UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2018

OR

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

For the transition period from ___________to _________

Commission File Number 1-15589

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	47-0702918 (I.R.S. Employer Identification No.)
7405 Irvington Road, Omaha NE (Address of principal executive offices)	68122 (Zip code)

Registrant’s telephone number, including area code: (402) 331-3727

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 and post such files) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

The Registrant had 617,295 shares of its $.01 par value common stock outstanding as of January 14, 2019.

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Form 10-Q

1st Quarter

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

AMCON Distributing Company and Subsidiaries

Condensed Consolidated Balance Sheets

December 31, 2018 and September 30, 2018

	December 2018 (Unaudited)	September 2018
ASSETS		
Current assets:		
Cash	$ 821,708	$ 520,644
Accounts receivable, less allowance for doubtful accounts of $0.9 million at December 2018 and $0.9 million at September 2018	30,728,786	31,428,845
Inventories, net	56,552,256	78,869,615
Income taxes receivable	47,054	272,112
Prepaid and other current assets	9,262,230	4,940,775
Total current assets	97,412,034	116,031,991
Property and equipment, net	16,332,606	15,768,484
Goodwill	4,436,950	4,436,950
Other intangible assets, net	3,399,311	3,414,936
Other assets	251,528	301,793
Total assets	$ 121,832,429	$ 139,954,154
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Accounts payable	$ 16,764,367	$ 20,826,834
Accrued expenses	7,736,445	8,556,620
Accrued wages, salaries and bonuses	1,725,006	3,965,733
Current maturities of long-term debt	959,282	1,096,306
Total current liabilities	27,185,100	34,445,493
Credit facility	23,315,463	35,428,597
Deferred income tax liability, net	2,059,743	1,782,801
Long-term debt, less current maturities	3,560,227	3,658,391
Other long-term liabilities	39,044	38,055
Shareholders’ equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized	—	—

Common stock, $.01 par value, 3,000,000 shares authorized, 617,295 shares outstanding at December 2018 and 615,777 shares outstanding at September 2018	8,561	8,441
Additional paid-in capital	23,110,713	22,069,098
Retained earnings	64,796,415	63,848,030
Treasury stock at cost	(22,242,837)	(21,324,752)
Total shareholders' equity	65,672,852	64,600,817
Total liabilities and shareholders' equity	$ 121,832,429	$ 139,954,154

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

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AMCON Distributing Company and Subsidiaries

Condensed Consolidated Unaudited Statements of Operations

for the three months ended December 31, 2018 and 2017

	For the three months ended December	
	2018	2017
Sales (including excise taxes of $93.0 million and $88.6 million, respectively)	$ 344,733,920	$ 315,513,209
Cost of sales	324,101,782	297,321,447
Gross profit	20,632,138	18,191,762
Selling, general and administrative expenses	17,957,214	16,353,608
Depreciation and amortization	608,008	531,005
	18,565,222	16,884,613
Operating income	2,066,916	1,307,149
Other expense (income):		
Interest expense	322,950	202,191
Other (income), net	(3,355)	(5,133)
	319,595	197,058
Income from operations before income taxes	1,747,321	1,110,091
Income tax expense (benefit)	502,000	(370,000)
Net income available to common shareholders	$ 1,245,321	$ 1,480,091
Basic earnings per share available to common shareholders	$ 2.02	$ 2.15
Diluted earnings per share available to common shareholders	$ 1.99	$ 2.13
Basic weighted average shares outstanding	617,858	687,679
Diluted weighted average shares outstanding	624,525	695,950
Dividends declared and paid per common share	$ 0.18	$ 0.18

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

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AMCON Distributing Company and Subsidiaries

Condensed Consolidated Unaudited Statements of Shareholders' Equity

for the three months ended December 31, 2018 and 2017

	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid in Capital	Retained Earnings	Total
THREE MONTHS ENDED DECEMBER 2017							
Balance, October 1, 2017	831,438	$ 8,314	(153,432)	$ (13,601,302)	$ 20,825,919	$ 60,935,911	$ 68,168,842
Dividends on common stock, $0.46 per share	—	—	—	—	—	(329,869)	(329,869)
Compensation expense and issuance of stock in connection with equity-based awards	12,651	127	—	—	1,183,701	—	1,183,828
Repurchase of common stock	—	—	(171)	(15,175)	—	—	(15,175)
Net income	—	—	—	—	—	1,480,091	1,480,091
Balance, December 31, 2017	844,089	$ 8,441	(153,603)	$ (13,616,477)	$ 22,009,620	$ 62,086,133	$ 70,487,717
THREE MONTHS ENDED DECEMBER 2018							
Balance, October 1,	844,089	$ 8,441	(228,312)	$ (21,324,752)	$ 22,069,098	$ 63,848,030	$ 64,600,817

2018							
Dividends on common stock, $0.46 per share	—	—	—	—	—	(296,936)	(296,936)
Compensation expense and issuance of stock in connection with equity-based awards	11,950	120	—	—	1,041,615	—	1,041,735
Repurchase of common stock	—	—	(10,432)	(918,085)	—	—	(918,085)
Net income	—	—	—	—	—	1,245,321	1,245,321
Balance, December 31, 2018	856,039	$ 8,561	(238,744)	$ (22,242,837)	$ 23,110,713	$ 64,796,415	$ 65,672,852

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AMCON Distributing Company and Subsidiaries

