

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 April 12, 2015

Commission File Number: 1-9390



JACK IN THE BOX INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of Incorporation)

95-2698708
(I.R.S. Employer Identification No.)

9330 BALBOA AVENUE, SAN DIEGO, CA
(Address of principal executive offices)

92123
(Zip Code)

Registrant's telephone number, including area code (858) 571-2121

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of the close of business May 8, 2015, 37,380,529 shares of the registrant's common stock were outstanding.

JACK IN THE BOX INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATIONITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JACK IN THE BOX INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share data)
(Unaudited)

	April 12, 2015	September 28, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 10,386	\$ 10,578
Accounts and other receivables, net	69,455	50,014
Inventories	7,335	7,481
Prepaid expenses	29,448	36,314
Deferred income taxes	36,810	36,810
Assets held for sale	10,505	4,766
Other current assets	2,097	597
Total current assets	<u>166,036</u>	<u>146,560</u>
Property and equipment, at cost	1,508,360	1,519,947
Less accumulated depreciation and amortization	(812,898)	(797,818)
Property and equipment, net	<u>695,462</u>	<u>722,129</u>
Intangible assets, net	15,146	15,604
Goodwill	149,042	149,074
Other assets, net	236,717	237,298
	<u>\$ 1,262,403</u>	<u>\$ 1,270,665</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$ 10,898	\$ 10,871
Accounts payable	28,505	31,810
Accrued liabilities	159,633	163,626
Total current liabilities	<u>199,036</u>	<u>206,307</u>
Long-term debt, net of current maturities	592,989	497,012
Other long-term liabilities	307,433	309,435
Stockholders' equity:		
Preferred stock \$0.01 par value, 15,000,000 shares authorized, none issued	—	—
Common stock \$0.01 par value, 175,000,000 shares authorized, 81,036,074 and 80,127,387 issued, respectively	810	801
Capital in excess of par value	395,087	356,727
Retained earnings	1,288,272	1,244,897
Accumulated other comprehensive loss	(90,285)	(90,132)
Treasury stock, at cost, 43,655,712 and 41,571,752 shares, respectively	(1,430,939)	(1,254,382)
Total stockholders' equity	<u>162,945</u>	<u>257,911</u>
	<u>\$ 1,262,403</u>	<u>\$ 1,270,665</u>

See accompanying notes to condensed consolidated financial statements.

JACK IN THE BOX INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Dollars in thousands, except per share data)
(Unaudited)

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Revenues:				
Company restaurant sales	\$ 268,904	\$ 257,773	\$ 620,800	\$ 596,602
Franchise revenues	89,218	83,097	205,943	194,350
	<u>358,122</u>	<u>340,870</u>	<u>826,743</u>	<u>790,952</u>
Operating costs and expenses, net:				
Company restaurant costs:				
Food and packaging	84,032	81,422	197,141	189,660
Payroll and employee benefits	73,073	71,616	168,752	165,432
Occupancy and other	56,468	56,998	131,499	131,707
Total company restaurant costs	<u>213,573</u>	<u>210,036</u>	<u>497,392</u>	<u>486,799</u>
Franchise costs	43,059	41,996	100,200	97,507
Selling, general and administrative expenses	52,472	48,660	115,567	107,816
Impairment and other charges, net	2,130	9,056	4,310	10,965
Losses (gains) on the sale of company-operated restaurants	5,020	(1,757)	4,170	(2,218)
	<u>316,254</u>	<u>307,991</u>	<u>721,639</u>	<u>700,869</u>
Earnings from operations	41,868	32,879	105,104	90,083
Interest expense, net	4,220	4,311	9,433	8,853
Earnings from continuing operations and before income taxes	37,648	28,568	95,671	81,230
Income taxes	14,286	10,304	35,211	29,956
Earnings from continuing operations	23,362	18,264	60,460	51,274
Losses from discontinued operations, net of income tax benefit	(357)	(2,463)	(1,620)	(3,187)
Net earnings	<u>\$ 23,005</u>	<u>\$ 15,801</u>	<u>\$ 58,840</u>	<u>\$ 48,087</u>
Net earnings per share - basic:				
Earnings from continuing operations	\$ 0.62	\$ 0.44	\$ 1.58	\$ 1.22
Losses from discontinued operations	(0.01)	(0.06)	(0.04)	(0.08)
Net earnings per share (1)	<u>\$ 0.61</u>	<u>\$ 0.38</u>	<u>\$ 1.53</u>	<u>\$ 1.14</u>
Net earnings per share - diluted:				
Earnings from continuing operations	\$ 0.61	\$ 0.43	\$ 1.55	\$ 1.18
Losses from discontinued operations	(0.01)	(0.06)	(0.04)	(0.07)
Net earnings per share (1)	<u>\$ 0.60</u>	<u>\$ 0.37</u>	<u>\$ 1.51</u>	<u>\$ 1.11</u>
Weighted-average shares outstanding:				
Basic	37,970	41,464	38,353	42,018
Diluted	38,566	42,632	39,039	43,336
Cash dividends declared per common share				
	\$ 0.20	\$ —	\$ 0.40	\$ —

(1) Earnings per share may not add due to rounding.

See accompanying notes to condensed consolidated financial statements.

JACK IN THE BOX INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands)
(Unaudited)

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Net earnings	\$ 23,005	\$ 15,801	\$ 58,840	\$ 48,087
Cash flow hedges:				
Net change in fair value of derivatives	86	(31)	(6,672)	(85)
Net loss reclassified to earnings	468	322	1,095	748
	554	291	(5,577)	663
Tax effect	(212)	(112)	2,135	(254)
	342	179	(3,442)	409
Unrecognized periodic benefit costs:				
Actuarial losses and prior service costs reclassified to earnings	2,276	1,210	5,311	2,825
Tax effect	(871)	(464)	(2,033)	(1,084)
	1,405	746	3,278	1,741
Other:				
Foreign currency translation adjustments	10	—	16	7
Tax effect	(2)	—	(5)	(3)
	8	—	11	4
Other comprehensive income (loss), net of tax	1,755	925	(153)	2,154
Comprehensive income	<u>\$ 24,760</u>	<u>\$ 16,726</u>	<u>\$ 58,687</u>	<u>\$ 50,241</u>

See accompanying notes to condensed consolidated financial statements.

JACK IN THE BOX INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Year-to-date	
	April 12, 2015	April 13, 2014
Cash flows from operating activities:		
Net earnings	\$ 58,840	\$ 48,087
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	47,875	49,725
Deferred finance cost amortization	1,155	1,177
Excess tax benefits from share-based compensation arrangements	(17,073)	(12,017)
Deferred income taxes	(2,785)	(384)
Share-based compensation expense	7,367	6,348
Pension and postretirement expense	10,096	7,410
Gains on cash surrender value of company-owned life insurance	(3,635)	(3,428)
Losses (gains) on the sale of company-operated restaurants	4,170	(2,218)
Losses on the disposition of property and equipment	466	594
Impairment charges and other	2,180	8,088
Loss on early retirement of debt	—	789
Changes in assets and liabilities, excluding acquisitions and dispositions:		
Accounts and other receivables	(21,841)	(14,274)
Inventories	146	(640)
Prepaid expenses and other current assets	27,181	(8,746)
Accounts payable	(1,459)	1,725
Accrued liabilities	(8,991)	(13,543)
Pension and postretirement contributions	(8,113)	(7,831)
Other	(4,659)	(9,910)
Cash flows provided by operating activities	<u>90,920</u>	<u>50,952</u>
Cash flows from investing activities:		
Purchases of property and equipment	(32,959)	(31,196)
Purchases of assets intended for sale and leaseback	(5,355)	(19)
Proceeds from the sale of assets	—	2,105
Proceeds from the sale of company-operated restaurants	2,630	7,842
Collections on notes receivable	5,314	1,774
Acquisitions of franchise-operated restaurants	—	(1,750)
Other	1,786	36
Cash flows used in investing activities	<u>(28,584)</u>	<u>(21,208)</u>
Cash flows from financing activities:		
Borrowings on revolving credit facilities	264,000	509,000
Repayments of borrowings on revolving credit facilities	(160,000)	(379,000)
Proceeds from issuance of debt	—	200,000
Principal repayments on debt	(7,996)	(190,549)
Debt issuance costs	—	(3,527)
Dividends paid on common stock	(15,395)	—
Proceeds from issuance of common stock	13,894	22,457
Repurchases of common stock	(174,115)	(205,453)
Excess tax benefits from share-based compensation arrangements	17,073	12,017
Change in book overdraft	—	4,774
Cash flows used in financing activities	<u>(62,539)</u>	<u>(30,281)</u>
Effect of exchange rate changes on cash and cash equivalents	11	5
Net decrease in cash and cash equivalents	(192)	(532)
Cash and cash equivalents at beginning of period	10,578	9,644
Cash and cash equivalents at end of period	<u>\$ 10,386</u>	<u>\$ 9,112</u>

See accompanying notes to condensed consolidated financial statements.

JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. BASIS OF PRESENTATION

Nature of operations — Founded in 1951, Jack in the Box Inc. (the “Company”) operates and franchises Jack in the Box® quick-service restaurants and Qdoba Mexican Grill® (“Qdoba”) fast-casual restaurants. The following table summarizes the number of restaurants as of the end of each period:

	April 12, 2015	April 13, 2014
Jack in the Box:		
Company-operated	412	455
Franchise	1,836	1,799
Total system	2,248	2,254
Qdoba:		
Company-operated	310	303
Franchise	334	323
Total system	644	626

References to the Company throughout these Notes to Condensed Consolidated Financial Statements are made using the first person notations of “we,” “us” and “our.”

Basis of presentation — The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and the rules and regulations of the Securities and Exchange Commission (“SEC”). During fiscal 2012, we entered into an agreement to outsource our Jack in the Box distribution business. In the third quarter of fiscal 2013, we closed 62 Qdoba restaurants (the “2013 Qdoba Closures”) as part of a comprehensive Qdoba market performance review. The results of operations for our distribution business and for the 2013 Qdoba Closures are reported as discontinued operations for all periods presented. Refer to Note 2, *Discontinued Operations*, for additional information. Unless otherwise noted, amounts and disclosures throughout these Notes to Condensed Consolidated Financial Statements relate to our continuing operations. In our opinion, all adjustments considered necessary for a fair presentation of financial condition and results of operations for these interim periods have been included. Operating results for one interim period are not necessarily indicative of the results for any other interim period or for the full year.

These financial statements should be read in conjunction with the consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the fiscal year ended September 28, 2014. The accounting policies used in preparing these condensed consolidated financial statements are the same as those described in our Form 10-K with the exception of new accounting pronouncements adopted in fiscal 2015 which are described below.

Principles of consolidation — The condensed consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and the accounts of any variable interest entities (“VIEs”) where we are deemed the primary beneficiary. All significant intercompany accounts and transactions are eliminated. For information related to the VIE included in our condensed consolidated financial statements, refer to Note 12, *Variable Interest Entities*.

Reclassifications and adjustments — Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the fiscal 2015 presentation.

Fiscal year — Our fiscal year is 52 or 53 weeks ending the Sunday closest to September 30. Fiscal years 2015 and 2014 include 52 weeks. Our first quarter includes 16 weeks and all other quarters include 12 weeks. All comparisons between 2015 and 2014 refer to the 12-weeks (“quarter”) and 28-weeks (“year-to-date”) ended April 12, 2015 and April 13, 2014, respectively, unless otherwise indicated.

Use of estimates — In preparing the condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles, management is required to make certain assumptions and estimates that affect reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingencies. In making these assumptions and estimates, management may from time to time seek advice and consider information provided by actuaries and other experts in a particular area. Actual amounts could differ materially from these estimates.

Effect of new accounting pronouncements — In April 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which modifies the definition of discontinued operations to include only disposals of an entity that represent strategic shifts that have or will have a major effect on an entity’s operations and financial results. This ASU also expands the disclosure requirements for disposals which meet the definition of a discontinued operation and requires entities to

JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

disclose information about disposals of individually significant components that do not meet the definition of discontinued operations. The standard is effective prospectively for annual and interim periods beginning after December 15, 2014, with early adoption permitted. We early adopted this standard on September 29, 2014. This pronouncement did not have a material impact on our condensed consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which provides a comprehensive new revenue recognition model that requires a company to recognize revenue in an amount that reflects the consideration it expects to receive for the transfer of promised goods or services to its customers. The standard also requires additional disclosure regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This ASU is effective for annual periods and interim periods beginning after December 15, 2016. The ASU is to be applied retrospectively or using a cumulative effect transition method and early adoption is not permitted. In April 2015, the FASB proposed a deferral of this ASU's effective date by one year, to December 15, 2017. The proposed deferral allows early adoption at the original effective date. We are currently evaluating the effect that this pronouncement will have on our consolidated financial statements and related disclosures.

In June 2014, the FASB issued ASU No. 2014-12, *Accounting for Share-Based Payments when the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*, which requires a reporting entity to treat a performance target that affects vesting and that could be achieved after the requisite service period as a performance condition. This standard is to be applied prospectively for annual and interim periods beginning after December 15, 2015, with early adoption permitted. We early adopted this standard on September 29, 2014. This pronouncement did not have a material impact on our condensed consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which changes the presentation of debt issuance costs in financial statements. Under this ASU, an entity presents such costs on the balance sheet as a direct deduction from the related debt liability rather than as an asset. This new standard is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period, with early adoption permitted. We do not plan to adopt this standard early and do not expect that it will have a material impact on our consolidated financial statements or disclosures upon adoption.

