ARK RESTAURANTS CORP
Form 10-Q
February 10, 2015
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

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

For the quarterly period ended December 27, 2014

Commission file number 1-09453

**ARK RESTAURANTS CORP.**
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| New York<br>(State or other jurisdiction of<br>incorporation or organization) | 13-3156768<br>(I.R.S. Employer<br>Identification No.) |
| 85 Fifth Avenue, New York, New York<br>(Address of principal executive offices) | 10003<br>(Zip Code) |

Registrant’s telephone number, including area code: (212) 206-8800

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 (the “Exchange Act”) during the preceding 12 months (or for 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 x No o

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 x No o

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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large accelerated filer o | Accelerated filer o |
| Non-accelerated filer o (Do not check if a smaller reporting company) | Smaller Reporting Company x |

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

Yes o No x

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date:

| Class | Outstanding shares at February 6, 2015 |
|---|---|
| (Common stock, $.01 par value) | 3,384,978 |

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

On one or more occasions, we may make statements in this Quarterly Report on Form 10-Q regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events. All statements, other than statements of historical facts, included or incorporated by reference herein relating to management's current expectations of future financial performance, continued growth and changes in economic conditions or capital markets are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Words or phrases such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "targets," result," "hopes," "will continue" or similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties which could cause actual results or outcomes to differ materially from those expressed. We caution that while we make such statements in good faith and we believe such statements are based on reasonable assumptions, including without limitation, management's examination of historical operating trends, data contained in records and other data available from third parties, we cannot assure you that our projections will be achieved. Factors that may cause such differences include: economic conditions generally and in each of the markets in which we are located, the amount of sales contributed by new and existing restaurants, labor costs for our personnel, fluctuations in the cost of food products, adverse weather conditions, changes in consumer preferences and the level of competition from existing or new competitors.

We have attempted to identify, in context, certain of the factors that we believe may cause actual future experience and results to differ materially from our current expectation regarding the relevant matter or subject area. In addition to the items specifically discussed above, our business, results of operations and financial position and your investment in our common stock are subject to the risks and uncertainties described in "Item 1A Risk Factors" in Part I of our Annual Report on Form 10-K for the fiscal year ended September 27, 2014 as may be updated by the information contained under the caption "Item 1A. Risk Factors" in Part II of this Quarterly Report on Form 10-Q.

From time to time, oral or written forward-looking statements are also included in our reports on Forms 10-K, 10-K/A, 10-Q, 10-Q/A and 8-K, our Schedule 14A, our press releases and other materials released to the public. Although we believe that at the time made, the expectations reflected in all of these forward-looking statements are and will be reasonable; any or all of the forward-looking statements may prove to be incorrect. This may occur as a result of inaccurate assumptions or as a consequence of known or unknown risks and uncertainties. Many factors discussed in this Quarterly Report on Form 10-Q, certain of which are beyond our control, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from forward-looking statements. In light of these and other uncertainties, you should not regard the inclusion of a forward-looking statement in this Quarterly Report on Form 10-Q or other public communications that we might make as a representation by us that our plans and objectives will be achieved, and you should not place undue reliance on such forward-looking statements.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made on related subjects in our subsequent periodic reports filed with the Securities and Exchange Commission on Forms 10-K, 10-K/A, 10-Q, 10-Q/A and 8-K and Schedule 14A.

Unless the context requires otherwise, references to “we,” “us,” “our,” “ARKR” and the “Company” refer specifically to Ark Restaurants Corp., and its subsidiaries, partnerships, variable interest entities and predecessor entities.

**Part I. Financial Information**

**Item 1. Consolidated Condensed Financial Statements**

ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(In Thousands, Except Per Share Amounts)