Condensed Consolidated Unaudited Statements of Cash Flows

for the three months ended December 31, 2018 and 2017

	December 2018	December 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,245,321	$ 1,480,091
Adjustments to reconcile net income from operations to net cash flows from		
operating activities:		
Depreciation	592,383	498,505
Amortization	15,625	32,500
Gain on sale of property and equipment	—	(300)
Equity-based compensation	316,056	334,256
Deferred income taxes	276,942	(482,112)
Provision (recovery) for losses on doubtful accounts	11,000	(3,000)
Inventory allowance	117,531	30,660
Other	989	989
Changes in assets and liabilities:		
Accounts receivable	689,059	182,299
Inventories	22,199,828	23,179,388
Prepaid and other current assets	(4,321,455)	(3,763,827)
Other assets	50,265	(13,155)
Accounts payable	(4,261,996)	(2,523,433)
Accrued expenses and accrued wages, salaries and bonuses	(2,515,963)	(2,011,951)
Income taxes receivable	225,058	113,026
Net cash flows from operating activities	14,640,643	17,053,936
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(956,976)	(291,318)
Proceeds from sales of property and equipment	—	300
Net cash flows (used in) investing activities	(956,976)	(291,018)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving credit facility	336,212,413	305,522,554
Repayments under revolving credit facility	(348,325,547)	(321,921,515)
Principal payments on long-term debt	(235,188)	(92,411)
Repurchase of common stock	(918,085)	(15,175)
Dividends on common stock	(116,196)	(129,026)
Withholdings on the exercise of equity-based awards	—	(79,850)
Net cash flows (used in) financing activities	(13,382,603)	(16,715,423)

Net change in cash	301,064	47,495
Cash, beginning of period	520,644	523,065
Cash, end of period	$ 821,708	$ 570,560
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 306,243	$ 199,423
Supplemental disclosure of non-cash information:		
Equipment acquisitions classified in accounts payable	$ 200,782	$ 15,465
Dividends declared, not paid	180,740	200,843
Issuance of common stock in connection with the vesting and exercise of equity-based awards	1,005,792	1,183,091

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

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AMCON Distributing Company and Subsidiaries

Notes to Condensed Consolidated Unaudited Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

AMCON Distributing Company and Subsidiaries ("AMCON" or the "Company") operate two business segments:

- Our wholesale distribution segment ("Wholesale Segment") distributes consumer products and provides a full range of programs and services to our customers that are focused on helping them manage their business and increase their profitability. We primarily operate in the Central, Rocky Mountain, and Southern regions of the United States.

- Our retail health food segment ("Retail Segment") operates twenty-two health food retail stores located throughout the Midwest and Florida.

WHOLESALE SEGMENT

Our Wholesale Segment is one of the largest wholesale distributors in the United States serving approximately 4,000 retail outlets including convenience stores, grocery stores, liquor stores, drug stores, and tobacco shops. We currently distribute over 17,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional foodservice products. Convenience stores represent our largest customer category. In November 2018, Convenience Store News ranked us as the eighth (8th) largest convenience store distributor in the United States based on annual sales.

Our wholesale business offers retailers the ability to take advantage of manufacturer and Company sponsored sales and marketing programs, merchandising and product category management services, and the use of information systems and data services that are focused on minimizing retailers' investment in inventory, while seeking to maximize their sales and profits. In addition, our wholesale distributing capabilities provide valuable services to both manufacturers of consumer products and convenience retailers. Manufacturers benefit from our broad retail coverage, inventory management, efficiency in processing small orders, and frequency of deliveries. Convenience retailers benefit from our distribution capabilities by gaining access to a broad product line, optimizing inventory, merchandising expertise, information systems, and accessing trade credit.

Our Wholesale Segment operates six distribution centers located in Illinois, Missouri, Nebraska, North Dakota, South Dakota, and Tennessee. These distribution centers, combined with cross-dock facilities, include approximately 689,000 square feet of permanent floor space. Our principal suppliers include Altria, RJ Reynolds, ITG Brands, Hershey, Kelloggs, Kraft, and Mars. We also market private label lines of water, candy products, batteries, and other products. We do not maintain any long-term purchase contracts with our suppliers.

RETAIL SEGMENT

Our Retail Segment, through our Healthy Edge Inc. subsidiary, is a specialty retailer of natural/organic groceries and dietary supplements which focuses on providing high quality products at affordable prices, with an exceptional level of customer service and nutritional consultation. All of the products carried in our stores must meet strict quality and ingredient guidelines, and include offerings such as gluten-free and antibiotic-free groceries and meat products, as well as products containing no artificial colors, flavors, preservatives, or partially hydrogenated oils. We design our retail sites in an efficient and flexible small-store format, which emphasizes a high energy and shopper-friendly environment.

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We operate within the natural products retail industry, which is a subset of the U.S. grocery industry. This industry includes conventional, natural, gourmet and specialty food markets, mass and discount retailers, warehouse clubs, health food stores, dietary supplement retailers, drug stores, farmers markets, mail order and online retailers, and multi-level marketers.

Our Retail Segment operates twenty-two retail health food stores as Chamberlin's Natual Foods (Chamberlin's), Akin's Natural Foods (Akins), and Earth Origins Market (EOM). These stores carry over 32,000 different national and regionally branded and private label products including high-quality natural, organic,and specialty foods consisting of produce, baked goods, frozen foods, nutritional supplements, personal care items, and general merchandise. Chamberlin's, which was established in 1935, operates seven stores in and around Orlando, Florida. Akin's, which was also established in 1935, has a total of seven locations in Arkansas, Missouri, and Oklahoma. Earth Origins Market has a total of eight locations in Florida.

FINANCIAL STATEMENTS

The Company's fiscal year ends on September 30. The results for the interim period included with this Quarterly Report may not be indicative of the results which could be expected for the entire fiscal year. All significant intercompany transactions and balances have been eliminated in consolidation. Certain information and footnote disclosures normally included in our annual financial statements prepared in accordance with generally accepted accounting principles ("GAAP") have been condensed or omitted. In the opinion of management, the accompanying condensed consolidated unaudited financial statements ("financial statements") contain all adjustments necessary to fairly present the financial information included herein, such as adjustments consisting of normal recurring items. The Company believes that although the disclosures contained herein are adequate to prevent the information presented from being misleading, these financial statements should be read in conjunction with the Company's annual audited consolidated financial statements for the fiscal year ended September 30, 2018, as filed with the Securities and Exchange Commission on Form 10-K. For purposes of this report, unless the context indicates otherwise, all references to "we", "us", "our", the "Company", and "AMCON" shall mean AMCON Distributing Company and its subsidiari Additionally, the three month fiscal periods ended December 31, 2018 and December 31, 2017 have been referred to throughout this quarterly report as Q1 2019 and Q1 2018, respectively. The fiscal balance sheet dates as of December 31, 2018 and September 30, 2018 have been referred to as December 2018 and September 2018, respectively.