In April 2015, the FASB issued ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*, which provides a practical expedient that permits a company to measure defined benefit plan assets and obligations using the month-end date that is closest to the company's fiscal year-end and apply that practical expedient consistently from year to year. The practical expedient should be applied consistently to all plans if the company has more than one plan. This ASU is effective prospectively for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, with early adoption permitted. We do not expect this standard to have a material impact our consolidated financial statements upon adoption.

2. DISCONTINUED OPERATIONS

Distribution business — During fiscal 2012, we entered into an agreement with a third party distribution service provider pursuant to a plan approved by our board of directors to sell our Jack in the Box distribution business. During the first quarter of fiscal 2013, we completed the transition of our distribution centers. The operations and cash flows of the business have been eliminated and in accordance with the provisions of ASC 205, *Presentation of Financial Statements*, the results are reported as discontinued operations for all periods presented.

We recognized operating losses before taxes of \$0.1 million in both periods of 2015, and \$0.1 million and \$0.7 million in the quarter and year-to-date, respectively, in 2014. Year-to-date, operating losses before taxes include \$0.1 million and \$0.2 million in 2015 and 2014, respectively, related to our lease commitments, and \$0.4 million in 2014 related to insurance settlements.

Our liability for lease commitments related to our distribution centers is included in accrued liabilities and other long-term liabilities, and was \$0.3 million and \$0.5 million as of April 12, 2015 and September 28, 2014, respectively. The lease commitment balance as of April 12, 2015 relates to one distribution center subleased at a loss.

2013 Qdoba Closures — During the third quarter of fiscal 2013, we closed 62 Qdoba restaurants. The decision to close these restaurants was based on a comprehensive analysis that took into consideration levels of return on investment and other key operating performance metrics. Since the closed locations were not predominantly located near those remaining in operation, we did not expect the majority of cash flows and sales lost from these closures to be recovered. In addition, we did not anticipate any ongoing involvement or significant direct cash flows from the closed stores. Therefore, in accordance with the provisions of ASC 205, *Presentation of Financial Statements*, the results of operations for these restaurants are reported as discontinued operations for all periods presented. In the quarter and year-to-date periods, we recognized operating losses before income taxes of \$0.5 million and \$2.5 million, respectively, in 2015, and \$3.8 million and \$4.4 million, respectively, in 2014.

JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

In 2015, the year-to-date operating losses include \$2.2 million of unfavorable lease commitment adjustments, \$0.2 million of ongoing facility related costs and \$0.1 million of broker commissions. In 2014, the year-to-date operating losses include \$3.0 million of unfavorable lease commitment adjustments, \$0.4 million for asset impairments, \$0.6 million of ongoing facility related costs and \$0.3 million of broker commissions. We do not expect the remaining costs to be incurred related to these closures to be material; however, the estimates we make related to our future lease obligations, primarily sublease income, are subject to a high degree of judgment and may differ from actual sublease income due to changes in economic conditions, desirability of the sites and other factors.

Our liability for lease commitments related to the 2013 Qdoba Closures is included in accrued liabilities and other long-term liabilities and changed as follows in 2015 (*in thousands*):

	Year-to-date
Balance as of September 28, 2014	\$ 5,737
Adjustments	2,185
Cash payments	<u>(4,060)</u>
Balance as of April 12, 2015	<u>\$ 3,862</u>

Adjustments primarily relate to revisions to certain sublease and cost assumptions due to changes in market conditions as well as charges to terminate four lease agreements. These amounts were partially offset by favorable adjustments for locations that we have subleased.

JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

3. SUMMARY OF REFRANCHISINGS, FRANCHISEE DEVELOPMENT AND ACQUISITIONS

Refranchisings and franchisee development — The following is a summary of the number of restaurants sold to franchisees, number of restaurants developed by franchisees and the related gains or losses and fees recognized (*dollars in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Restaurants sold to Jack in the Box franchisees	20	14	21	14
New restaurants opened by franchisees	10	6	22	19
Initial franchise fees	\$ 608	\$ 755	\$ 983	\$ 1,154
Proceeds from the sale of company-operated restaurants (1)	\$ 1,456	\$ 7,374	\$ 2,630	\$ 7,842
Net assets sold (primarily property and equipment)	(1,945)	(2,240)	(2,434)	(2,240)
Goodwill related to the sale of company-operated restaurants	(16)	(120)	(32)	(129)
Other (2)	(4,515)	(142)	(4,334)	(140)
(Losses) gains on the sale of company-operated restaurants	<u>\$ (5,020)</u>	<u>\$ 4,872</u>	<u>\$ (4,170)</u>	<u>\$ 5,333</u>
Losses on expected sale of Jack in the box company-operated markets (3)	—	(3,115)	—	(3,115)
Total (losses) gains on the sale of company-operated restaurants	<u>\$ (5,020)</u>	<u>\$ 1,757</u>	<u>\$ (4,170)</u>	<u>\$ 2,218</u>

(1) Amounts in 2015 and 2014 include additional proceeds recognized upon the extension of the underlying franchise and lease agreements related to restaurants sold in a prior year of \$0.0 million and \$0.7 million, respectively, in the quarter, and \$0.1 million and \$1.2 million, respectively, year-to-date.

(2) Amounts in 2015 include lease commitment charges related to restaurants closed in connection with the sale of the related market, and charges for operating restaurant leases with lease commitments in excess of our sublease rental income.

(3) Amounts in 2014 relate to losses on the expected sale of approximately 30 company-operated restaurants in two Jack in the Box markets sold in the fourth quarter of 2014 and the second quarter of 2015.

Franchise acquisitions — In 2015, we acquired six Jack in the Box franchise restaurants in one market, and during 2014 we repurchased four Jack in the Box franchise restaurants in another market. We account for the acquisition of franchised restaurants using the acquisition method of accounting for business combinations. The purchase price allocations were based on fair value estimates determined using significant unobservable inputs (Level 3). Acquisitions were not material to our condensed consolidated financial statements in either year.

JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

4. FAIR VALUE MEASUREMENTS

Financial assets and liabilities — The following table presents the financial assets and liabilities measured at fair value on a recurring basis (*in thousands*):

	Total	Quoted Prices in Active Markets for Identical Assets (3) (Level 1)	Significant Other Observable Inputs (3) (Level 2)	Significant Unobservable Inputs (Level 3)
Fair value measurements as of April 12, 2015:				
Non-qualified deferred compensation plan (1)	\$ (37,701)	\$ (37,701)	\$ —	\$ —
Interest rate swaps (Note 5) (2)	(7,366)	—	(7,366)	—
Total liabilities at fair value	<u>\$ (45,067)</u>	<u>\$ (37,701)</u>	<u>\$ (7,366)</u>	<u>\$ —</u>
Fair value measurements as of September 28, 2014:				
Non-qualified deferred compensation plan (1)	\$ (35,602)	\$ (35,602)	\$ —	\$ —
Interest rate swaps (Note 5) (2)	(1,789)	—	(1,789)	—
Total liabilities at fair value	<u>\$ (37,391)</u>	<u>\$ (35,602)</u>	<u>\$ (1,789)</u>	<u>\$ —</u>

- (1) We maintain an unfunded defined contribution plan for key executives and other members of management excluded from participation in our qualified savings plan. The fair value of this obligation is based on the closing market prices of the participants' elected investments.
- (2) We entered into interest rate swaps to reduce our exposure to rising interest rates on our variable debt. The fair values of our interest rate swaps are based upon Level 2 inputs which include valuation models as reported by our counterparties. The key inputs for the valuation models are quoted market prices, interest rates and forward yield curves.
- (3) We did not have any transfers in or out of Level 1 or Level 2.

The fair values of our debt instruments are based on the amount of future cash flows associated with each instrument discounted using our borrowing rate. At April 12, 2015, the carrying value of all financial instruments was not materially different from fair value, as the borrowings are prepayable without penalty. The estimated fair values of our capital lease obligations approximated their carrying values as of April 12, 2015.

Non-financial assets and liabilities — Our non-financial instruments, which primarily consist of property and equipment, goodwill and intangible assets, are reported at carrying value and are not required to be measured at fair value on a recurring basis. However, on a periodic basis (at least annually for goodwill and intangible assets, and semi-annually for property and equipment) or whenever events or changes in circumstances indicate that their carrying value may not be recoverable, non-financial instruments are assessed for impairment. If applicable, the carrying values are written down to fair value.

In connection with our impairment reviews performed during 2015, no material fair value adjustments were required. Refer to Note 6, *Impairment and Other Charges, Net* for additional information regarding impairment charges.

5. DERIVATIVE INSTRUMENTS

Objectives and strategies — We are exposed to interest rate volatility with regard to our variable rate debt. To reduce our exposure to rising interest rates, in August 2010, we entered into two interest rate swap agreements that effectively converted \$100.0 million of our variable rate term loan borrowings to a fixed-rate basis from September 2011 through September 2014. In April 2014, we entered into nine forward-starting interest rate swap agreements that effectively convert \$300.0 million of our variable rate borrowings to a fixed rate basis from October 2014 through October 2018. These agreements have been designated as cash flow hedges under the terms of the FASB authoritative guidance for derivatives and hedging. To the extent that they are effective in offsetting the variability of the hedged cash flows, changes in the fair values of the derivatives are not included in earnings, but are included in other comprehensive income (“OCI”). These changes in fair value are subsequently reclassified into net earnings as a component of interest expense as the hedged interest payments are made on our term debt.

Financial position — The following derivative instruments were outstanding as of the end of each period (*in thousands*):

	April 12, 2015		September 28, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swaps (Note 4)	Accrued liabilities	\$ (7,366)	Accrued liabilities	\$ (1,789)
Total derivatives		\$ (7,366)		\$ (1,789)

Financial performance — The following is a summary of the OCI activity related to our interest rate swap derivative instruments (*in thousands*):

	Location of Loss in Income	Quarter		Year-to-date	
		April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Gain (loss) recognized in OCI	N/A	\$ 86	\$ (31)	\$ (6,672)	\$ (85)
Loss reclassified from accumulated OCI into net earnings	Interest expense, net	\$ (468)	\$ (322)	\$ (1,095)	\$ (748)

Amounts reclassified from accumulated OCI into interest expense represent payments made to the counterparties for the effective portions of the interest rate swaps. During the periods presented, our interest rate swaps had no hedge ineffectiveness.

6. IMPAIRMENT AND OTHER CHARGES, NET

Impairment and other charges, net in the accompanying condensed consolidated statements of earnings is comprised of the following (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Accelerated depreciation	\$ 1,387	\$ 487	\$ 2,139	\$ 1,151
Restaurant impairment charges	27	85	41	180
(Gains) losses on the disposition of property and equipment, net	(269)	262	352	550
Costs of closed restaurants (primarily lease obligations) and other	973	731	1,759	1,295
Restructuring costs	12	7,491	19	7,789
	\$ 2,130	\$ 9,056	\$ 4,310	\$ 10,965

Accelerated depreciation — When a long-lived asset will be replaced or otherwise disposed of prior to the end of its estimated useful life, the useful life of the asset is adjusted based on the estimated disposal date and accelerated depreciation is recognized. Accelerated depreciation primarily relates to expenses at our Jack in the Box company restaurants for the replacement of technology and beverage equipment in 2015 and restaurant facility enhancement programs in 2014.

Impairment charges — When events and circumstances indicate that our long-lived assets might be impaired and their carrying amount is greater than the undiscounted cash flows we expect to generate from such assets, we recognize an impairment loss as the amount by which the carrying value exceeds the fair value of the assets. Impairment charges in

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all periods include charges for restaurants we intend to or have closed.

Disposition of property and equipment — Disposal costs primarily relate to gains or losses recognized upon the sale of closed restaurant properties. In 2015, losses on the disposition of property and equipment includes a gain of \$0.9 million from the resolution of one eminent domain matter involving a Jack in the Box restaurant.

Costs of closed restaurants — Costs of closed restaurants primarily consists of future lease commitments, net of anticipated sublease rentals and expected ancillary costs. Accrued restaurant closing costs, included in accrued liabilities and other long-term liabilities, changed as follows in 2015 (*in thousands*):

	<u>Year-to-date</u>
Balance as of September 28, 2014	\$ 13,173
Adjustments (1)	1,427
Cash payments	(3,319)
Balance as of April 12, 2015	<u>\$ 11,281</u>

(1) Adjustments relate primarily to revisions to certain sublease and cost assumptions due to changes in market conditions.

Restructuring costs — Since the beginning of 2012, we have been engaged in efforts to improve our cost structure and identify opportunities to reduce general and administrative expenses as well as improve profitability across both brands. The following is a summary of the costs incurred in connection with these activities (*in thousands*):

	<u>Quarter</u>		<u>Year-to-date</u>	
	<u>April 12, 2015</u>	<u>April 13, 2014</u>	<u>April 12, 2015</u>	<u>April 13, 2014</u>
Severance costs	\$ 12	\$ 1,098	\$ 19	\$ 1,396
Other	—	6,393	—	6,393
	<u>\$ 12</u>	<u>\$ 7,491</u>	<u>\$ 19</u>	<u>\$ 7,789</u>

In 2014, other costs represent a \$6.4 million impairment charge recognized in the second quarter of fiscal 2014 related to a restaurant software asset we no longer planned to place in service as we integrate certain systems across both of our brands. We may incur additional charges related to our restructuring activities; however, we are unable to make a reasonable estimate at this time.