| | December 27, 2014 (unaudited) | September 27, 2014 (see Note 1) |
|---|---|---|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents (includes $534 at December 27, 2014 and $584 at September 27, 2014 related to VIEs) | $ 8,285 | $ 8,662 |
| Accounts receivable (includes $334 at December 27, 2014 and $440 at September 27, 2014 related to VIEs) | 2,187 | 3,016 |
| Employee receivables | 407 | 399 |
| Inventories (includes $18 at December 27, 2014 and $19 at September 27, 2014 related to VIEs) | 1,885 | 1,832 |
| Prepaid expenses and other current assets (includes $173 at December 27, 2014 and September 27, 2014 related to VIEs) | 1,278 | 1,491 |
| Current portion of note receivable | 25 | 25 |
| Total current assets | 14,067 | 15,425 |
| FIXED ASSETS - Net (includes $56 at December 27, 2014 and $59 at September 27, 2014 related to VIEs) | 28,675 | 29,019 |
| NOTE RECEIVABLE, LESS CURRENT PORTION | 106 | 228 |
| INTANGIBLE ASSETS - Net | 76 | 95 |
| GOODWILL | 6,813 | 6,813 |
| TRADEMARKS | 1,221 | 1,221 |
| DEFERRED INCOME TAXES | 5,214 | 5,214 |
| OTHER ASSETS (includes $71 at December 27, 2014 and September 27, 2014 related to VIEs) | 7,351 | 7,348 |
| TOTAL ASSETS | $ 63,523 | $ 65,363 |
| | | |
| LIABILITIES AND EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable - trade (includes $64 at December 27, 2014 and $58 at September 27, 2014 related to VIEs) | $ 2,662 | $ 2,592 |
| Accrued expenses and other current liabilities (includes $198 at December 27, 2014 and $179 at September 27, 2014 related to VIEs) | 9,186 | 10,336 |
| Accrued income taxes | 1,040 | 1,162 |
| Dividend payable | 845 | 844 |
| Current portion of notes payable | 1,751 | 1,794 |
| Total current liabilities | 15,484 | 16,728 |
| OPERATING LEASE DEFERRED CREDIT (includes $76 at December 27, 2014 and $75 at September 27, 2014 related to VIEs) | 4,114 | 4,219 |
| NOTES PAYABLE, LESS CURRENT PORTION | 5,120 | 5,524 |

| | | |
|---|---|---|
| TOTAL LIABILITIES | 24,718 | 26,471 |
| | | |
| COMMITMENTS AND CONTINGENCIES | | |
| EQUITY: | | |
| Common stock, par value $.01 per share - authorized, 10,000 shares; issued, 4,736 shares at December 27, 2014 and 4,733 shares at September 27, 2014; outstanding, 3,380 shares at December 27, 2014 and 3,377 shares at September 27, 2014 | 47 | 47 |
| Additional paid-in capital | 25,323 | 25,167 |
| Retained earnings | 24,431 | 24,554 |
| | 49,801 | 49,768 |
| Less treasury stock, at cost, of 1,356 shares at December 27, 2014 and September 27, 2014 | (13,220 ) | (13,220 ) |
| Total Ark Restaurants Corp. shareholders’ equity | 36,581 | 36,548 |
| NON-CONTROLLING INTERESTS | 2,224 | 2,344 |
| TOTAL EQUITY | 38,805 | 38,892 |
| TOTAL LIABILITIES AND EQUITY | $ 63,523 | $ 65,363 |

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)

| | 13 Weeks Ended | |
|---|---|---|
| | December 27, 2014 | December 28, 2013 |
| REVENUES: | | |
| Food and beverage sales | $ 33,050 | $ 31,756 |
| Other revenue | 309 | 382 |
| Total revenues | 33,359 | 32,138 |
| COSTS AND EXPENSES: | | |
| Food and beverage cost of sales | 8,747 | 7,854 |
| Payroll expenses | 10,855 | 10,478 |
| Occupancy expenses | 4,193 | 4,401 |
| Other operating costs and expenses | 4,240 | 4,207 |
| General and administrative expenses | 3,000 | 2,850 |
| Depreciation and amortization | 1,105 | 1,147 |
| Total costs and expenses | 32,140 | 30,937 |
| OPERATING INCOME | 1,219 | 1,201 |
| OTHER (INCOME) EXPENSE: | | |
| Interest expense | 68 | 19 |
| Interest income | (11) | (7) |
| Other income, net | (57) | (66) |
| Total other income, net | — | (54) |
| INCOME BEFORE PROVISION FOR INCOME TAXES | 1,219 | 1,255 |
| Provision for income taxes | 342 | 399 |
| CONSOLIDATED NET INCOME | 877 | 856 |
| Net income attributable to non-controlling interests | (155) | (293) |
| NET INCOME ATTRIBUTABLE TO ARK RESTAURANTS CORP. | $ 722 | $ 563 |
| NET INCOME PER ARK RESTAURANTS CORP. COMMON SHARE: | | |
| Basic | $ 0.21 | $ 0.17 |
| Diluted | $ 0.21 | $ 0.17 |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING: | | |
| Basic | 3,378 | 3,256 |
| Diluted | 3,481 | 3,400 |