ACCOUNTING PRONOUNCEMENTS

Accounting Pronouncement Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers" (ASU 606). ASU 606 and related amendments supersedes the revenue recognition requirements in

"Accounting Standard Codification 605 - Revenue Recognition" and most industry-specific guidance. The standard requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. During Q1 2019, the Company adopted the new standard using the modified retrospective approach. The adoption of ASU 606 did not have a material impact on the Company’s consolidated balance sheet or consolidated results of operations as of the adoption date or for the fiscal quarter ended December 31, 2018. Significant areas of consideration in regards to the Company’s adoption of ASU 606 are as follows:

Revenue Recognition

The company recognizes revenues when the performance obligation is satisfied, which is the point at which control of the promised goods or services are transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those goods or services. For the majority of the Company’s customer arrangements, control transfers to customers at a point-in-time when goods have been delivered, as that is generally when legal title, physical possession and risks and rewards of goods/services transfers to the customer. The timing of satisfaction of the performance obligation is not subject to significant judgment. See Footnote 9 “Business Segments” for the disaggregation of net sales for each of our business segments.

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Customers' Sales Incentives

The Company provides consideration to customers, such as sales allowances or discounts to its customers on a regular basis. Under ASU 606, these customers' sales incentives will continue to be recorded as a reduction to net sales as the sales incentive is earned by the customer.

Excise Taxes

As part of the implementation of ASU 606, the Company determined that it is primarily responsible for excise taxes levied on cigarette and other tobacco products and will continue to present excise taxes as a component of revenue.

Contract Costs

Based on the nature of the Company's business, the costs to obtain and fulfill customer contracts are not material.

New Accounting Pronouncements

In February 2016, FASB issued ASU No. 2016-02 "Leases". This ASU and related amendments requires the recognition of lease assets and lease liabilities by lessees for all leases greater than one year in duration and classified as operating leases under previous Generally Accepted Accounting Principles ("GAAP"). This ASU is effective for fiscal years beginning after December 15, 2018 (fiscal 2020 for the Company), and for interim periods within that fiscal year. The Company is currently evaluating this ASU and its impact on our consolidated financial statements including the potential capitalization of all operating leases on the Company's balance sheet.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments", which introduces a forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables. The estimate of expected credit losses will require entities to incorporate considerations of historical information, current information, and reasonable and supportable forecasts. This ASU also expands the disclosure requirements to enable users of financial statements to understand the entity's assumptions, models, and methods for estimating expected credit losses. This guidance is effective for fiscal years beginning after December 15, 2019 (fiscal 2021 for the Company) with early adoption permitted. The Company is currently reviewing this ASU and its potential impact on our consolidated financial statements.

2. INVENTORIES

Inventories consisted of finished goods and are stated at the lower of cost (determined on a FIFO basis for our wholesale segment and using the retail method for our retail segment) or net realizable value. The wholesale distribution and retail health food segment inventories consist of finished products purchased in bulk quantities to be redistributed to the Company’s customers or sold at retail. Finished goods included total reserves of approximately $0.6 million at December 2018 and $0.5 million at September 2018. These reserves include the Company’s obsolescence allowance, which reflects estimated unsalable or non-refundable inventory based upon an evaluation of slow moving and discontinued products.

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3. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill by reporting segment of the Company consisted of the following:

	December 2018	September 2018
Wholesale Segment	$ 4,436,950	$ 4,436,950

Other intangible assets of the Company consisted of the following:

	December 2018	September 2018
Trademarks and tradenames (Retail Segment)	$ 3,373,269	$ 3,373,269
Customer relationships (Wholesale Segment) (less accumulated amortization of approximately $2.1 million at both December 2018 and September 2018)	26,042	41,667
	$ 3,399,311	$ 3,414,936

Goodwill, trademarks and tradenames are considered to have indefinite useful lives and therefore no amortization has been taken on these assets. At December 2018, identifiable intangible assets considered to have finite lives were represented by customer relationships which are being amortized over eight years. These intangible assets are evaluated for accelerated attrition or amortization adjustments if warranted.

At December 2018, goodwill allocated to our wholesale reporting unit totaled $4.4 million. In conjunction with the Company’s annual impairment testing for the fiscal year ended September 30, 2018, the Company determined that the estimated fair value of this reporting unit exceeded its carrying value at September 30, 2018. There has been no material changes to this assessment by the Company through December 2018.

4. DIVIDENDS

The Company paid cash dividends on its common stock totaling $0.1 million in each of the three month periods ended December 2018 and December 2017.

5. EARNINGS PER SHARE

Basic earnings per share available to common shareholders is calculated by dividing net income less preferred stock dividend requirements by the weighted average common shares outstanding for each period. Diluted earnings per share available to common shareholders is calculated by dividing income from operations less preferred stock dividend requirements (when anti-dilutive) by the sum of the weighted average common shares outstanding and the weighted average dilutive options.

	For the three months ended December			
	2018		2017	
	Basic	Diluted	Basic	Diluted
Weighted average common shares outstanding	617,858	617,858	687,679	687,679
Weighted average net additional shares outstanding assuming dilutive options exercised and proceeds used to purchase treasury stock and conversion of preferred stock (1)	—	6,667	—	8,271
Weighted average number of shares outstanding	617,858	624,525	687,679	695,950
Net income available to common shareholders	$ 1,245,321	$ 1,245,321	$ 1,480,091	$ 1,480,091
Net earnings per share available to common shareholders	$ 2.02	$ 1.99	$ 2.15	$ 2.13

(1) Diluted earnings per share calculation includes all stock options and restricted stock units deemed to be dilutive.

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6. DEBT

The Company primarily finances its operations through a credit facility agreement (the “Facility”) and long-term debt agreements with banks. The Facility is provided through Bank of America acting as the senior agent and with BMO Harris Bank participating in a loan syndication.