7. INCOME TAXES

The income tax provisions reflect tax rates of 37.9% in the quarter and 36.8% year-to-date in 2015, compared with 36.1% and 36.9%, respectively, a year ago. The quarter tax rates reflect the timing of the benefit recognized from the reenactment of the Work Opportunity Tax Credit and the benefit of the market performance of insurance products used to fund certain non-qualified retirement plans which are excluded from taxable income. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual 2015 rate could differ from our current estimates.

8. RETIREMENT PLANS

Defined benefit pension plans — We sponsor two defined benefit pension plans: a qualified plan covering substantially all full-time Jack in the Box employees hired prior to January 1, 2011, and an unfunded supplemental executive plan which provides certain employees additional pension benefits and was closed to new participants effective January 1, 2007. In fiscal 2011, the Board of Directors approved changes to our qualified plan whereby participants will no longer accrue benefits effective December 31, 2015. Benefits under both plans are based on the employees' years of service and compensation over defined periods of employment.

Postretirement healthcare plans — We also sponsor two healthcare plans, closed to new participants, that provide postretirement medical benefits to certain employees who have met minimum age and service requirements. The plans are contributory, with retiree contributions adjusted annually, and contain other cost-sharing features such as deductibles and coinsurance.

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Net periodic benefit cost — The components of net periodic benefit cost in each period were as follows (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Defined benefit pension plans:				
Service cost	\$ 1,908	\$ 1,875	\$ 4,452	\$ 4,374
Interest cost	5,237	5,364	12,220	12,516
Expected return on plan assets	(5,370)	(5,652)	(12,531)	(13,188)
Actuarial loss	2,172	1,024	5,068	2,388
Amortization of unrecognized prior service costs	62	62	145	145
Net periodic benefit cost	<u>\$ 4,009</u>	<u>\$ 2,673</u>	<u>\$ 9,354</u>	<u>\$ 6,235</u>
Postretirement healthcare plans:				
Interest cost	\$ 276	\$ 379	\$ 644	\$ 883
Actuarial loss	42	125	98	292
Net periodic benefit cost	<u>\$ 318</u>	<u>\$ 504</u>	<u>\$ 742</u>	<u>\$ 1,175</u>

Future cash flows — Our policy is to fund our plans at or above the minimum required by law. As of the date of our last actuarial funding valuation, there was no minimum contribution funding requirement. Details regarding fiscal 2015 contributions are as follows (*in thousands*):

	Defined Benefit Pension Plans	Postretirement Healthcare Plans
Net year-to-date contributions	\$ 7,543	\$ 570
Remaining estimated net contributions during fiscal 2015	\$ 17,000	\$ 700

We will continue to evaluate contributions to our qualified defined benefit pension plan based on changes in pension assets as a result of asset performance in the current market and economic environment.

9. SHARE-BASED COMPENSATION

We offer share-based compensation plans to attract, retain and motivate key officers, employees and non-employee directors to work toward the financial success of the Company. In fiscal 2015, we granted the following shares related to our share-based compensation awards:

Stock options	123,042
Performance share awards	40,594
Nonvested stock units	93,570

The components of share-based compensation expense recognized in each period are as follows (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Stock options	\$ 555	\$ 489	\$ 1,554	\$ 1,778
Performance share awards	991	999	2,072	2,496
Nonvested stock awards	35	45	96	218
Nonvested stock units	1,638	796	3,382	1,638
Deferred compensation for non-management directors	263	218	263	218
Total share-based compensation expense	<u>\$ 3,482</u>	<u>\$ 2,547</u>	<u>\$ 7,367</u>	<u>\$ 6,348</u>

10. STOCKHOLDERS' EQUITY

Repurchases of common stock — In February 2014 and July 2014, the Board of Directors approved two programs, both expiring in November 2015, which provided repurchase authorizations for up to \$200.0 million and \$100.0 million, respectively, in shares of our common stock. Additionally, in November 2014, the Board of Directors approved another \$100.0 million stock buyback program that expires in November 2016. During fiscal 2015, we repurchased 2.08 million shares at an aggregate cost of \$176.6 million and fully utilized the February and July 2014 authorizations. As of April 12, 2015, there was \$40.5 million remaining under our November 2014 stock-buyback program which expires in November 2016.

Repurchases of common stock included in our condensed consolidated statements of cash flows for 2015 and 2014 include \$3.1 million and \$7.3 million, respectively, related to repurchase transactions traded in the prior fiscal year and settled in the subsequent quarter. Additionally, these cash flows exclude \$5.6 million and \$3.9 million related to repurchase transactions traded in the second quarter and settled in the third quarter of 2015 and 2014, respectively.

Dividends — During the third quarter of fiscal 2014, the Board of Directors approved the initiation of a regular quarterly cash dividend. In fiscal 2015, the Board of Directors declared two cash dividends of \$0.20 per share each, which were paid to shareholders of record as of December 1, 2014 and March 6, 2015 and totaled \$15.5 million. Future dividends are subject to approval by our Board of Directors.

11. AVERAGE SHARES OUTSTANDING

Our basic earnings per share calculation is computed based on the weighted-average number of common shares outstanding. Our diluted earnings per share calculation is computed based on the weighted-average number of common shares outstanding adjusted by the number of additional shares that would have been outstanding had the potentially dilutive common shares been issued. Potentially dilutive common shares include stock options, nonvested stock awards and units, non-management director stock equivalents and shares issuable under our employee stock purchase plan. Performance share awards are included in the average diluted shares outstanding each period if the performance criteria have been met at the end of the respective periods.

The following table reconciles basic weighted-average shares outstanding to diluted weighted-average shares outstanding (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Weighted-average shares outstanding – basic	37,970	41,464	38,353	42,018
Effect of potentially dilutive securities:				
Stock options	246	640	337	725
Nonvested stock awards and units	190	243	195	318
Performance share awards	160	285	154	275
Weighted-average shares outstanding – diluted	<u>38,566</u>	<u>42,632</u>	<u>39,039</u>	<u>43,336</u>
Excluded from diluted weighted-average shares outstanding:				
Antidilutive	—	185	78	152
Performance conditions not satisfied at the end of the period	6	20	14	30

12. VARIABLE INTEREST ENTITIES

In January 2011, we formed Jack in the Box Franchise Finance, LLC (“FFE”) for the purpose of operating a franchisee lending program to assist Jack in the Box franchisees in re-imaging their restaurants. We are the sole equity investor in FFE. The lending program was comprised of a \$20.0 million commitment from the Company in the form of a capital note and an \$80.0 million Senior Secured Revolving Securitization Facility entered into with a third party. The lending period and the revolving period expired in June 2012. At April 12, 2015, we had no borrowings under the FFE Facility and we do not plan to make any further contributions.

We have determined that FFE is a VIE, and that we are the primary beneficiary. We considered a variety of factors in identifying the primary beneficiary of FFE including, but not limited to, who holds the power to direct matters that most significantly impact FFE’s economic performance (such as determining the underwriting standards and credit management policies), as well as what party has the obligation to absorb the losses of FFE. Based on these considerations, we have

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determined that we are the primary beneficiary and the entity is reflected in the accompanying condensed consolidated financial statements.

FFE's assets consolidated by us represent assets that can be used only to settle obligations of the consolidated VIE. Likewise, FFE's liabilities consolidated by us do not represent additional claims on our general assets; rather they represent claims against the specific assets of FFE. The impacts of FFE's results were not material to our condensed consolidated statements of earnings.

The FFE's balance sheet consisted of the following at the end of each period (*in thousands*):

	April 12, 2015	September 28, 2014
Cash	\$ —	\$ —
Other current assets (1)	1,072	2,494
Other assets, net (1)	2,539	5,776
Total assets	\$ 3,611	\$ 8,270
Current liabilities (2)	\$ 1,203	\$ 2,833
Other long-term liabilities (2)	2,276	5,367
Retained earnings	132	70
Total liabilities and stockholders' equity	\$ 3,611	\$ 8,270

(1) Consists primarily of amounts due from franchisees.

(2) Consists primarily of the capital note contribution from Jack in the Box which is eliminated in consolidation.

In 2015, we received \$3.9 million of early prepayments on notes receivable due from franchisees, which increased our cash flows from investing activities in the year-to-date period.

Our maximum exposure to loss is equal to its outstanding contributions as of April 12, 2015. This amount represents estimated losses that would be incurred should all franchisees default on their loans without any consideration of recovery. To offset the credit risk associated with our variable interest in FFE, we hold a security interest in the assets of FFE subordinate and junior to all other obligations of FFE.

13. CONTINGENCIES AND LEGAL MATTERS

Legal matters — The Company assesses contingencies, including litigation contingencies, to determine the degree of probability and range of possible loss for potential accrual in its financial statements. An estimated loss contingency is accrued in the financial statements if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable, assessing contingencies is highly subjective and requires judgments about future events. When evaluating litigation contingencies, we may be unable to provide a meaningful estimate due to a number of factors, including the procedural status of the matter in question, the availability of appellate remedies, insurance coverage related to the claim or claims in question, the presence of complex or novel legal theories, and/or the ongoing discovery and development of information important to the matter. In addition, damage amounts claimed in litigation against us may be unsupported, exaggerated or unrelated to possible outcomes, and as such are not meaningful indicators of our potential liability or financial exposure. We regularly review contingencies to determine the adequacy of the accruals and related disclosures. The ultimate amount of loss may differ from these estimates.

Gessele v. Jack in the Box Inc. — In August 2010, five former employees instituted litigation in federal court in Oregon alleging claims under the federal Fair Labor Standards Act and Oregon wage and hour laws. The plaintiffs alleged that the Company failed to pay non-exempt employees for certain meal breaks and improperly made payroll deductions for shoe purchases and for workers' compensation expenses. In April 2014, the district court granted our motion for summary judgment, and dismissed all claims without prejudice to re-filing in state court. In July 2014, the plaintiffs re-filed similar claims, and additional claims relating to timing of final pay and related wage and hour claims involving employees of a franchisee, in Oregon state court. The amended complaint seeks damages of \$45.0 million but does not provide a basis for that amount. In fiscal 2012, we accrued for a single claim for which we believe a loss is both probable and estimable; this accrued loss contingency did not have a material effect on our results of operations. We have not established a loss contingency accrual for those claims as to which we believe liability is not probable or estimable, and we plan to vigorously defend against this lawsuit. Nonetheless, an unfavorable resolution of this matter in excess of our current accrued loss contingencies could have a material adverse effect on our business, results of operations, liquidity or financial condition.

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Other legal matters — In addition to the matter described above, we are subject to normal and routine litigation brought by former, current or prospective employees, customers, franchisees, vendors, landlords, shareholders or others, whether individually, collectively or on behalf of a proposed class. We intend to defend ourselves in any such matters. Some of these matters may be covered, at least in part, by insurance. Our insurance liability (undiscounted) and reserves are established in part by using independent actuarial estimates of expected losses for reported claims and for estimating claims incurred but not reported. As of April 12, 2015, our estimated liability for general liability and workers' compensation claims exceeded our self-insurance retention limits by \$24.6 million. We expect to be fully covered for these amounts by surety bond issuers or our insurance providers. Although we currently believe that the ultimate determination of liability in connection with legal claims pending against it, if any, in excess of amounts already provided for these matters in the consolidated financial statements will not have a material adverse effect on our business, our annual results of operations, liquidity or financial position, it is possible that our results of operations, liquidity, or financial position could be materially affected in a particular future reporting period by the unfavorable resolution of one or more of these matters or contingencies during such period.

Lease guarantees — In connection with the sale of the Jack in the Box distribution business, we have assigned the leases at two of our distribution centers to third parties. Under these agreements, which expire in 2015 and 2017, we remain secondarily liable for the lease payments for which we were responsible under the original lease. As of April 12, 2015, the amount remaining under these lease guarantees totaled \$1.5 million. We have not recorded a liability for the guarantees as the likelihood of the third party defaulting on the assignment agreements was deemed to be less than probable.

14. SEGMENT REPORTING

Our principal business consists of developing, operating and franchising our Jack in the Box and Qdoba restaurant concepts, each of which we consider reportable operating segments. This segment reporting structure reflects our current management structure, internal reporting method and financial information used in deciding how to allocate our resources. Based upon certain quantitative thresholds, each operating segment is considered a reportable segment.