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN EQUITY
FOR THE 13 WEEKS ENDED DECEMBER 27, 2014 AND DECEMBER 28, 2013
(In Thousands)

| | Common Stock | | Additional Paid-In | Retained | Treasury | Total Ark Restaurants Corp. Shareholders' | Non-controlling | Total |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Capital | Earnings | Stock | Equity | Interests | Equity |
| BALANCE - September 28, 2013 | 4,610 | $ 46 | $ 22,978 | $ 22,950 | $ (13,220) | $ 32,754 | $ 2,594 | $ 35,348 |
| Net income | — | — | — | 563 | — | 563 | 293 | 856 |
| Exercise of stock options | 3 | — | 38 | — | — | 38 | — | 38 |
| Tax benefit on exercise of stock options | — | — | 8 | — | — | 8 | — | 8 |
| Stock-based compensation | — | — | 80 | — | — | 80 | — | 80 |
| Distributions to non-controlling interests | — | — | — | — | — | — | (246) | (246) |
| Accrued and paid dividends - $0.25 per share | — | — | — | (814) | — | (814) | — | (814) |
| BALANCE - December 28, 2013 | 4,613 | $ 46 | $ 23,104 | $ 22,699 | $ (13,220) | $ 32,629 | $ 2,641 | $ 35,270 |
| BALANCE - September 27, 2014 | 4,733 | $ 47 | $ 25,167 | $ 24,554 | $ (13,220) | $ 36,548 | $ 2,344 | $ 38,892 |
| Net income | — | — | | 722 | — | 722 | 155 | 877 |
| Exercise of stock options | 3 | — | 43 | — | — | 43 | — | 43 |
| Tax benefit on exercise of stock options | — | — | 8 | — | — | 8 | — | 8 |
| Stock-based compensation | — | — | 105 | — | — | 105 | — | 105 |
| Distributions to non-controlling interests | — | — | — | — | — | — | (275) | (275) |
| Accrued and paid dividends - $0.25 per share | — | — | — | (845) | — | (845) | — | (845) |
| BALANCE - December 27, 2014 | 4,736 | $ 47 | $ 25,323 | $ 24,431 | $ (13,220) | $ 36,581 | $ 2,224 | $ 38,805 |

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(In Thousands)

| | 13 Weeks Ended December 27, 2014 | 13 Weeks Ended December 28, 2013 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Consolidated net income | $877 | $ 856 |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities: | | |
| Deferred income taxes | — | (2) |
| Stock-based compensation | 105 | 80 |
| Depreciation and amortization | 1,105 | 1,147 |
| Operating lease deferred credit | (105) | (97) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 829 | 649 |
| Inventories | (53) | (32) |
| Prepaid, refundable and accrued income taxes | (122) | 359 |
| Prepaid expenses and other current assets | 213 | (31) |
| Other assets | (3) | (6) |
| Accounts payable - trade | 70 | (889) |
| Accrued expenses and other liabilities | (1,150) | 25 |
| Net cash provided by operating activities | 1,766 | 2,059 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of fixed assets | (742) | (782) |
| Loans and advances made to employees | (58) | (151) |
| Payments received on employee receivables | 50 | 42 |
| Payments received on note receivable | 122 | 38 |
| Purchase of member interest in Meadowlands Newmark LLC | — | (464) |
| Purchase of The Rustic Inn | — | (500) |
| Net cash used in investing activities | (628) | (1,817) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Principal payments on notes payable | (447) | (516) |
| Dividends paid | (844) | (814) |
| Proceeds from issuance of stock upon exercise of stock options | 43 | 38 |
| Excess tax benefits related to stock-based compensation | 8 | 8 |
| Distributions to non-controlling interests | (275) | (246) |
| Net cash used in financing activities | (1,515) | (1,530) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (377) | (1,288) |
| CASH AND CASH EQUIVALENTS, Beginning of period | 8,662 | 8,748 |
| CASH AND CASH EQUIVALENTS, End of period | $8,285 | $ 7,460 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION: | | |
| Cash paid during the period for: | | |
| Interest | $68 | $ 19 |
| Income taxes | $458 | $ 34 |
| Non-cash financing activity: | | |

| | | |
|---|---|---|
| Accrued dividend | $845 | $ 814 |

See notes to consolidated condensed financial statements.

**ARK RESTAURANTS CORP. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

December 27, 2014

(Unaudited)

**1. CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

The consolidated condensed balance sheet as of September 27, 2014, which has been derived from audited financial statements included in the Form 10-K, and the unaudited interim consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. All adjustments that, in the opinion of management are necessary for a fair presentation for the periods presented, have been reflected as required by Regulation S-X, Rule 10-01. Such adjustments are of a normal, recurring nature. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended September 27, 2014. The results of operations for interim periods are not necessarily indicative of the operating results to be expected for the full year or any other interim period.