The Facility included the following significant terms at December 2018:

- A November 2022 maturity date without a penalty for prepayment.
- $70.0 million revolving credit limit.
- Loan accordion allowing the Company to increase the size of the credit facility agreement by $25.0 million.
- A provision providing an additional $10.0 million of credit advances for certain inventory purchases.
- Evergreen renewal clause automatically renewing the agreement for one year unless either the borrower or lender provides written notice terminating the agreement at least 90 days prior to the end of any original or renewal term of the agreement.
- The Facility bears interest at either the bank’s prime rate, or at LIBOR plus 125 - 150 basis points depending on certain credit facility utilization measures, at the election of the Company.
- Lending limits subject to accounts receivable and inventory limitations.
- An unused commitment fee equal to one-quarter of one percent (1/4%) per annum on the difference between the maximum loan limit and average monthly borrowings.
- Secured by collateral including all of the Company’s equipment, intangibles, inventories, and accounts receivable.
- A financial covenant requiring a fixed charge coverage ratio of at least 1.0 as measured by the previous twelve month period then ended only if excess availability falls below 10% of the maximum loan limit as defined in the credit agreement. The Company’s availability has not fallen below 10% of the maximum loan limit and the Company’s fixed charge coverage ratio is over 1.0 for the trailing twelve months.

- Provides that the Company may pay up to $2.0 million of dividends on its common stock annually provided the Company is not in default before or after the dividend. Additionally, the Company may pay dividends on its common stock in excess of $2.0 million annually provided the Company meets certain excess availability and proforma fixed charge coverage ratios and is not in default before or after the dividend.

Cross Default and Co-Terminus Provisions

The Company owns certain real estate in Bismarck, ND, Quincy, IL, and Rapid City, SD, which is financed through a single term loan with BMO Harris Bank (the "Real Estate Loan") which is also a participant lender on the Company's revolving line of credit. The Real Estate Loan contains cross default provisions which cause the loan to be considered in default if the loans where BMO is a lender, including the revolving credit facility, is in default. There were no such cross defaults at December 2018. In addition, the Real Estate Loan contains co-terminus provisions which require all loans with BMO to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

Other

AMCON has issued a $0.5 million letter of credit to its workers' compensation insurance carrier as part of its self insured loss control program.

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7. EQUITY-BASED INCENTIVE AWARDS

Omnibus Plan

The Company has two equity-based incentive plans, the 2014 Omnibus Incentive Plan and the 2018 Omnibus Incentive Plan (collectively “the Omnibus Plans”), which provide for equity incentives to employees. Each Omnibus Plan was designed with the intent of encouraging employees to acquire a vested interest in the growth and performance of the Company. The Omnibus Plans together permit the issuance of up to 135,000 shares of the Company’s common stock in the form of stock options, restricted stock awards, restricted stock units, performance share awards as well as awards such as stock appreciation rights, performance units, performance shares, bonus shares, and dividend share awards payable in the form of common stock or cash. The number of shares issuable under the Omnibus Plans is subject to customary adjustments in the event of stock splits, stock dividends, and certain other distributions on the Company’s common stock. At December 2018, awards with respect to a total of 89,332 shares, net of forfeitures, had been awarded pursuant to the Omnibus Plans and awards with respect to another 45,668 shares may be awarded under the Omnibus Plans.

Stock Options

The Company issued 5,450 and 6,000 incentive stock option awards to employees during Q1 2019 and Q1 2018, respectively, pursuant to the provisions of the Company’s 2014 Omnibus Plans. The stock options issued by the Company expire ten years from the grant date and include a five year graded annual vesting schedule. Both the Q1 2019 and Q1 2018 incentive stock option awards had estimated grant date fair values of approximately $0.2 million using the Black Scholes option pricing model. The following assumptions were used in connection with the Black Scholes option pricing calculation as it relates to the Q1 2019 and Q1 2018 incentive stock option awards:

	Stock Option Pricing Assumptions Q1 2019		Stock Option Pricing Assumptions Q1 2018	
Risk-free interest rate	2.55	%	2.41	%
Dividend yield	0.8	%	0.8	%
Expected volatility	45.10	%	33.00	%
Expected life in years	6		6	

The following is a summary of stock option activity during Q1 2019:

	Number of Shares	Weighted Average Exercise Price
Outstanding at September 2018	33,800	$ 77.85
Granted	5,450	84.00
Exercised	—	—
Forfeited/Expired	—	—

Outstanding at December 2018	39,250	$ 78.71

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Restricted Stock Units

During Q1 2019, the Compensation Committee of the Board of Directors had authorized and approved the following restricted stock unit awards to employees pursuant to the provisions of the Company's Omnibus Plans:

	Restricted Stock Units(1)	Restricted Stock Units(2)	Restricted Stock Units(3)	Restricted Stock Units(4)
Date of award:	October 2015	October 2016	October 2017	October 2018
Original number of awards issued:	13,250	13,000	13,000	15,050
Service period:	36 - 60 months	36 months	36 months	36 months
Estimated fair value of award at grant date:	$ 1,112,000	$ 1,191,000	$ 1,177,000	$ 1,264,000
Non-vested awards outstanding at December 31, 2018:	100	4,334	8,667	15,050
Fair value of non-vested awards at December 31, 2018 of approximately:	$ 10,000	$ 432,000	$ 865,000	$ 1,501,000

(1)13,150 restricted stock units were vested as of December 2018. The remaining 100 restricted stock units will vest in equal amounts in October 2019 and October 2020.

(2)8,666 of the restricted stock units were vested as of December 2018. The remaining 4,334 restricted stock units will vest in October 2019.

(3)4,333 restricted stock units were vested as of December 2018. 4,333 restricted stock units will vest in October 2019 and 4,334 will vest in October 2020.

(4)The 15,050 restricted stock units will vest in equal amounts in October 2019, October 2020, and October 2021.

There is no direct cost to the recipients of the restricted stock units, except for any applicable taxes. The restricted stock units are subject to the customary adjustments in the event of stock splits, stock dividends, and certain other distributions of the Company's common stock. All cash dividends and/or distributions payable to restricted stock recipients will be held in escrow until all the conditions of vesting have been met.

