costs

Historically, we do not believe that general inflation has materially impacted earnings. However, we have experienced significant volatility in our costs for our hot dogs and certain food products, distribution costs and utilities. Our average cost of hot dogs between April 2021 and December 2021 was approximately 14% higher than between April 2020 and December 2020.

Beginning in July 2021, the cost of hot dogs has increased significantly due to higher costs for beef and beef trimmings, labor, packaging and transportation, as well as supply chain challenges associated with increased consumer demand as a result of the continued recovery from the COVID-19 pandemic.

We are unable to predict the future cost of our hot dogs and expect to experience price volatility for our beef products during the remainder of fiscal 2022. To the extent that beef prices increase as compared to earlier periods, it could impact our results of operations. In the past, we entered into purchase commitments for a portion of our hot dogs to reduce the impact of increasing market prices. Our most recent purchase commitment was completed in 2016 for approximately 2,600,000 pounds of hot dogs. We may attempt to enter into similar purchase arrangements for hot dogs and other products in the future. Additionally, we expect to continue experiencing volatility in oil and gas prices on our distribution costs for our food products and utility costs in the Company-owned restaurants and volatile insurance costs resulting from the uncertainty of the insurance markets.

With the exception of purchase commitments, we have not attempted to hedge against fluctuations in the prices of the commodities we purchase using future, forward, option or other instruments. As a result, we expect that the majority of our future commodity purchases will be subject to market changes in the prices of such commodities. We have attempted to enter sales agreements with our customers that are correlated to our cost of beef, thus reducing our market volatility, or have passed through permanent increases in our commodity prices to our customers that are not on formula pricing, thereby reducing the impact of long-term increases on our financial results. A short-term increase or decrease of 10.0% in the cost of our food and paper products for the thirty-nine week period ended December 26, 2021 would have increased or decreased our cost of sales by approximately $4,714,000.

Foreign Currencies

Foreign franchisees generally conduct business with us and make payments in United States dollars, reducing the risks inherent with changes in the values of foreign currencies. As a result, we have not purchased future contracts, options or other instruments to hedge against changes in values of foreign currencies and we do not believe fluctuations in the value of foreign currencies would have a material impact on our financial results.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15(e) and Exchange Act Rule 15d-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that the 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 by the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in our internal controls over financial reporting that occurred during the quarter ended December 26, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our administrative employees and employees of our other service providers started working remotely beginning in March 2020 in response to the COVID-19 pandemic. Although we have re-opened the Corporate office, our employees may continue to work remotely on a part-time basis. Despite the hybrid working environment, there were no material changes in our internal control over financial reporting during the quarter ended December 26, 2021. We are continually monitoring and assessing the impact of the COVID-19 pandemic on our internal controls and hybrid working environment to minimize the impact on its design and operating effectiveness.

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that such controls and procedures are effective at the reasonable assurance level.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in the Annual Report on Form 10-K for the fiscal year ended March 28, 2021, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing Nathan's. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

Effective February 4, 2022, the Board declared its quarterly cash dividend of $0.45 per share which is payable on March 4, 2022 to shareholders of record as of the close of business on February 21, 2022.

Item 6. Exhibits

31.1	*Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	*Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	*Certification by Eric Gatoff, CEO, Nathan’s Famous, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	*Certification by Robert Steinberg, CFO, Nathan’s Famous, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	*The following materials from the Nathan’s Famous, Inc., Quarterly Report on Form 10-Q for the quarter ended December 26, 2021 formatted in Inline Extensible Business Reporting Language (iXBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Earnings, (iii) the Consolidated Statements of Stockholders’ Deficit, (iv) the Consolidated Statements of Cash Flows and (v) related notes.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*****Filed 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.

NATHAN'S FAMOUS, INC.

Date: February 4, 2022

By: /s/ Eric Gatoff
Eric Gatoff
Chief Executive Officer
(Principal Executive Officer)

Date: February 4, 2022

By: /s/ Robert Steinberg
Robert Steinberg
Vice President - Finance
and Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Eric Gatoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 26, 2021 of Nathan’s Famous, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2022

By: /s/ Eric Gatoff
Eric Gatoff
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Robert Steinberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 26, 2021 of Nathan’s Famous, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2022

By: /s/ Robert Steinberg
Robert Steinberg
Chief Financial Officer
(Principal Financial officer and
Principle Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Eric Gatoff, Chief Executive Officer of Nathan's Famous, Inc., certify that:

The quarterly report on Form 10-Q of Nathan's Famous, Inc. for the period ended December 26, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Nathan's Famous, Inc.

By: /s/ Eric Gatoff
Eric Gatoff
Chief Executive Officer
(Principal Executive Officer)
Date: February 4, 2022

A signed original of this written statement required by Section 906 has been provided to Nathan's Famous, Inc. and will be retained by Nathan's Famous, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Steinberg, Chief Financial Officer of Nathan’s Famous, Inc., certify that:

The quarterly report on Form 10-Q of Nathan’s Famous, Inc. for the period ended December 26, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Nathan’s Famous, Inc.

By: /s/ Robert Steinberg
Robert Steinberg
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)
Date: February 4, 2022

A signed original of this written statement required by Section 906 has been provided to Nathan’s Famous, Inc. and will be retained by Nathan’s Famous, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.