We measure and evaluate our segments based on segment revenues and earnings from operations. The reportable segments do not include an allocation of the costs related to shared service functions, such as accounting/finance, human resources, audit services, legal, tax and treasury; nor do they include unallocated costs such as pension expense and share-based compensation. These costs are reflected in the caption "Shared services and unallocated costs," and therefore, the measure of segment profit or loss is before such items. The following table provides information related to our segments in each period (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Revenues by segment:				
Jack in the Box restaurant operations	\$ 269,444	\$ 260,089	\$ 621,395	\$ 609,912
Qdoba restaurant operations	88,678	80,781	205,348	181,040
Consolidated revenues	<u>\$ 358,122</u>	<u>\$ 340,870</u>	<u>\$ 826,743</u>	<u>\$ 790,952</u>
Earnings from operations by segment:				
Jack in the Box restaurant operations	\$ 64,313	\$ 53,617	\$ 145,168	\$ 129,920
Qdoba restaurant operations	8,778	7,105	23,460	16,713
Shared services and unallocated costs	(26,203)	(29,600)	(59,354)	(58,768)
(Losses) gains on the sale of company-operated restaurants	(5,020)	1,757	(4,170)	2,218
Consolidated earnings from operations	41,868	32,879	105,104	90,083
Interest expense, net	4,220	4,311	9,433	8,853
Consolidated earnings from continuing operations and before income taxes	<u>\$ 37,648</u>	<u>\$ 28,568</u>	<u>\$ 95,671</u>	<u>\$ 81,230</u>
Total depreciation expense by segment:				
Jack in the Box restaurant operations	\$ 14,699	\$ 15,418	\$ 34,314	\$ 36,269
Qdoba restaurant operations	1,612	3,906	3,872	9,136
Shared services and unallocated costs	4,035	1,785	9,315	3,924
Consolidated depreciation expense	<u>\$ 20,346</u>	<u>\$ 21,109</u>	<u>\$ 47,501</u>	<u>\$ 49,329</u>

Income taxes and total assets are not reported for our segments in accordance with our method of internal reporting.

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The following table provides detail of the change in the balance of goodwill for each of our reportable segments (*in thousands*):

	Qdoba	Jack in the Box	Total
Balance at September 28, 2014	\$ 100,597	\$ 48,477	\$ 149,074
Disposals	—	(32)	(32)
Balance at April 12, 2015	<u>\$ 100,597</u>	<u>\$ 48,445</u>	<u>\$ 149,042</u>

Refer to Note 3, *Summary of Refranchisings, Franchisee Development and Acquisitions*, for information regarding the transactions resulting in the changes in goodwill.

15. SUPPLEMENTAL CONSOLIDATED CASH FLOW INFORMATION (*in thousands*)

	Year-to-date	
	April 12, 2015	April 13, 2014
Cash paid during the year for:		
Interest, net of amounts capitalized	\$ 9,166	\$ 9,114
Income tax payments	\$ 1,087	\$ 28,701
Non-cash transactions:		
Increase in dividends accrued at period end	\$ 70	\$ —
Increase in property and equipment through accrued purchases at period end	\$ 5,395	\$ 9,070

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16. SUPPLEMENTAL CONSOLIDATED BALANCE SHEET INFORMATION *(in thousands)*

	April 12, 2015	September 28, 2014
Prepaid expenses:		
Prepaid income taxes	\$ 13,493	\$ 27,956
Prepaid rent	8,961	178
Other	6,994	8,180
	<u>\$ 29,448</u>	<u>\$ 36,314</u>
Other assets, net:		
Company-owned life insurance policies	\$ 104,388	\$ 100,753
Deferred tax assets	48,953	50,807
Other	83,376	85,738
	<u>\$ 236,717</u>	<u>\$ 237,298</u>
Accrued liabilities:		
Payroll and related taxes	\$ 49,404	\$ 54,905
Insurance	33,569	34,834
Advertising	17,029	21,452
Deferred rent income	11,044	2,432
Lease commitments related to closed or refranchised locations	10,383	10,258
Sales and property taxes	8,958	11,760
Other	29,246	27,985
	<u>\$ 159,633</u>	<u>\$ 163,626</u>
Other long-term liabilities:		
Pension plans	\$ 140,436	\$ 143,838
Straight-line rent accrual	47,052	48,835
Other	119,945	116,762
	<u>\$ 307,433</u>	<u>\$ 309,435</u>

17. SUBSEQUENT EVENTS

Declaration of dividend — On May 7, 2015, the Board of Directors declared a cash dividend of \$0.30 per share, to be paid on June 12, 2015 to shareholders of record as of the close of business on June 1, 2015. Future dividends will be subject to approval by our Board of Directors.

On May 7, 2015, the Board of Directors authorized an additional \$100.0 million stock-buyback program that expires in November 2016.

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

GENERAL

All comparisons between 2015 and 2014 refer to the 12-weeks ("quarter") and 28-weeks ("year-to-date") ended April 12, 2015 and April 13, 2014, respectively, unless otherwise indicated.

For an understanding of the significant factors that influenced our performance during the quarterly periods ended April 12, 2015 and April 13, 2014, our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes included in this Quarterly Report and our Annual Report on Form 10-K for the fiscal year ended September 28, 2014.

Our MD&A consists of the following sections:

- **Overview** — a general description of our business and 2015 highlights.
- **Financial reporting** — a discussion of changes in presentation, if any.
- **Results of operations** — an analysis of our consolidated statements of earnings for the periods presented in our condensed consolidated financial statements.
- **Liquidity and capital resources** — an analysis of our cash flows including capital expenditures, share repurchase activity, dividends, known trends that may impact liquidity and the impact of inflation, if applicable.
- **Discussion of critical accounting estimates** — a discussion of accounting policies that require critical judgments and estimates.
- **New accounting pronouncements** — a discussion of new accounting pronouncements, dates of implementation and the impact on our consolidated financial position or results of operations.
- **Cautionary statements regarding forward-looking statements** — a discussion of the risks and uncertainties that may cause our actual results to differ materially from any forward-looking statements made by management.

We have included in our MD&A certain performance metrics that management uses to assess Company performance and which we believe will be useful in analyzing and understanding our results of operations. These metrics include the following:

- Changes in sales at restaurants open more than one year ("same-store sales") and average unit volumes ("AUVs") are presented for franchised restaurants and on a system-wide basis, which includes company and franchise restaurants. Franchise sales represent sales at franchise restaurants and are revenues of our franchisees. We do not record franchise sales as revenues; however, our royalty revenues and percentage rent revenues are calculated based on a percentage of franchise sales. We believe franchise and system sales and AUV information is useful to investors as a significant indicator of the overall strength of our business.
- Company restaurant margin ("restaurant margin") is defined as Company restaurant sales less expenses incurred directly by our restaurants in generating those sales (food and packaging costs, payroll and employee benefits, and occupancy and other costs). We also present restaurant margin as a percentage of Company restaurant sales.
- Franchise margin is defined as franchise revenues less franchise costs and is also presented as a percentage of franchise revenues.

Restaurant margin and franchise margin are not measurements determined in accordance with generally accepted accounting principles ("GAAP") and should not be considered in isolation, or as an alternative, to income from operations, or other similarly titled measures of other companies.

OVERVIEW

As of April 12, 2015, we operated and franchised 2,248 Jack in the Box quick-service restaurants, primarily in the western and southern United States, including one in Guam, and 644 Qdoba Mexican Grill ("Qdoba") fast-casual restaurants throughout the United States, including four in Canada.

Our primary source of revenue is from retail sales at Jack in the Box and Qdoba company-operated restaurants. We also derive revenue from Jack in the Box and Qdoba franchise restaurants, including royalties (based upon a percent of sales), franchise fees and rents from Jack in the Box franchisees. In addition, we recognize gains or losses from the sale of company-operated restaurants to franchisees, which are included as a line item within operating costs and expenses, net in the accompanying condensed consolidated statements of earnings.

The following summarizes the most significant events occurring in 2015, and certain trends compared to a year ago:

- **Qdoba's New Pricing Structure** — In October 2014, Qdoba restaurants rolled out a new simplified pricing structure system-wide where guests pay a set price per entrée based on the protein chosen and without being charged extra for additional items such as guacamole or queso. This resulted in an increase in the average check.
- **Same-Store Sales Growth** — Same-store sales grew 5.3% year-to-date at company-operated Jack in the Box restaurants driven by a combination of average check growth, including price increases, and transaction growth. Qdoba's year-to-date same-store sales increase of 10.2% at company-operated restaurants was driven primarily by our new simplified pricing structure as well as menu innovation, catering and lower discounting.
- **Commodity Costs** — Commodity costs increased approximately 3.3% and 4.4% year-to-date at our Jack in the Box and Qdoba restaurants, respectively, in 2015 compared with a year ago. We expect our overall commodity costs to increase approximately 2.0% in fiscal 2015. Beef represents the largest portion, or approximately 20%, of the Company's overall commodity spend. We typically do not enter into fixed price contracts for our beef needs. For the full year, we currently expect beef costs to increase approximately 15%.
- **Restaurant Margin Expansion** — Our year-to-date consolidated company-operated restaurant margin increased 150 basis points in 2015 to 19.9%. Jack in the Box's company-operated restaurant margin improved 140 basis points to 20.3% due primarily to leverage from same-store sales increases and benefits from refranchising activities. Company-operated restaurant margins at our Qdoba restaurants improved 190 basis points to 19.1% primarily reflecting benefits from the new simplified pricing structure and leverage from same-store sales growth.
- **Jack in the Box Franchising Program** — We essentially completed our Jack in the Box refranchising strategy with the sale of 20 company-operated restaurants in the Southeast. Year-to-date, franchisees opened a total of 11 restaurants. In fiscal 2015, we expect franchisees to open 13-18 Jack in the Box restaurants. Our Jack in the Box system was 82% franchised at the end of the second quarter and we plan to maintain franchise ownership in the Jack in the Box system at a level between 80% to 85%.
- **Qdoba New Unit Growth** — Year-to-date, we opened three company-operated restaurants and franchisees opened 11 restaurants. Of the new restaurants, six were in non-traditional locations such as airports and college campuses. In fiscal 2015, we plan to open 50-60 Qdoba restaurants, of which approximately half are expected to be company-operated restaurants. We expect the majority of our franchise new unit development to be in non-traditional locations.
- **Return of Cash to Shareholders** — During 2015 we returned cash to shareholders in the form of share repurchases and cash dividends. We repurchased 2.1 million shares of our common stock at an average price of \$84.72 per share, totaling \$176.6 million, including the costs of brokerage fees, and declared dividends of \$0.40 per share totaling \$15.5 million.

FINANCIAL REPORTING

The condensed consolidated statements of earnings for all periods presented have been prepared reflecting the results of operations for the 62 Qdoba restaurants we closed in the third quarter of fiscal 2013 (the "2013 Qdoba Closures") and charges incurred as a result of closing these restaurants as discontinued operations. During fiscal 2012, we entered into an agreement to outsource our Jack in the Box distribution business, the results of operations and costs incurred to outsource our distribution business are also reflected as discontinued operations for all periods presented. Refer to Note 2, *Discontinued Operations*, in the Notes to our Condensed Consolidated Financial Statements for more information.

RESULTS OF OPERATIONS

The following table presents certain income and expense items included in our condensed consolidated statements of earnings as a percentage of total revenues, unless otherwise indicated. Percentages may not add due to rounding.

CONSOLIDATED STATEMENTS OF EARNINGS DATA

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Revenues:				
Company restaurant sales	75.1%	75.6 %	75.1%	75.4 %
Franchise revenues	24.9%	24.4 %	24.9%	24.6 %
Total revenues	100.0%	100.0 %	100.0%	100.0 %
Operating costs and expenses, net:				
Company restaurant costs:				
Food and packaging (1)	31.2%	31.6 %	31.8%	31.8 %
Payroll and employee benefits (1)	27.2%	27.8 %	27.2%	27.7 %
Occupancy and other (1)	21.0%	22.1 %	21.2%	22.1 %
Total company restaurant costs (1)	79.4%	81.5 %	80.1%	81.6 %
Franchise costs (1)	48.3%	50.5 %	48.7%	50.2 %
Selling, general and administrative expenses	14.7%	14.3 %	14.0%	13.6 %
Impairment and other charges, net	0.6%	2.7 %	0.5%	1.4 %
Losses (gains) on the sale of company-operated restaurants	1.4%	(0.5)%	0.5%	(0.3)%
Earnings from operations	11.7%	9.6 %	12.7%	11.4 %
Income tax rate (2)	37.9%	36.1 %	36.8%	36.9 %

(1) As a percentage of the related sales and/or revenues.

(2) As a percentage of earnings from continuing operations and before income taxes.