The restricted stock units provide that the recipients can elect, at their option, to receive either common stock in the Company, or a cash settlement based upon the closing price of the Company's shares, at the time of vesting. Based on these award provisions, the compensation expense recorded in the Company's Statement of Operations reflects the straight line amortized fair value based on the period end closing price under the liability method.

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The following summarizes restricted stock unit activity under the Omnibus Plans during Q1 2019:

	Number of Shares	Weighted Average Fair Value
Nonvested restricted stocks units at September 2018	26,811	$ 86.95
Granted	15,050	84.00
Vested	(13,710)	84.00
Expired	—	—
Nonvested restricted stocks units at December 2018	28,151	$ 99.75

All Equity-Based Awards (stock options and restricted stock units)

Net income before income taxes included compensation expense of approximately $0.3 million during both Q1 2019 and Q1 2018 related to the amortization of all equity-based compensation awards. Total unamortized compensation expense related to these awards at December 2018 and September 2018 was approximately $2.9 million and $1.1 million, respectively.

8. INCOME TAXES

The Company’s results of operations for the prior year period (Q1 2018) included the impact of the enactment of the Tax Cuts and Jobs Act (“Tax Reform”) which was signed into law on December 22, 2017. Among numerous provisions included in the new law was a reduction in the corporate federal income tax rate from 35% to 21% which resulted in a $0.8 million income tax benefit to the Company as reflected in our Statement of Operations for the three months ended December 2017. This prior period tax benefit primarily resulted from applying the new lower federal income tax rates to the Company’s net long term deferred tax liabilities recorded on its Consolidated Balance Sheet.

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9. BUSINESS SEGMENTS

The Company has two reportable business segments: the wholesale distribution of consumer products and the retail sale of health and natural food products. The retail health food stores' operations are aggregated to comprise the Retail Segment because such operations have similar economic characteristics, as well as similar characteristics with respect to the nature of products sold, the type and class of customers for the health food products and the methods used to sell the products. Included in the "Other" column are intercompany eliminations, and assets held and charges incurred by our holding company. The segments are evaluated on revenues, gross margins, operating income (loss), and income before taxes.

	Wholesale Segment	Retail Segment	Other	Consolidated
THREE MONTHS ENDED DECEMBER 2018				
External revenues:				
Cigarettes	$ 238,361,582	$ —	$ —	$ 238,361,582
Tobacco	48,195,046	—	—	48,195,046
Confectionery	19,717,666	—	—	19,717,666
Health food		10,990,623	—	10,990,623
Foodservice & other	27,469,003	—	—	27,469,003
Total external revenue	333,743,297	10,990,623	—	344,733,920
Depreciation	364,132	228,251	—	592,383
Amortization	15,625	—	—	15,625
Operating income (loss)	3,703,884	(45,443)	(1,591,525)	2,066,916
Interest expense	37,774	—	285,176	322,950
Income (loss) from operations before taxes	3,667,924	(43,901)	(1,876,702)	1,747,321
Total assets	105,897,386	15,838,092	96,951	121,832,429
Capital expenditures	784,116	372,389	—	1,156,505
THREE MONTHS ENDED DECEMBER 2017				
External revenue:				
Cigarettes	$ 223,265,578	$ —	$ —	$ 223,265,578
Tobacco	41,641,678	—	—	41,641,678
Confectionery	18,516,318	—	—	18,516,318
Health food	—	6,289,897	—	6,289,897
Foodservice & other	25,799,738	—	—	25,799,738
Total external revenue	309,223,312	6,289,897	—	315,513,209
Depreciation	310,485	188,020	—	498,505
Amortization	32,500	—	—	32,500
Operating income (loss)	3,188,983	(472,981)	(1,408,853)	1,307,149
Interest expense	23,708	—	178,483	202,191
	3,167,932	(470,505)	(1,587,336)	1,110,091

Income (loss) from operations before taxes				
Total assets	97,487,611	14,302,363	124,460	111,914,434
Capital expenditures	51,529	153,893	—	205,422

10. COMMON STOCK REPURCHASE

The Company repurchased a total of 10,432 and 171 shares of its common stock during Q1 2019 and Q1 2018, respectively, for cash totaling $0.9 million and $0.1 million, respectively. All repurchased shares were recorded in treasury stock at cost.

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including the Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections, contains forward-looking statements that are subject to risks and uncertainties and which reflect management's current beliefs and estimates of future economic circumstances, industry conditions, company performance and financial results. Forward-looking statements include information concerning the possible or assumed future results of operations of the Company and those statements preceded by, followed by or that include the words "future," "position," "anticipate(s)," "expect," "believe(s)," "see," "plan," "further improve," "outlook," similar expressions. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not guarantees of future performance or results. They involve risks, uncertainties and assumptions.

You should understand that the following important factors, in addition to those discussed elsewhere in this document, could affect the future results of the Company and could cause those results to differ materially from those expressed in our forward-looking statements:

- increasing competition and market conditions in our wholesale and retail health food businesses and any associated impact on the carrying value and any potential impairment of assets (including intangible assets) within those businesses,

- that our repositioning strategy for our retail business will not be successful,

- risks associated with opening our new retail stores,

- risks associated with the acquisition of assets or new businesses by either of our business segments including but not limited to risks associated with purchase price and business valuation risks, vendor and customer retention risks, employee and technology integration risks, and risks related to the assumption of certain liabilities or obligations,
- if online shopping formats such as Amazon continue to grow in popularity and further disrupt traditional sales channels, it may present a significant direct risk to our brick and mortar retail business and potentially to our wholesale distribution business,

- the potential impact trade tariffs may have on our product costs or on consumer disposable income and demand,

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increases in fuel costs and expenses associated with operating a refrigerated trucking fleet,

- the risks associated with highly competitive labor market, particularly for truck drivers and warehouse workers, which may impact our ability to recruit and retain employees and result in higher employee compensation costs,