CHANGES IN SAME-STORE SALES

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Jack in the Box:				
Company	7.4%	0.9%	5.3%	1.5%
Franchise	9.4%	0.6%	6.7%	1.3%
System	8.9%	0.7%	6.3%	1.4%
Qdoba:				
Company	7.0%	7.2%	10.2%	4.3%
Franchise	9.6%	6.8%	12.6%	4.4%
System	8.3%	7.0%	11.4%	4.3%

The following table summarizes the changes in the number and mix of Jack in the Box (“JIB”) and Qdoba company and franchise restaurants:

	April 12, 2015			April 13, 2014		
	Company	Franchise	Total	Company	Franchise	Total
Jack in the Box:						
Beginning of year	431	1,819	2,250	465	1,786	2,251
New	2	11	13	—	7	7
Refranchised	(21)	21	—	(14)	14	—
Acquired from franchisees	6	(6)	—	4	(4)	—
Closed	(6)	(9)	(15)	—	(4)	(4)
End of period	412	1,836	2,248	455	1,799	2,254
% of JIB system	18%	82%	100%	20%	80%	100%
% of consolidated system	57%	85%	78%	60%	85%	78%
Qdoba:						
Beginning of year	310	328	638	296	319	615
New	3	11	14	8	12	20
Closed	(3)	(5)	(8)	(1)	(8)	(9)
End of period	310	334	644	303	323	626
% of Qdoba system	48%	52%	100%	48%	52%	100%
% of consolidated system	43%	15%	22%	40%	15%	22%
Consolidated:						
Total system	722	2,170	2,892	758	2,122	2,880
% of consolidated system	25%	75%	100%	26%	74%	100%

Jack in the Box Brand

Company Restaurant Operations

The following table presents Jack in the Box company restaurant sales, costs and margin, and restaurant costs and margin as a percentage of the related sales. Percentages may not add due to rounding (*dollars in thousands*):

	Quarter				Year-to-date			
	April 12, 2015		April 13, 2014		April 12, 2015		April 13, 2014	
Company restaurant sales	\$ 184,992		\$ 181,206		\$ 426,335		\$ 425,077	
Company restaurant costs:								
Food and packaging	58,495	31.6%	58,644	32.4%	137,688	32.3%	138,510	32.6%
Payroll and employee benefits	50,885	27.5%	50,971	28.1%	117,628	27.6%	118,453	27.9%
Occupancy and other	36,051	19.5%	37,831	20.9%	84,682	19.9%	87,818	20.7%
Total company restaurant costs	145,431	78.6%	147,446	81.4%	339,998	79.7%	344,781	81.1%
Restaurant margin	\$ 39,561	21.4%	\$ 33,760	18.6%	\$ 86,337	20.3%	\$ 80,296	18.9%

In the quarter and year-to-date, Jack in the Box company restaurant sales increased \$3.8 million and \$1.3 million, respectively, as compared with the prior year due to an increase in AUVs. Higher AUV growth was partially offset by a decrease in sales attributable to a reduction in the average number of company-operated restaurants resulting from the execution of our refranchising strategy. The following table presents the approximate impact of these increases (decreases) on company restaurant sales (*in thousands*):

	Quarter	Year-to-date
Jack in the Box AUV increase	\$ 19,800	\$ 36,800
Decrease in the average number of Jack in the Box company restaurants	(16,000)	(35,500)
Total increase in company restaurant sales	\$ 3,800	\$ 1,300

Same-store sales at Jack in the Box company-operated restaurants increased 7.4% in the quarter and 5.3% year-to-date, primarily driven by favorable product mix changes, transaction growth and price increases. The following table summarizes the change in company-operated same-store sales:

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Transactions	2.4%	(1.7)%	1.4%	(1.1)%
Average check (1)	5.0%	2.6 %	3.9%	2.6 %
Change in same-store sales	7.4%	0.9 %	5.3%	1.5 %

(1) Amounts in 2015 and 2014 include price increases of approximately 2.1% and 2.5%, respectively, in the quarter, and 2.1% and 2.6%, respectively, year-to-date.

Food and packaging costs as a percentage of company restaurant sales decreased to 31.6% in the quarter and 32.3% year-to-date, compared with 32.4% and 32.6%, respectively, in 2014, as the benefits of selling price increases and product mix changes more than offset increases in commodity costs. In 2015, commodity costs increased 2.6% in the quarter and 3.3% year-to-date primarily reflecting higher costs for beef, eggs and cheese, in addition to produce year-to-date. Beef increased most significantly by approximately 17.0% in the quarter and 22.0% year-to-date. We expect commodity costs for fiscal 2015 to increase approximately 2.0%.

Payroll and employee benefit costs as a percentage of company restaurant sales decreased to 27.5% in the quarter and 27.6% year-to-date compared with 28.1% and 27.9%, respectively, in 2014. In 2015, sales leverage, the benefits of franchising and lower costs for group insurance were partially offset by higher wages from minimum wage increases and higher levels of incentive compensation driven by strong operating performance.

As a percentage of company restaurant sales, occupancy and other costs decreased to 19.5% in the quarter and 19.9% year-to-date, compared with 20.9% and 20.7%, respectively, in 2014 primarily due to sales leverage and the benefits of franchising. These benefits were partially offset by higher costs for credit card fees, maintenance and repair expenses, security and utilities, in addition to uniforms year-to-date.

Franchise Operations

The following table presents Jack in the Box franchise revenues and costs in each period and other information we believe is useful in analyzing the change in franchise operations (*dollars in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Royalties	\$ 31,529	\$ 28,529	\$ 71,781	\$ 66,641
Rental income	52,167	49,272	121,549	116,247
Franchise fees and other	756	1,082	1,730	1,947
Total franchise revenues	\$ 84,452	\$ 78,883	\$ 195,060	\$ 184,835
Rental expense	\$ 31,659	\$ 30,997	\$ 73,799	\$ 72,124
Depreciation and amortization	7,609	7,857	17,829	18,347
Other franchise support costs	2,776	2,194	6,404	4,906
Total franchise costs	42,044	41,048	98,032	95,377
Franchise margin	\$ 42,408	\$ 37,835	\$ 97,028	\$ 89,458
Franchise margin as a % of franchise revenues	50.2%	48.0%	49.7%	48.4%
Average number of franchise restaurants	1,823	1,791	1,822	1,788
% increase	1.8%		1.9%	
Franchise restaurant AUVs	\$ 336	\$ 307	\$ 765	\$ 717
Increase in franchise-operated same-store sales	9.4%	0.6%	6.7%	1.3%
Royalties as a percentage of estimated franchise restaurant sales	5.1%	5.2%	5.2%	5.2%

Franchise revenues increased \$5.6 million, or 7.1% in the quarter and \$10.2 million, or 5.5% year-to-date primarily reflecting higher AUVs resulting in an increase in revenues from royalties and percentage rent. To a lesser extent, an increase in the average number of franchise restaurants also contributed to the increase.

Franchise costs, principally including rents and depreciation on properties leased to Jack in the Box franchisees, increased \$1.0 million in the quarter, and \$2.7 million year-to-date, driven by an increase in the number of franchised restaurants and the recognition of bad debt expense in 2015 of \$0.3 million in the quarter and \$0.8 million year-to-date.

Qdoba Brand

Company Restaurant Operations

The following table presents Qdoba company restaurant sales, costs and margin, and restaurant costs and margin as a percentage of the related sales (*dollars in thousands*):

	Quarter				Year-to-date				
	April 12, 2015		April 13, 2014		April 12, 2015		April 13, 2014		
Company restaurant sales	\$	83,912	\$	76,567	\$	194,465	\$	171,525	
Company restaurant costs:									
Food and packaging		25,537	30.4%	22,778	29.7%	59,453	30.6%	51,150	29.8%
Payroll and employee benefits		22,188	26.4%	20,645	27.0%	51,124	26.3%	46,979	27.4%
Occupancy and other		20,417	24.3%	19,167	25.0%	46,817	24.1%	43,889	25.6%
Total company restaurant costs		68,142	81.2%	62,590	81.7%	157,394	80.9%	142,018	82.8%
Restaurant margin	\$	15,770	18.8%	13,977	18.3%	37,071	19.1%	29,507	17.2%

Company restaurant sales increased \$7.3 million in the quarter, and \$22.9 million year-to-date as compared with the prior year due primarily to growth in AUVs. To a lesser extent, an increase in the number of Qdoba company-operated restaurants also contributed to the increase. The following table presents the approximate impact of these increases on company restaurant sales (*in thousands*):

	Quarter	Year-to-date
Qdoba AUV increase	\$ 5,100	\$ 16,200
Increase in the average number of Qdoba company restaurants	2,200	6,700
Total increase in company restaurant sales	\$ 7,300	\$ 22,900

Same-store sales at Qdoba company-operated restaurants increased 7.0% in the quarter and 10.2% year-to-date primarily driven by the new simplified menu pricing structure. Lower discounting, catering and menu innovation in both periods and transaction growth year-to-date also contributed to the same-store sales increases. Same-store sales and transactions in the quarter, and as a result the 2015 year-to-date period, were negatively impacted by weather. The following table summarizes the change in company-operated same-store sales:

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Transactions	(1.3)%	1.3%	0.5%	(0.7)%
Average check (1)	7.4 %	5.1%	8.6%	4.3 %
Catering	0.9 %	0.8%	1.1%	0.7 %
Change in same-store sales	7.0 %	7.2%	10.2%	4.3 %

(1) Amounts in 2015 and 2014 include price increases of approximately 0.5% and 0.8%, respectively, in the quarter and 0.4% and 0.6%, respectively, year-to-date.

Food and packaging costs as a percentage of company restaurant sales increased to 30.4% of company restaurant sales in the quarter and 30.6% year-to-date, compared with 29.7% and 29.8%, respectively, in 2014, due primarily to higher commodity costs for beef, in addition to cheese year-to-date, and changes in product mix related to the new pricing structure. Commodity costs increased 2.0% in the quarter and 4.4% year-to-date with beef costs increasing the most significantly by approximately 12.0% in the quarter and 18.0% year-to-date. These increases were partially offset by growth in the average check related to the new pricing structure. We expect commodity costs for fiscal 2015 to increase approximately 2.0%.

Payroll and employee benefit costs as a percentage of company restaurant sales improved to 26.4% in the quarter and 26.3% year-to-date from 27.0% and 27.4%, respectively, in 2014 driven by leverage from same-store sales increases and a change in our staffing mix made in the second quarter of last year that utilizes a more variable labor model. Additionally, in the quarter, lower levels of incentive compensation were partially offset by increases in labor staffing.

Occupancy and other costs decreased to 24.3% of company restaurant sales in the quarter, and 24.1% year-to-date, compared with 25.0% and 25.6%, respectively, in 2014. The decrease was primarily due to sales leverage, partially offset by higher costs for credit card fees, smallwares, and property taxes, in addition to utilities year-to-date.

Franchise Operations

The following table presents our Qdoba franchise revenues and costs in each period and other information we believe is useful in analyzing the change in franchise operations (*dollars in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Royalties	\$ 4,365	\$ 3,750	\$ 9,942	\$ 8,339
Franchise fees and other	401	464	941	1,176
Total franchise revenues	4,766	4,214	10,883	9,515
Franchise support costs and other	1,015	948	2,168	2,130
Franchise margin	\$ 3,751	\$ 3,266	\$ 8,715	\$ 7,385
Franchise margin as a % of franchise revenues	78.7%	77.5%	80.1%	77.6%
Average number of franchise restaurants	332	321	331	320
% increase	3.4%		3.4%	
Franchise restaurant AUVs	\$ 263	\$ 238	\$ 598	\$ 529
Increase in franchise-operated same-store sales	9.6%	6.8%	12.6%	4.4%
Royalties as a percentage of estimated franchise restaurant sales	5.0%	4.9%	5.0%	4.9%

Franchise revenues increased \$0.6 million or 13.1%, in the quarter, and \$1.4 million or 14.4%, year-to-date, primarily reflecting higher AUVs at Qdoba franchise restaurants. To a lesser extent, an increase in the average number of Qdoba franchise restaurants also contributed to the increase in franchise revenues.

Franchise costs, principally support costs, increased slightly in both periods.

Selling, general and administrative (“SG&A”) expenses

The following table presents the change in SG&A expenses compared with the prior year (*in thousands*):

	Increase / (Decrease)	
	Quarter	Year-to-date
Incentive compensation	\$ 4,321	\$ 4,396
Cash surrender value of COLI policies, net	(1,111)	496
Pension and postretirement benefits	1,150	2,686
Insurance	(1,449)	(1,791)
Advertising	(348)	498
Employee relocation costs	297	(588)
Other, including restaurant pre-opening costs	952	2,054
	<u>\$ 3,812</u>	<u>\$ 7,751</u>

Incentive compensation increased primarily due to higher levels of performance at both brands as compared to target bonus levels and an increase in share-based compensation expense. The increase in share-based compensation primarily relates to our annual grant of nonvested stock units which vest over five years. As this is our fifth year of offering such grants, we are expensing one additional year of grants compared to a year ago.

The cash surrender value of our COLI policies, net of changes in our non-qualified deferred compensation obligation supported by these policies, are subject to market fluctuations. The changes in market values had a positive impact of \$1.6 million in the quarter, \$1.3 million year-to-date, compared with \$0.5 million and \$1.9 million respectively, a year ago.

In 2015, pension and postretirement benefits increased, principally driven by the change in discount rates as compared with a year ago.

Insurance costs decreased in 2015 due to a \$1.0 million general liability legal settlement recognized in the prior year.

Advertising costs associated with our Qdoba brand were \$0.5 million lower in the quarter and \$0.5 million higher year-to-date versus a year ago, fluctuating due to the timing of spending and changes in the number of restaurants. Advertising costs related to our Jack in the Box brand remained consistent as a percentage of the related restaurant sales at 5.4% in all periods.

Impairment and other charges, net

Impairment and other charges, net is comprised of the following (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Accelerated depreciation	\$ 1,387	\$ 487	\$ 2,139	\$ 1,151
Restaurant impairment charges	27	85	41	180
(Gains) losses on the disposition of property and equipment, net	(269)	262	352	550
Costs of closed restaurants (primarily lease obligations) and other	973	731	1,759	1,295
Restructuring costs	12	7,491	19	7,789
	<u>\$ 2,130</u>	<u>\$ 9,056</u>	<u>\$ 4,310</u>	<u>\$ 10,965</u>

Impairment and other charges, net decreased \$6.9 million in the quarter and \$6.7 million year-to-date versus a year ago primarily attributable to a decrease in restructuring costs incurred in connection with the comprehensive review of our organizational structure. Restructuring costs decreased \$7.5 million in the quarter and \$7.8 million year-to-date primarily due to a \$6.4 million impairment charge recognized in the second quarter of fiscal 2014 related to a restaurant software asset we no longer planned to place in service as a result of our efforts to integrate certain systems across both of our brands. The decrease in restructuring costs was partially offset by an increase in accelerated depreciation associated with various projects designed to upgrade certain technology and beverage equipment in our Jack in the Box company-operated restaurants. We expect to continue to recognize accelerated depreciation related to the replacement of our Jack in the Box beverage equipment through the remainder of the fiscal year. Refer to Note 6, *Impairment and Other Charges, Net* of the notes to the condensed consolidated financial statements for additional information regarding these costs.

(Losses) gains on the sale of company-operated restaurants

(Losses) gains on the sale of company-operated restaurants to franchisees are detailed in the following table (*dollars in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Number of restaurants sold to franchisees	20	14	21	14
(Losses) gains on the sale of company-operated restaurants	\$ (5,020)	\$ 4,872	\$ (4,170)	\$ 5,333
(Losses) gains on expected sale of company-operated restaurants	—	(3,115)	—	(3,115)
Total (losses) gains on the sale of company-operated restaurants	\$ (5,020)	\$ 1,757	\$ (4,170)	\$ 2,218

(Losses) gains on the sale of company-operated restaurants are impacted by the number of restaurants sold and changes in average gains or losses recognized, which relate to the specific sales and cash flows of those restaurants. In 2015 and 2014, (losses) gains on the sale of company-operated restaurants include additional gains of \$0.0 million and \$0.7 million, respectively, in the quarter, and \$0.1 million and \$1.2 million, respectively, year-to-date, recognized upon the extension of the underlying franchise and lease agreements related to Jack in the Box restaurants sold in previous years. During the second quarter of 2015, we essentially completed our Jack in the Box refranchising strategy with the sale of 20 company-operated restaurants in the Southeast. Refer to Note 3, *Summary of Refranchisings, Franchisee Development and Acquisitions*, of the notes to the condensed consolidated financial statements for additional information regarding these (losses) gains.

Interest Expense, Net

Interest expense, net is comprised of the following (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Interest expense	\$ 4,288	\$ 4,500	\$ 9,692	\$ 9,239
Interest income	(68)	(189)	(259)	(386)
Interest expense, net	\$ 4,220	\$ 4,311	\$ 9,433	\$ 8,853

Interest expense, net decreased \$0.1 million in the quarter, and increased \$0.6 million year-to-date compared with a year ago. Interest expense decreased in the quarter and increased year-to-date in 2015 due to higher average borrowings that were more than offset in the quarter and partially offset year-to-date by a charge of \$0.8 million in 2014 to write-off deferred financing fees in connection with the refinancing of our credit facility.

Income Taxes

The tax rate in 2015 was 37.9% in the quarter and 36.8% year-to-date, compared with 36.1% and 36.9%, respectively, a year ago. The quarter tax rates reflect the timing of the benefit recognized from the reenactment of the Work Opportunity Tax Credit and the benefit of the market performance of insurance products used to fund certain non-qualified retirement plans which are excluded from taxable income. We expect the fiscal year tax rate to be approximately 37.0%. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual 2015 rate could differ from our current estimates.

Losses from Discontinued Operations, Net

As described in Note 2, *Discontinued Operations*, in the notes to the condensed consolidated financial statements, the results of operations from our distribution business and the 2013 Qdoba Closures have been reported as discontinued operations for all periods presented.

Losses from discontinued operations, net of tax are as follows for each discontinued operation (*in thousands*):

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Distribution business	\$ (44)	\$ (77)	\$ (80)	\$ (434)
2013 Qdoba Closures	(313)	(2,386)	(1,540)	(2,753)
	<u>\$ (357)</u>	<u>\$ (2,463)</u>	<u>\$ (1,620)</u>	<u>\$ (3,187)</u>

In both years, losses from discontinued operations related to our distribution business include lease commitment charges in addition to insurance settlement costs in 2014. In 2015 and 2014, the loss from discontinued operations related to the 2013 Qdoba Closures primarily includes unfavorable lease commitment adjustments, ongoing facility costs and broker commissions, and in 2014, asset impairment charges.

Losses from discontinued operations reduced diluted earnings per share by the following in each period:

	Quarter		Year-to-date	
	April 12, 2015	April 13, 2014	April 12, 2015	April 13, 2014
Distribution business	\$ —	\$ —	\$ —	\$ (0.01)
2013 Qdoba Closures	(0.01)	(0.06)	(0.04)	(0.06)
	<u>\$ (0.01)</u>	<u>\$ (0.06)</u>	<u>\$ (0.04)</u>	<u>\$ (0.07)</u>

LIQUIDITY AND CAPITAL RESOURCES

General

Our primary sources of short-term and long-term liquidity are expected to be cash flows from operations and our revolving bank credit facility.

We generally reinvest available cash flows from operations to improve our restaurant facilities and develop new restaurants, to reduce debt, to repurchase shares of our common stock and to pay cash dividends. Our cash requirements consist principally of:

- working capital;
- capital expenditures for new restaurant construction and restaurant renovations;
- income tax payments;
- debt service requirements; and
- obligations related to our benefit plans.

Based upon current levels of operations and anticipated growth, we expect that cash flows from operations, combined with other financing alternatives in place or available, will be sufficient to meet our capital expenditure, working capital and debt service requirements for at least the next twelve months and the foreseeable future.

As is common in the restaurant industry, we maintain relatively low levels of accounts receivable and inventories, and our vendors grant trade credit for purchases such as food and supplies. We also continually invest in our business through the addition of new units and refurbishment of existing units, which are reflected as long-term assets and not as part of working capital. As a result, current liabilities are in excess of current assets, which results in a working capital deficit.

Cash Flows

The table below summarizes our cash flows from operating, investing and financing activities (*in thousands*):

	Year-to-date	
	April 12, 2015	April 13, 2014
Total cash provided by (used in):		
Operating activities	\$ 90,920	\$ 50,952
Investing activities	(28,584)	(21,208)
Financing activities	(62,539)	(30,281)
Effect of exchange rate changes	11	5
Net decrease in cash and cash equivalents	<u>\$ (192)</u>	<u>\$ (532)</u>

Operating Activities. Operating cash flows increased \$40.0 million compared with a year ago due primarily to a \$27.6 million decrease in payments for income taxes and an increase in net earnings in fiscal 2015. The decrease in income tax payments was primarily driven by tax benefits realized as a result of a fixed asset cost segregation study that was completed in the third quarter of 2014 and tax deductions recognized in connection with our stock-based compensation arrangements which contributed to a \$28.0 million prepaid income tax balance at the end of fiscal year 2014.

Investing Activities. Cash used in investing activities increased \$7.4 million compared with a year ago due primarily to an increase in cash used to purchase assets intended for sale and leaseback and a decrease in proceeds from the sale of company-operated restaurants, partially offset by an increase in collections on notes receivable.

Capital Expenditures — The composition of capital expenditures in each period follows (*in thousands*):

	Year-to-date	
	April 12, 2015	April 13, 2014
Jack in the Box:		
New restaurants	\$ 2,699	\$ 1,570
Restaurant facility expenditures	12,106	13,043
Other, including information technology	342	966
	<u>15,147</u>	<u>15,579</u>
Qdoba:		
New restaurants	8,663	11,386
Restaurant facility expenditures	2,038	2,629
Other, including information technology	2,008	—
	<u>12,709</u>	<u>14,015</u>
Shared Services:		
Information technology	3,222	1,072
Other, including facility improvements	1,881	530
	<u>5,103</u>	<u>1,602</u>
Consolidated capital expenditures	<u>\$ 32,959</u>	<u>\$ 31,196</u>

Our capital expenditure program includes, among other things, investments in new locations, restaurant remodeling, new equipment and information technology enhancements. Capital expenditures increased compared to a year ago as a result of an increase in spending related to new Jack in the Box restaurants and information technology infrastructure, partially offset by a decrease in spending related to building new Qdoba restaurants, remodels, and exterior re-images at our Jack in the Box restaurants. We expect fiscal 2015 capital expenditures to be approximately \$90-\$100 million. In 2015, we plan to open 50-60 Qdoba restaurants, of which approximately half are expected to be company-operated locations. Additionally, we plan to open 15-20 Jack in the Box restaurants in fiscal 2015, of which 2 are expected to be company-operated locations.

Sale of Company-Operated Restaurants — We have expanded our franchise ownership in the Jack in the Box system primarily through the sale of company-operated restaurants to franchisees. During the second quarter of 2015, we essentially completed our refranchising strategy with the sale of 20 company-operated restaurants in the Southeast. The following table details proceeds received in connection with our refranchising activities in each period (*dollars in thousands*):

	Year-to-date	
	April 12, 2015	April 13, 2014
Number of restaurants sold to franchisees	21	14
Total proceeds	\$ 2,630	\$ 7,842

Assets Held for Sale and Leaseback — We use sale and leaseback financing to lower the initial cash investment in our restaurants to the cost of the equipment, whenever possible. In 2015, we did not sell and leaseback any properties. The following table summarizes the cash flow activity related to sale and leaseback transactions in each period (*dollars in thousands*):

	Year-to-date	
	April 12, 2015	April 13, 2014
Number of restaurants sold and leased back	—	1
Proceeds from sale and leaseback transactions	\$ —	\$ 1,807
Purchases of assets intended for sale and leaseback	\$ (5,355)	\$ (19)

As of April 12, 2015, we had investments of \$9.8 million in five operating restaurant properties that we expect to sell and leaseback during the next 12 months.

Acquisition of Franchise-Operated Restaurants — The following table details franchise-operated restaurant acquisition activity in each period (dollars in thousands):

	Year-to-date	
	April 12, 2015	April 13, 2014
Number of Jack in the Box restaurants acquired from franchisees	6	4
Cash used to acquire franchise-operated restaurants	\$ —	\$ 1,750

For additional information, refer to Note 3, *Summary of Refranchisings, Franchisee Development and Acquisitions*, of the notes to the condensed consolidated financial statements.

Financing Activities. Cash flows used in financing activities increased \$32.3 million compared with a year ago primarily due to decreases in borrowings and payments made under our revolving credit facility and term loan, an increase in cash used to pay dividends, and a decrease in proceeds from the issuance of our common stock, partially offset by a decrease in cash used to repurchase shares of our common stock, and an increase in excess tax benefits from share-based compensation arrangements.

Credit Facility — Our credit facility is comprised of (i) a \$600.0 million revolving credit facility and (ii) a \$200.0 million term loan facility. The interest rate on the credit facility is based on the Company's leverage ratio and can range from London Interbank Offered Rate ("LIBOR") plus 1.25% to 2.00% with no floor. The current interest rate is LIBOR plus 1.75%. As part of the credit agreement, we may request the issuance of up to \$75.0 million in letters of credit, the outstanding amount of which reduces our net borrowing capacity under the agreement.

The revolving credit facility and the term loan facility both have maturity dates of March 19, 2019. The term loan requires amortization in the form of quarterly installments of \$2.5 million from June 2014 through March 2016, \$3.75 million from June 2016 through March 2018, and \$5.0 million from June through December 2018 with the remainder due at the maturity date. We are required to make certain mandatory prepayments under certain circumstances and we have the option to make certain prepayments without premium or penalty. The credit facility includes events of default (and related remedies, including acceleration and increased interest rates following an event of default) that are customary for facilities and transactions of this type.

As of April 12, 2015, we had \$190.0 million outstanding under the term loan, borrowings under the revolving credit facility of \$410.0 million and letters of credit outstanding of \$22.2 million.

We are subject to a number of customary covenants under our credit facility, including limitations on additional borrowings, acquisitions, loans to franchisees, capital expenditures, lease commitments, stock repurchases, dividend payments and requirements to maintain certain financial ratios defined in our credit agreement. We were in compliance with all covenants as of April 12, 2015.

Interest Rate Swaps — To reduce our exposure to rising interest rates, in April 2014, we entered into nine forward-starting interest rate swap agreements that effectively convert \$300.0 million of our variable rate borrowings to a fixed rate basis from October 2014 through October 2018. For additional information, refer to Note 5, *Derivative Instruments*, of the notes to the condensed consolidated financial statements.

Repurchases of Common Stock — In February 2014 and July 2014, the Board of Directors approved two programs, both expiring in November 2015, which provided repurchase authorizations for up to \$200.0 million and \$100.0 million, respectively, in shares of our common stock. Additionally, in November 2014, the Board of Directors approved another \$100.0 million stock buyback program that expires in November 2016. During fiscal 2015, we repurchased 2.08 million shares at an aggregate cost of \$176.6 million and fully utilized the February 2014 and July 2014 authorizations. As of April 12, 2015, there was \$40.5 million remaining under our November 2014 stock-buyback program which expires in November 2016. On May 7, 2015, the Board of Directors authorized an additional \$100.0 million stock buyback program that expires in November 2016.

Repurchases of common stock included in our condensed consolidated statements of cash flows for 2015 and 2014, include \$3.1 million and \$7.3 million, respectively, related to repurchase transactions traded in the prior fiscal year and settled in the subsequent quarter. Additionally, in 2015 and 2014, repurchases of common stock exclude \$5.6 million and \$3.9 million, respectively, related to repurchase transactions traded in the second quarter and settled in the third quarter.

Dividend — In fiscal 2015, the Board of Directors declared two cash dividends of \$0.20 per share each, which were paid to shareholders of record as of December 1, 2014 and March 6, 2015 and totaled \$15.5 million. Future dividends are subject to approval by our Board of Directors.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, results of operations, liquidity, capital expenditures or capital resources.