- increases in state and federal excise taxes on cigarette and tobacco products and the potential impact on demand,

- higher commodity prices and general inflation which could impact food ingredient costs and demand for many of the products we sell,

- regulation of cigarette, tobacco, and e-cigarette/vaping products by the United States Food and Drug Administration ("FDA"), in addition to existing state and federal regulations by other agencies,

- potential bans or restrictions imposed by the FDA, states, or local municipalities on the manufacture, distribution, and sale of certain cigarette, tobacco, and e-cigarette/vaping products,

- increases in manufacturer prices,

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- increases in inventory carrying costs and customer credit risk,
- changes in promotional and incentive programs offered by manufacturers,
- demand for the Company’s products, particularly cigarette, tobacco and e-cigarette/vaping products,
- risks that product manufacturers may begin selling directly to convenience stores and bypass wholesale distributors,
- changes in laws and regulations and ongoing compliance related to health care and associated insurance,
- increasing health care costs for consumers and the potential impact on discretionary consumer spending,
- the ongoing trend of higher health care costs,
- decreased availability of capital resources,
- domestic regulatory and legislative risks,
- poor weather conditions,
- consolidation trends within the convenience store, wholesale distribution, and retail health food industries,
- natural disasters and domestic or political unrest,
- the impact on the Company’s financial statements as it relates to the accounting treatment and disclosure requirements under the new tax law (Tax Cut and Jobs Act) and the issuance of any new interpretive guidance,
- other risks over which the Company has little or no control, and any other factors not identified herein

Changes in these factors could result in significantly different results. Consequently, future results may differ from management’s expectations. Moreover, past financial performance should not be considered a reliable indicator of future performance. Any forward-looking statement contained herein is made as of the date of this document. Except as required by law, the Company undertakes no obligation to publicly update or correct any of these forward-looking statements in the future to reflect changed assumptions, the occurrence of material events or changes in future operating results, financial conditions or business over time.

CRITICAL ACCOUNTING ESTIMATES

Certain accounting estimates used in the preparation of the Company’s financial statements require us to make judgments and estimates and the financial results we report may vary depending on how we make these judgments and estimates. Our critical accounting estimates are set forth in our annual report on Form 10-K for the fiscal year ended September 30, 2018, as filed with the Securities and Exchange Commission. There have been no significant changes with respect to these policies during the three months ended December 2018 other than the adoption of ASU 606 which did not have a material impact on the Company’s consolidated financial statements.

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FIRST FISCAL QUARTER 2019 (Q1 2019)

The following discussion and analysis includes the Company's results of operations for the three months ended December 2018 and December 2017:

Wholesale Segment

Our Wholesale Segment is one of the largest wholesale distributors in the United States serving approximately 4,000 retail outlets including convenience stores, grocery stores, liquor stores, drug stores, and tobacco shops. We currently distribute over 17,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional foodservice products. Convenience stores represent our largest customer category. In November 2018, Convenience Store News ranked us as the eighth (8th) largest convenience store distributor in the United States based on annual sales.

Our wholesale business offers retailers the ability to take advantage of manufacturer and Company sponsored sales and marketing programs, merchandising and product category management services, and the use of information systems and data services that are focused on minimizing retailers' investment in inventory, while seeking to maximize their sales and profits. In addition, our wholesale distributing capabilities provide valuable services to both manufacturers of consumer products and convenience retailers. Manufacturers benefit from our broad retail coverage, inventory management, efficiency in processing small orders, and frequency of deliveries. Convenience retailers benefit from our distribution capabilities by gaining access to a broad product line, optimizing inventory, merchandising expertise, information systems, and accessing trade credit.

Our Wholesale Segment operates six distribution centers located in Illinois, Missouri, Nebraska, North Dakota, South Dakota, and Tennessee. These distribution centers, combined with cross-dock facilities, include approximately 689,000 square feet of permanent floor space. Our principal suppliers include Altria, RJ Reynolds, ITG Brands, Hershey, Kelloggs, Kraft, and Mars. We also market private label lines of water, candy products, batteries, and other products. We do not maintain any long-term purchase contracts with our suppliers.

Retail Segment

Our Retail Segment, through our Healthy Edge Inc. subsidiary, is a specialty retailer of natural/organic groceries and dietary supplements which focuses on providing high quality products at affordable prices, with an exceptional level of customer service and nutritional consultation. All of the products carried in our stores meet strict quality and ingredient guidelines, and include offerings such as gluten-free and antibiotic-free groceries and meat products, as well as products containing no artificial colors, flavors, preservatives, or partially hydrogenated oils. We design our retail sites in an efficient and flexible small-store format, which emphasizes a high energy and shopper-friendly environment.

We operate within the natural products retail industry, which is a subset of the U.S. grocery industry. This industry includes conventional, natural, gourmet and specialty food markets, mass and discount retailers, warehouse clubs, health food stores, dietary supplement retailers, drug stores, farmers markets, mail order and online retailers, and multi-level marketers.

Our Retail Segment operates twenty-two retail health food stores as Chamberlin’s Natural Foods (Chamberlin’s), Akin’s Natural Foods (Akins), and Earth Origins Market (EOM). These stores carry over 32,000 different national and regionally branded and private label products including high-quality natural, organic, and specialty foods consisting of produce, baked goods, frozen foods, nutritional supplements, personal care items, and general merchandise. Chamberlin’s, which was established in 1935, operates seven stores in and around Orlando, Florida. Akin’s, which was also established in 1935, has a total of seven locations in Arkansas, Missouri, and Oklahoma. Earth Origins Market has a total of eight locations in Florida.