DISCUSSION OF CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are those the Company believes are most important for the portrayal of the Company's financial condition and results and that require management's most subjective and complex judgments. Judgments and uncertainties regarding the application of these policies may result in materially different amounts being reported under various conditions or using different assumptions. There have been no material changes to the critical accounting estimates previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2014.

NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 1, *Basis of Presentation*, of the notes to the condensed consolidated financial statements.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the federal securities laws. Any statements contained herein that are not historical facts may be deemed to be forward-looking statements. Forward-looking statements may be identified by words such as "anticipate," "assume," "believe," "estimate," "expect," "forecast," "goals," "guidance," "intend," "plan," "project," "may," "will," "would", "should" and similar expressions. These statements are based on management's current expectations, estimates, forecasts and projections about our business and the industry in which we operate. These estimates and assumptions involve known and unknown risks, uncertainties, and other factors that are in some cases beyond our control. Factors that may cause our actual results to differ materially from any forward-looking statements include, but are not limited to:

- Food service businesses such as ours may be materially and adversely affected by changes in consumer preferences or dining habits, and economic, political and socioeconomic conditions. Adverse economic conditions such as unemployment and decreased discretionary spending may result in reduced restaurant traffic and sales and impose practical limits on pricing. We are also subject to geographic concentration risks, with nearly 70% of system Jack in the Box restaurants located in California and Texas.
- Our profitability depends in part on food and commodity costs and availability, including animal feed costs and fuel costs and other supply and distribution costs. The risks of increased commodities costs and volatility in costs could adversely affect our profitability and results of operations.
- The success of our business strategy depends on the value and relevance of our brands. Multi-unit food service businesses such as ours can be materially and adversely affected by widespread negative publicity of any type, particularly regarding food quality or public health issues. Negative publicity regarding our brands or the restaurant industry in general could cause a decline in system restaurant sales and could have a material adverse effect on our financial condition and results of operations.
- We are reliant on third party suppliers and distributors, and any shortages or interruptions in supply could adversely affect the availability, quality and cost of ingredients.
- Our business can be materially and adversely affected by severe weather conditions or natural disasters, which can result in lost restaurant sales, supply chain interruptions and increased costs.
- Growth and new restaurant development involve substantial risks, including risks associated with unavailability of suitable franchisees, limited financing availability, cost overruns and the inability to secure suitable sites on acceptable terms. In addition, our growth strategy includes opening restaurants in new markets where we cannot assure that we will be able to successfully expand or acquire critical market presence, attract customers or otherwise operate profitably.
- There are risks associated with our franchise business model, including the demand for our franchises, the selection of appropriate franchisees and whether our franchisees and new restaurant developers will have the capabilities to be effective operators and remain aligned with us on operating, promotional and capital-intensive initiatives, in an ever-changing competitive environment. Additionally, our franchisees and operators could experience operational, financial or other challenges that could affect payments to us of rents and/or royalties, or could damage our brand and reputation.
- The restaurant and take-away food industry is highly competitive with respect to price, service, location, brand identification and menu quality and innovation. We cannot assure that we will be able to effectively respond to aggressive competitors (including competitors with significantly greater financial resources); or that our competitive strategies will

increase our same-store sales and AUVs; or that our new products, service initiatives, overall strategies or execution of those strategies will be successful.

- Should our advertising and promotions be less effective than our competitors, there could be a material adverse effect on our results of operations and financial condition.
- The cost-saving initiatives planned or taken in recent years, including the outsourcing of our distribution business and integration of the Jack in the Box and Qdoba technology systems, are subject to risks and uncertainties, and we cannot assure that these activities, or any other activities we undertake in the future, will achieve the desired savings and efficiencies.
- The loss of key personnel could have a material adverse effect on our business.
- The costs of compliance with government regulations, including those resulting in increased labor costs, could negatively affect our results of operations and financial condition.
- A material failure or interruption of service or a breach in security of our information technology systems or databases could cause reduced efficiency in operations, loss or misappropriation of data or business interruptions, which in turn could affect cash flows or our operating results. In addition, the costs of information security, regulatory compliance, investment in technology and risk mitigation measures may negatively affect our margins or financial results.
- We maintain a documented system of internal controls, which is reviewed and monitored by an Internal Controls Committee and tested by the Company's full-time internal audit department. Any failures in the effectiveness of our internal controls could have a material adverse effect on our operating results or cause us to fail to meet our reporting obligations.
- We are subject to risks of owning, operating and leasing property, including but not limited to environmental risks, which could result in the imposition of severe penalties or restrictions on operations by governmental agencies or courts of law, which could adversely affect operations.
- We have a significant amount of indebtedness, which could adversely affect our business and our ability to meet our obligations. Our ability to repay expected borrowings under our credit facility and to meet our other debt or contractual obligations will depend upon our future performance and our cash flows from operations, both of which are subject to prevailing economic conditions and financial, business and other known and unknown risks and uncertainties, certain of which are beyond our control.
- Changes in accounting standards, policies or related interpretations by accountants or regulatory entities may negatively impact our results.
- We are subject to litigation which is inherently unpredictable and can result in unfavorable resolutions where the amount of ultimate loss may exceed our estimated loss contingencies, impose other costs related to defense of claims, or distract management from our operations.

These and other factors are identified and described in more detail in our filings with the Securities and Exchange Commission, including, but not limited to: the "Discussion of Critical Accounting Estimates" and other sections in this Form 10-Q and the "Risk Factors" section of our most recent Annual Report on Form 10-K for the fiscal year ended September 28, 2014 ("Form 10-K"). These documents may be read free of charge on the SEC's website at www.sec.gov. Potential investors are urged to consider these factors, more fully described in our Form 10-K, carefully in evaluating any forward-looking statements, and are cautioned not to place undue reliance on the forward-looking statements. All forward-looking statements are made only as of the date issued, and we do not undertake any obligation to update any forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary exposure to risks relating to our financial instruments is changes in interest rates. Our credit facility, which is comprised of a revolving credit facility and a term loan, bears interest at an annual rate equal to the prime rate of LIBOR plus an applicable margin based on a financial leverage ratio. As of April 12, 2015, the applicable margin for the LIBOR-based revolving loans and term loan was set at 1.75%.

We use interest rate swap agreements to reduce exposure to interest rate fluctuations. In April 2014, we entered into nine forward-starting interest rate swap agreements that effectively convert \$300.0 million of our variable rate borrowings to a fixed rate basis from October 2014 through October 2018. Based on the applicable margin in effect as of April 12, 2015, these nine interest rate swaps would yield average fixed rates of 2.60%, 3.13%, 3.80% and 4.28% in years one through four, respectively.

A hypothetical 100 basis point increase in short-term interest rates, based on the outstanding unhedged balance of our revolving credit facility and term loan at April 12, 2015, would result in an estimated increase of \$3.0 million in annual interest expense.

We are also exposed to the impact of commodity and utility price fluctuations. Many of the ingredients we use are commodities or ingredients that are affected by the price of other commodities, weather, seasonality, production, availability and various other factors outside our control. In order to minimize the impact of fluctuations in price and availability, we monitor the primary commodities we purchase and may enter into purchasing contracts and pricing arrangements when considered to be advantageous. However, certain commodities remain subject to price fluctuations. We are exposed to the impact of utility price fluctuations related to unpredictable factors such as weather and various other market conditions outside our control. Our ability to recover increased costs for commodities and utilities through higher prices is limited by the competitive environment in which we operate.

ITEM 4. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Based on an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a - 15 and 15d - 15 of the Securities Exchange Act of 1934, as amended), as of the end of the Company's quarter ended April 12, 2015, the Company's Chief Executive Officer and Chief Financial Officer (its principal executive officer and principal financial officer, respectively) have concluded that the Company's disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended April 12, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

There is no information required to be reported for any items under Part II, except as follows:

ITEM 1. LEGAL PROCEEDINGS

See Note 13, *Contingencies and Legal Matters*, of the notes to the unaudited condensed consolidated financial statements for a discussion of our contingencies and legal matters.

ITEM 1A. RISK FACTORS

When evaluating our business and our prospects, you should consider the risks and uncertainties described under Item 1A of Part I of our Annual Report on Form 10-K for the fiscal year ended September 28, 2014, which we filed with the SEC on November 20, 2014. You should also consider the risks and uncertainties discussed under the heading "Cautionary Statements Regarding Forward-Looking Statements" in Item 2 of this Quarterly Report on Form 10-Q. You should also refer to the other information set forth in this Quarterly Report and in our Annual Report on Form 10-K for the fiscal year ended September 28, 2014, including our financial statements and the related notes. There have been no material changes from the risk factors as previously disclosed in our Annual Report on Form 10-K for the fiscal year ended September 28, 2014. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business operations. If any of the risks or uncertainties actually occurs, our business and financial results could be harmed. In that case, the market price of our common stock could decline.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Our credit agreement provides for the potential payment of cash dividends and stock repurchases, subject to certain limitations based on our leverage ratio as defined in our credit agreement.

Stock Repurchases — In February 2014 and July 2014, the Board of Directors approved two programs, both expiring in November 2015, which provided repurchase authorizations for up to \$200.0 million and \$100.0 million, respectively, in shares of our common stock. Additionally, in November 2014, the Board of Directors approved an additional \$100.0 million stock buyback program that expires in November 2016. During fiscal 2015, we repurchased 2.08 million shares at an aggregate cost of \$176.6 million and fully utilized the February 2014 and July 2014 authorizations. As of April 12, 2015, there was \$40.5 million remaining under the November 2014 stock-buyback program which expires in November 2016.

The following table summarizes shares repurchased during the quarter ended April 12, 2015. The average price paid per share in column (b) below does not include the cost of brokerage fees.

	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced programs	(d) Maximum dollar value that may yet be purchased under these programs
				\$ 115,520,148
January 19, 2015 - February 15, 2015	—	\$ —	—	\$ 115,520,148
February 16, 2015 - March 15, 2015	52,000	\$ 96.47	52,000	\$ 110,502,320
March 16, 2015 - April 12, 2015	724,924	\$ 96.51	724,924	\$ 40,520,207
Total	<u>776,924</u>	<u>\$ 96.51</u>	<u>776,924</u>	

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

<u>Number</u>	<u>Description</u>	<u>Form</u>	<u>Filed with SEC</u>
3.1	Restated Certificate of Incorporation, as amended, dated September 21, 2007	10-K	11/20/2009
3.1.1	Certificate of Amendment of Restated Certificate of Incorporation, dated September 21, 2007	8-K	9/24/2007
3.2	Amended and Restated Bylaws, dated August 7, 2013	10-Q	8/8/2013
10.3	Form of Restricted Stock Unit Grant Agreement for Non-Employee Directors under the 2004 Stock Incentive Plan (dated Feb. 11, 2015)	10-Q	Filed herewith
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	Filed herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	Filed herewith
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	—	Filed herewith
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	—	Filed herewith
101.INS	XBRL Instance Document		
101.SCH	XBRL Taxonomy Extension Schema Document		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document		

SIGNATURE

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.

JACK IN THE BOX INC.

By: _____ /s/ JERRY P. REBEL

Jerry P. Rebel
Executive Vice President and Chief Financial Officer (principal financial officer)
(Duly Authorized Signatory)

Date: May 14, 2015

**JACK IN THE BOX INC.
NON EMPLOYEE DIRECTOR
RESTRICTED STOCK UNIT AWARD
UNDER THE 2004 STOCK INCENTIVE PLAN**

THIS AGREEMENT is made as of <<date>> between **JACK IN THE BOX INC.**, a Delaware corporation (the "**Company**"), and «full name» (the "**Awardee**").

RECITALS

The Compensation Committee (the "**Committee**") of the Board of Directors of the Company which administers the Company's 2004 Stock Incentive Plan (the "**Plan**"), has granted to the Awardee as of <<date>>,(the "**Grant Date**"), this award of Restricted Stock Units (RSUs), on the terms and conditions set forth herein.

AGREEMENT

In consideration of the foregoing and of the mutual covenants set forth herein and other good and valuable consideration, the parties hereto agree as follows:

1. RESTRICTED STOCK UNIT AWARD. The Committee hereby grants «NUMBER_OF_SHARES» shares of RSUs (the "**Award**") to the Awardee on the terms and conditions set forth herein. All of the RSUs are nonvested as of the Grant Date. Upon vesting and settlement, a portion of the shares of Stock that are delivered to the Awardee will be subject to an additional holding period requirement, as described in Section 4.

2. VESTING. Notwithstanding any other provision of the Plan to the contrary, and except as provided in Section 8 (Termination of Service) and Section 11 (Terminating Transactions) of this Agreement, this Award shall vest 100% on the first business day 12 months from the Grant Date (<<Vest Date>>). No portion of this Award shall become vested prior to the first anniversary of the Grant Date except as provided in Section 8 or Section 11 of this Agreement.

3. DEFERRAL ELECTION. An Awardee may elect to defer this Award, provided such election is made on a timely basis in compliance with the requirements of Internal Revenue Code Section 409A and the regulations and other guidance issued thereunder (collectively, "**Code Section 409A**"). An Awardee's election with respect to the deferral of an Award shall be submitted in writing and in a form reasonably acceptable to the General Counsel within the time period established by the Company in accordance with the preceding sentence. If an Awardee has made such an election, distribution of the Award shall be deferred until the earliest of the date or event specified in Section 6(b), 6(c) or 6(d), as applicable. An Awardee who fails to make an express election with respect to the deferral of an Award shall be deemed to have elected not to defer the Award.

4. HOLDING PERIOD REQUIREMENT. As a condition to receipt of this Award, Awardee hereby agrees to hold and not transfer under any circumstances **50%** (rounded up to the nearest whole share) of the shares of Stock issued pursuant to RSUs that become vested until the Awardee's termination of service to the Company.

5. CONSIDERATION. This Award has been granted in consideration of the Awardee's continued service as a Director and acceptance by the Awardee of the terms and conditions set forth in the Plan and in the Agreement.

6. DISTRIBUTION. An Award that has become vested in accordance with any Section of this Agreement shall be distributed to the Awardee in the form of one share of common stock of the Company ("**Common Stock**") for each Restricted Stock Unit subject to the Award (including any additional Restricted Stock Units credited to the Award pursuant to Section 12, but with any fractional Restricted Stock Units rounded down to the nearest whole number) in a single lump sum. Such distribution shall occur on the earliest of the following:

(a) if the Awardee has not made an election with respect to the deferral of the Award pursuant to Section 3, upon the vesting of the Award in accordance with Section 2 (or within 30 days thereafter, as determined by the Company in its sole discretion);

(b) if the Awardee has made an election with respect to the deferral of the Award pursuant to Section 3, upon the fixed date specified by the Awardee in such election (which fixed date must be after the scheduled vesting date in Section 2) (or within 30 days thereafter, as determined

by the Company in its sole discretion), provided that the designation of a fixed date is permitted by the Company in such election;

(c) upon the Awardee's termination of service as a Director for any reason in accordance with Section 8 (or within 30 days thereafter, as determined by the Company in its sole discretion), subject to any required delay under Code Section 409A as described in Section 8; and

(d) upon a Change in Control in accordance with Section 11 (or within 30 days thereafter, as determined by the Company in its sole discretion), provided that such Change in Control also constitutes a "change in control event" under Code Section 409A.

The certificates for the Award Shares shall be registered in the name of the Awardee (as evidenced by the appropriate entry on the books of the Company or a duly authorized transfer agent of the Company).

7. NONTRANSFERABILITY OF AWARD. This Award is not transferable otherwise than by will or the laws of descent and distribution. This Award shall not be otherwise transferred, assigned, pledged, hypothecated or otherwise disposed of in any way, whether by operation of law or otherwise, and shall not be subject to execution, attachment or similar process. Upon any attempt to transfer this Award otherwise than by will or the laws of descent and distribution or to assign, pledge, hypothecate or otherwise dispose of this Award, or upon the levy of any execution, attachment or similar process upon this Award, this Award shall immediately terminate and become null and void.

8. TERMINATION OF SERVICE. If the Awardee's service as a Director terminates for any reason, then this Award shall be considered 100% vested on such termination of service and distributed to the Awardee in the form and within the applicable time period described in Section 6, or to the person or persons to whom Awardee's rights under the Award have passed by will or by applicable laws of descent and distribution; *provided, however*, that (i) for purposes of this Agreement, the term "termination of service" shall have the same meaning as the term "separation from service" under Code Section 409A and (ii) if the Awardee is a "specified employee" within the meaning of Code Section 409A(a)(2)(B)(i) at the time of such termination of service, then the Award shall be distributed in the form described in Section 6 on the date that is six (6) months and one (1) day following the date of such termination of service or, if earlier, the date of the Awardee's death.

9. LEGALITY. The Company is not required to issue any shares of Common Stock subject to this Award until all applicable requirements of the Securities and Exchange Commission (the "**SEC**"), the California Department of Corporations or other regulatory agencies having jurisdiction with respect to such issuance, and any exchanges upon which the Common Stock may be listed, shall have been fully complied with.

If shares of Common Stock subject to this Award are being distributed subject to restrictions or if the rules and interpretations of the SEC so require, such shares may be issued only if the Awardee represents and warrants in writing to the Company that the shares are being acquired for investment and not with a view to the distribution thereof, and any certificates issued upon distribution of the shares shall bear appropriate legends setting forth the restrictions on transfer of such shares. Such legends may not be removed until the Company so requests, based on the opinion of the Company's Counsel that the restrictions are no longer applicable.

10. ADJUSTMENTS IN STOCK. Subject to the provisions of the Plan, if the outstanding shares of the Company of the class subject to this Award are increased or decreased, or are changed into or exchanged for a different number or kind of shares or securities as a result of one or more reorganizations, recapitalizations, stock splits, reverse stock splits, stock dividends and the like, appropriate adjustments, to be conclusively determined by the Committee, shall be made in the number and/or type of shares or securities subject to this Award consistent with any and all changes stipulated above, and any fractional shares resulting from adjustments will be rounded down to the nearest whole number.

11. TERMINATING TRANSACTIONS. Upon the dissolution or liquidation of the Company prior to the Award becoming 100% vested, this Award shall terminate. Upon the occurrence of a Change in Control, this Award shall be considered 100% vested as of the date of the Change in Control and distribution will be made in the form and within the applicable time period described in Section 6; *provided, however*, that a distribution will only be made pursuant to this Section 11 if such Change in Control also constitutes a "change in control event" under Code Section 409A.

12. DIVIDENDS. If the Awardee has made an election with respect to the deferral of the Award pursuant to Section 3 and the Award has become vested, then the Award shall be credited with additional Restricted Stock Units (and any fractions thereof) with respect to the vested deferred Restricted Stock Units (and any fractions thereof) subject to the Award as dividend equivalents at such time(s), if any, that cash dividends are paid on the Common Stock. The number of additional Restricted Stock Units (and any fractions thereof) to be credited shall be determined by multiplying the number of vested Restricted Stock Units (and fractions thereof) deferred by the Awardee (which shall include any Restricted Stock Units (and fractions thereof) credited to the Award in connection with dividends under this Section 12), times the dollar amount of the cash dividend per share of Common Stock, then dividing by the Market Value (as defined below) of a share of Common Stock on the dividend payment date, and then rounding to the nearest hundredth. Any additional Restricted Stock Units (and any fractions thereof) credited to an Award

under this Section 12 shall be vested immediately upon the time of such crediting.

For purposes of this Section 12, "Market Value" shall mean the average of the closing prices of the Common Stock as quoted on the NASDAQ Global Select Market during the ten (10) trading days immediately preceding the date in question, or, if the Common Stock is not quoted on such market, on the principal national securities market or exchange in the United States registered under the Securities Exchange Act of 1934, as amended, on which the Common Stock is listed, or, if the Common Stock is not then reported thereon, any similar system then in use, as selected by the Board, or if no such quotations are available, the fair market value on the date in question of a share of the Common Stock as determined by a majority of the Directors in good faith.

13. PLAN CONTROLS. The Award and all terms and conditions set forth in this Agreement are subject in all respects to the terms and conditions of the Plan as may be amended from time to time, (but no amendment shall adversely affect the Awardee's rights under this Award) and any rules and regulations promulgated by the Committee, which shall be controlling. All constructions, interpretations, rule determinations or other actions taken by the Committee shall be final, binding and conclusive on all interested parties, including the Company and its subsidiaries and all former, present and future employees of the Company or its subsidiaries. Capitalized terms that are not defined herein shall have the definition given to them in the Plan.

14. ARBITRATION. Any dispute or claim concerning any Award granted (or not granted) pursuant to the Plan and this agreement and any other disputes or claims relating to or arising out of the Plan and this Agreement shall be fully, finally and exclusively resolved by binding arbitration conducted in San Diego, California, by either (i) the American Arbitration Association in accordance with its rules and procedures, or (ii) by any party mutually agreed upon by the Committee and the claimant. By accepting an Award, the Awardee and the Company waive their respective rights to have any disputes or claims tried by a judge or jury.

15. RIGHTS AS A SHAREHOLDER. Nothing in the Plan or in this Agreement shall confer upon the Awardee any rights as a stockholder with respect to any Award Shares prior to the date of the issuance of a certificate for such Award Shares to the Awardee, except as specified herein.

16. LAWS APPLICABLE TO CONSTRUCTION. This Agreement shall be deemed to be a contract under the laws of the State of Delaware and for all purposes shall be construed and enforced in accordance with the internal laws of the State of Delaware without regard to the principles of conflicts of law.

17. RECEIPT OF PROSPECTUS. The Awardee hereby acknowledges that he or she has received a copy of the prospectus relating to the Award and the shares covered thereby and the Plan.

18. GENERAL. The Company shall at all times during the term of this Award reserve and keep available such numbers of shares of Common Stock as will be sufficient to satisfy the requirements of this Award, shall pay all fees and expenses necessarily incurred by the Company in connection therewith, and will from time to time use its best efforts to comply with all laws and regulations which, in the opinion of counsel for the Company, shall be applicable thereto.

19. ANNUAL REPORTS. The Company shall during the term of this Award provide to Awardee an annual report regarding the Company.

20. NOTICES. All notices or other communications under this Agreement shall be given in writing and shall be deemed duly given and received on the third full business day following the day of the mailing thereof by registered or certified mail, return receipt requested, or when delivered personally as follows:

(a) If to the Company, at its principal executive offices at the time of the giving of such notice, or at such other place as the Company shall have designated by notice as herein provided to each of the Awardees;

(b) If to Awardee, at the address as it appears below Awardee's signature to this Agreement, or at such other place as Awardee shall have designated by notice as herein provided to the Company; and

(c) If to any other holder, at such holder's last address appearing in the Company's records.

It shall be the responsibility of the Awardee to notify the Company of any changes in address.

21. MISCELLANEOUS.

(a) This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and may not be modified or amended except by a written agreement signed by Awardee and the Company, other than as provided in paragraph (g) below. Anything in this Agreement to the contrary notwithstanding, any modification or amendment of this Agreement by a written agreement signed by, or binding upon, Awardee shall be valid and binding upon any and all persons or entities who may, at any time, have or claim any rights under or pursuant to this Agreement (including all Awardees hereunder) in respect of the Award granted to the Awardee.

(b) No waiver of any breach or default hereunder shall be considered valid unless in writing and no such waiver shall be deemed a waiver of any subsequent breach or default of the same or similar nature. Anything in this Agreement to the contrary notwithstanding, any waiver, consent or other instrument under or pursuant to this Agreement signed by, or binding upon, Awardee shall be valid and binding upon any and all persons or entities (other than the Company) who may, at any time, have or claim any rights under or pursuant to this Agreement (including all Awardees hereunder) in respect of the Award originally granted to Awardee.

(c) Except as otherwise expressly provided herein, this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and Awardee and his heirs, personal representatives, successors and assigns; *provided, however*, that nothing contained herein shall be construed as granting Awardee the right to transfer any of his Award except in accordance with this Agreement.

(d) If any provision of this Agreement shall be invalid or unenforceable, such invalidity or unenforceability shall attach only to such provision and shall not in any manner affect or render invalid or unenforceable any other severable provision of this Agreement, and this Agreement shall be carried out as if any such invalid or unenforceable provision were not contained herein.

(e) The section headings contained herein are for the purposes of convenience only and are not intended to define or limit the contents of said sections.

(f) Each party hereto shall cooperate and shall take such further action and shall execute and deliver such further documents as may be reasonably requested by any other party in order to carry out the provisions and purposes of this Agreement.

(g) This Agreement is intended to comply with Code Section 409A and shall be administered in a manner consistent with Code Section 409A. Should any provision of this Agreement be found not to comply with the provisions of Code Section 409A, it shall be modified and given effect, in the sole discretion of the Committee and without requiring Awardee's consent (notwithstanding the provisions of Section 13 or paragraph (a) above), in such manner as the Committee determines to be necessary or appropriate to comply with, or to effectuate an exemption from, Code Section 409A.

(h) Whenever the pronouns "*he*" or "*his*" are used herein they shall also be deemed to mean "*she*" or "*hers*" or "*it*" or "*its*" whenever applicable. Words in the singular shall be read and construed as though in the plural and words in the plural shall be read and construed as though in the singular in all cases where they would so apply.

(i) This Agreement may be executed in counterparts, all of which taken together shall be deemed one original.

IN WITNESS WHEREOF, the Company has caused this Award to be granted on its behalf by its President or one of its Vice Presidents and Awardee has hereunto set his hand on the day and year first above written.

JACK IN THE BOX INC.

AWARDEE

By: _____
<<Name>>

<<Name>>

Signature

Name

Street Address

City and State

CERTIFICATION

I, Lenny Comma, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Jack in the Box 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.

Dated: May 14, 2015

/S/ LENNY COMMA

Lenny Comma
Chief Executive Officer & Chairman of the
Board

CERTIFICATION

I, Jerry P. Rebel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Jack in the Box 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.

Dated: May 14, 2015

/S/ JERRY P. REBEL

Jerry P. Rebel
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Lenny Comma, Chief Executive Officer of Jack in the Box Inc. (the "Registrant"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of the Registrant, to which this certification is attached as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Dated: May 14, 2015

/S/ LENNY COMMA

Lenny Comma

Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Jerry P. Rebel, Chief Financial Officer of Jack in the Box Inc. (the "Registrant"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of the Registrant, to which this certification is attached as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 14, 2015

/S/ JERRY P. REBEL

Jerry P. Rebel
Chief Financial Officer