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RESULTS OF OPERATIONS – THREE MONTHS ENDED DECEMBER 2018 AND DECEMBER 2017:

	For the three months ended December			
(In millions)	2018	2017	Incr (Decr) (2)	% Change
CONSOLIDATED:				
Sales(1)	$ 344,733,920	$ 315,513,209	$ 29,220,711	9.3
Cost of sales	324,101,782	297,321,447	26,780,335	9.0
Gross profit	20,632,138	18,191,762	2,440,376	13.4
Gross profit percentage	6.0 %	5.8 %		
Operating expense	$ 18,565,222	$ 16,884,613	$ 1,680,609	10.0
Operating income	2,066,916	1,307,149	759,767	58.1
Interest expense	322,950	202,191	120,759	59.7
Income tax expense (benefit)	502,000	(370,000)	872,000	(235.7)
Net income	1,245,321	1,480,091	(234,770)	(15.9)
BUSINESS SEGMENTS:				
Wholesale				
Sales	$ 333,743,297	$ 309,223,312	$ 24,519,985	7.9
Gross profit	16,071,334	15,478,295	593,039	3.8
Gross profit percentage	4.8 %	5.0 %		
Retail				
Sales	$ 10,990,623	$ 6,289,897	$ 4,700,726	74.7
Gross profit	4,560,804	2,713,467	1,847,337	68.1
Gross profit percentage	41.5 %	43.1 %		

(1) Sales are reported net of costs associated with incentives provided to retailers. These incentives totaled $6.0 million in Q1 2019 and $5.6 million in Q1 2018.

SALES

Changes in sales are driven by two primary components:

(i) changes to selling prices, which are largely controlled by our product suppliers, and excise taxes imposed on cigarettes and tobacco products by various states; and

(ii) changes in the volume of products sold to our customers, either due to a change in purchasing patterns resulting from consumer preferences or the fluctuation in the comparable number of business days in our reporting period.

SALES – Q1 2019 vs. Q1 2018

Sales in our Wholesale Segment increased $24.5 million during Q1 2019 as compared to Q1 2018. Significant items impacting sales during Q1 2019 included a $8.5 million increase in sales related to price increases implemented by cigarette manufacturers, a $9.4 million increase in sales related to higher sales volumes in our tobacco, confectionery, foodservice, and other categories (“Other Products”), a $3.5 million increase in sales related to the volume and mix of cigarette cartons sold, and a $3.1 million increase in sales related to an increase in cigarette excise taxes.

Sales in our Retail Segment increased $4.7 million for Q1 2019 as compared to Q1 2018. Significant items impacting sales during the current period included a $5.5 million increase in sales related to our Earth Origins Market (“EOM”) stores located in Florida which were acquired at the end of fiscal 2018. This increase was partially offset by a $0.4 million decrease in sales related to the closure of two non-performing stores in our Midwest market during the prior year fiscal period, and a $0.4 million decrease in sales related to lower sales volumes in our existing stores.

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GROSS PROFIT – Q1 2019 vs. Q1 2018

Our gross profit does not include fulfillment costs and costs related to the distribution network which are included in selling, general and administrative costs, and may not be comparable to those of other entities. Some entities may classify such costs as a component of cost of sales. Cost of sales, a component used in determining gross profit, for the wholesale and retail segments includes the cost of products purchased from manufacturers, less incentives we receive which are netted against such costs.

Gross profit in our Wholesale Segment increased \$0.6 million during Q1 2019 as compared to Q1 2018. Of this increase, approximately \$0.8 million related to benefit of higher sales volumes in our Other Product category which was partially offset by a \$0.2 million decrease in gross profit related to the mix of cigarette cartons sold.

Gross profit in our Retail Segment increased \$1.8 million during Q1 2019 as compared to Q1 2018. Significant items impacting gross profit during the current period included a \$2.5 million increase in gross profit related to our EOM stores which were acquired at the end of fiscal 2018, partially offset by a offset by a \$0.2 million decrease in gross profit related to the closure of two non-performing stores in our Midwest market during the prior fiscal year, and a \$0.5 million decrease in gross profit related to lower sales volumes and gross profits in our existing stores.

OPERATING EXPENSE – Q1 2019 vs. Q1 2018

Operating expense includes selling, general and administrative expenses and depreciation and amortization. Selling, general, and administrative expenses include costs related to our sales, warehouse, delivery and administrative departments for all segments. Specifically, purchasing and receiving costs, warehousing costs and costs of picking and loading customer orders are all classified as selling, general and administrative expenses. Our most significant expenses relate to employee costs, facility and equipment leases, transportation costs, fuel costs, and insurance costs. Our Q1 2019 operating expenses increased \$1.7 million as compared to Q1 2018. Significant items impacting operating expenses during the current period included a \$0.3 million increase in employee compensation and benefit costs, a \$0.4 million increase in fuel and other operating costs, and a \$1.4 million increase in expenses in our Retail Segment primarily related to our EOM retail stores which were acquired at the end of fiscal 2018. These increases were partially offset by a \$0.4 million decrease in health insurance costs.

INCOME TAX EXPENSE – Q1 2019 vs. Q1 2018

The Company’s prior period (Q1 2018) income tax rate and results of operations were impacted by the enactment of the Tax Cuts and Jobs Act (“Tax Reform Act”), which was signed into law on December 22, 2017. Among the numerous provisions included in the Tax Reform Act was a reduction in the corporate federal income tax rate from 35% to 21%. The Company applied the newly enacted corporate federal income tax rate during the first quarter of fiscal 2018 resulting in an income tax benefit of approximately $0.8 million, primarily related to the application of the new lower income tax rates to net long term deferred tax liabilities recorded on the Company’s Consolidated Balance Sheet.

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LIQUIDITY AND CAPITAL RESOURCES

Overview

The Company's variability in cash flows from operating activities is dependent on the timing of inventory purchases and seasonal fluctuations. For example, periodically we have inventory "buy in" opportunities which offer more favorable pricing terms. As a result, we may have to hold inventory for a period longer than the payment terms. This generates a cash outflow from operating activities which we expect to reverse in later periods. Additionally, during the warm weather months which is our peak time of operations, we generally carry higher amounts of inventory to ensure high fill rates and customer satisfaction.

In general, the Company finances its operations through a credit agreement (the "Facility") with Bank of America acting as the senior agent and with BMO Harris Bank participating in the loan syndication. The Facility included the following significant terms at December 2018:

· A November 2022 maturity date without a penalty for prepayment.

· $70.0 million revolving credit limit.

· Loan accordion allowing the Company to increase the size of the credit facility agreement by $25.0 million.

· A provision providing an additional $10.0 million of credit advances for certain inventory purchases.

· Evergreen renewal clause automatically renewing the agreement for one year unless either the borrower or lender provides written notice terminating the agreement at least 90 days prior to the end of any original or renewal term of the agreement.

· The Facility bears interest at either the bank's prime rate, or at LIBOR plus 125 - 150 basis points depending on certain credit facility utilization measures, at the election of the Company.

· Lending limits subject to accounts receivable and inventory limitations.

· An unused commitment fee equal to one-quarter of one percent (1/4%) per annum on the difference between the maximum loan limit and average monthly borrowings.

· Secured by collateral including all of the Company's equipment, intangibles, inventories, and accounts receivable.

- A financial covenant requiring a fixed charge coverage ratio of at least 1.0 as measured by the previous twelve month period then ended only if excess availability falls below 10% of the maximum loan limit as defined in the credit agreement. The Company's availability has not fallen below 10% of the maximum loan limit and the Company's fixed charge ratio is over 1.0 for the trailing twelve months.

- Provides that the Company may pay up to $2.0 million of dividends on its common stock annually provided the Company is not in default before or after the dividend. Additionally, the Company may pay dividends on its common stock in excess of $2.0 million annually provided the Company meets certain excess availability and proforma fixed charge coverage ratios and is not in default before or after the dividend.

The amount available for use on the Facility at any given time is subject to a number of factors including eligible accounts receivable and inventory balances that fluctuate day-to-day. Based on our collateral and loan limits as defined in the Facility agreement, the credit limit of the Facility at December 2018 was $69.5 million, of which $23.3 million was outstanding, leaving $46.2 million available.

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At December 2018, the revolving portion of the Company's Facility balance bore interest based on the bank's prime rate and various short-term LIBOR rate elections made by the Company. The average interest rate was 4.33% at December 2018. For the three months ended December 2018, our peak borrowings under the Facility were $41.2 million, and our average borrowings and average availability under the Facility were $25.3 million and $43.7 million, respectively.

Cross Default and Co-Terminus Provisions

The Company owns certain real estate in Bismarck, ND, Quincy, IL, and Rapid City, SD, which is financed through a single term loan with BMO Harris Bank (the "Real Estate Loan") which is also a participant lender on the Company's revolving line of credit. The Real Estate Loan contains cross default provisions which cause the loan to be considered in default if the loans where BMO is a lender, including the revolving credit facility, is in default. There were no such cross defaults at December 2018. In addition, the Real Estate Loan contains co-terminus provisions which require all loans with BMO to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

Dividends Payments

The Company paid cash dividends on its common stock totaling $0.1 million in each of the three month periods ended December 2018 and December 2017.

Contractual Obligations

There have been no significant changes to the Company's contractual obligations as set forth in the Company's annual report on Form 10-K for the fiscal period ended September 30, 2018.

Other

The Company has issued a letter of credit for $0.5 million to its workers' compensation insurance carrier as part of its self-insured loss control program.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Liquidity Risk

The Company's liquidity position is significantly influenced by its ability to maintain sufficient levels of working capital. For our Company and industry in general, customer credit risk and ongoing access to bank credit heavily influence liquidity positions.

The Company does not currently hedge its exposure to interest rate risk or fuel costs. Accordingly, significant price movements in these areas can and do impact the Company's profitability.

While the Company believes its liquidity position going forward will be adequate to sustain operations, a precipitous change in operating environment could materially impact the Company's future revenue stream as well as its ability to collect on customer accounts receivable or secure bank credit.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in company reports filed or submitted under the Securities Exchange Act of 1934 (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act, an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2018 was made under the supervision and with the participation of our senior management, including our principal executive officer and principal financial officer. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures will prevent all errors and fraud. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management’s override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control that occurred during the fiscal quarter ended December 31, 2018, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have been no material changes to the Company's risk factors as previously disclosed in Item 1A "Risk Factors" of the Company's annual report on Form 10-K for the fiscal year ended September 30, 2018.

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

The following table summarizes the purchases made by or on behalf of our Company or certain affiliated purchasers of shares of our common stock during the quarterly period ended December 2018:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs*
October 1 - 31, 2018	10,377	$ 88.00	10,377	64,623
November 1 - 30, 2018	32	$ 88.97	32	64,591
December 1 - 31, 2018	23	$ 83.13	23	75,000
Total	10,432	$ 87.99	10,432	75,000

* In December 2018, the Company's Board of Directors replenished the existing share repurchase authority to authorize purchases of up to 75,000 shares of the Company's common stock in open market or negotiated transactions. Management was given discretion to determine the number and pricing of the shares to be purchased, as well as the timing of any such purchases.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

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Item 6. Exhibits

(a) Exhibits

10.1	2018 Omnibus Incentive Plan
10.2	Form of Restricted Stock Unit Award Agreement under the 2018 Omnibus Incentive Plan
10.3	Form of Stock Option Award Agreement under the 2018 Omnibus Incentive Plan
31.1	Certification by Christopher H. Atayan, Chief Executive Officer and Chairman, pursuant to section 302 of the Sarbanes-Oxley Act
31.2	Certification by Andrew C. Plummer, President and Chief Financial Officer, pursuant to section 302 of the Sarbanes-Oxley Act
32.1	Certification by Christopher H. Atayan, Chief Executive Officer and Chairman, furnished pursuant to section 906 of the Sarbanes-Oxley Act
32.2	Certification by Andrew C. Plummer, President and Chief Financial Officer, furnished pursuant to section 906 of the Sarbanes-Oxley Act
101	Interactive Data File (filed herewith electronically)

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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.

	AMCON DISTRIBUTING COMPANY (registrant)
Date: January 18, 2019	/s/ Christopher H. Atayan Christopher H. Atayan, Chief Executive Officer and Chairman
Date: January 18, 2019	/s/ Andrew C. Plummer Andrew C. Plummer, President and Chief Financial Officer (Principal Financial and Accounting Officer)