PRINCIPLES OF CONSOLIDATION — The consolidated condensed interim financial statements include the accounts of Ark Restaurants Corp. and all of its wholly-owned subsidiaries, partnerships and other entities in which it has a controlling interest, collectively herein referred to as the "Company". Also included in the consolidated condensed interim financial statements are certain variable interest entities ("VIEs"). All significant intercompany balances and transactions have been eliminated in consolidation.

SEASONALITY — The Company has substantial fixed costs that do not decline proportionally with sales. The first and second fiscal quarters, which include the winter months, usually reflect lower customer traffic than in the third and fourth fiscal quarters. In addition, sales in the third and fourth fiscal quarters can be adversely affected by inclement weather due to the significant amount of outdoor seating at the Company's restaurants.

FAIR VALUE OF FINANCIAL INSTRUMENTS — The carrying amount of cash and cash equivalents, receivables, accounts payable and accrued expenses approximate fair value due to the immediate or short-term maturity of these financial instruments. The fair values of notes receivable and payable are determined using current applicable rates for similar instruments as of the balance sheet date and approximate the carrying value of such debt.

CASH AND CASH EQUIVALENTS — Cash and cash equivalents include cash on hand, deposits with banks and highly liquid investments generally with original maturities of three months or less. Outstanding checks in excess of account balances, typically vendor payments, payroll and other contractual obligations disbursed after the last day of a reporting period are reported as a current liability in the accompanying consolidated condensed balance sheets.

CONCENTRATIONS OF CREDIT RISK — Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company reduces credit risk by placing its cash and cash equivalents with major financial institutions with high credit ratings. At times, such amounts may exceed Federally insured limits. The concentration of credit risk with respect to accounts receivable is generally limited due to the short payment terms extended by the Company and the number of customers comprising the Company’s customer base.

For the 13-week period ended December 27, 2014, the Company did not make purchases from any one vendor that accounted for 10% or greater of total purchases. For the 13-week period ended December 28, 2013, the Company made purchases from one vendor that accounted for approximately 12% of total purchases.

SEGMENT REPORTING — As of December 27, 2014, the Company owned and operated 20 restaurants and bars, 19 fast food concepts and catering operations, exclusively in the United States, that have similar economic characteristics, nature of products and service, class of customers and distribution methods. The Company believes it meets the criteria for aggregating its operating segments into a single reporting segment in accordance with applicable accounting guidance.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED — In April 2014, the FASB issued new accounting guidance that changes the definition of a discontinued operation to include only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity’s operations and financial results. This guidance is effective for fiscal years ending after December 15, 2014 and is required to be applied prospectively. Early adoption is permitted for disposals that have not been reported in financial statements previously issued. The Company is evaluating the impact of the adoption of this guidance on its financial condition, results of operations or cash flows.

In May 2014, the FASB issued updated accounting guidance that provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. Additionally, this guidance expands related disclosure requirements. The pronouncement is effective for annual and interim reporting periods beginning after December 15, 2016. Early application is not permitted. This update permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the impact of the adoption of this guidance on its financial condition, results of operations or cash flows as well as the expected adoption method.

In June 2014, the FASB issued guidance which clarifies the recognition of stock-based compensation over the required service period, if it is probable that the performance condition will be achieved. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 and should be applied prospectively. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial condition or results of operations.

In August 2014, the FASB issued guidance that requires management to evaluate, at each annual and interim reporting period, the Company's ability to continue as a going concern within one year of the date the financial statements are issued and provide related disclosures. This accounting guidance is effective for the Company on a prospective basis beginning in the first quarter of fiscal 2017 and is not expected to have a material effect on the Consolidated Financial Statements.

**2. VARIABLE INTEREST ENTITIES**

The Company consolidates any variable interest entities in which it holds a variable interest and is the primary beneficiary. Generally, a variable interest entity, or VIE, is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group the holders of the equity investment at risk lack (i) the ability to make decisions about an entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. The primary beneficiary of a VIE is generally the entity that has (a) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (b) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

The Company has determined that it is the primary beneficiary of three VIEs and, accordingly, consolidates the financial results of these entities. Following are the required disclosures associated with the Company's consolidated VIEs:

| | December 27, | September 27, |
|---|---|---|

| | 2014 | 2014 |
|---|---|---|
| | (in thousands) | |
| Cash and cash equivalents | $534 | $ 584 |
| Accounts receivable | 334 | 440 |
| Inventories | 18 | 19 |
| Prepaid expenses and other current assets | 173 | 173 |
| Due from Ark Restaurants Corp. and affiliates (1) | 92 | 105 |
| Fixed assets - net | 56 | 59 |
| Other assets | 71 | 71 |
| Total assets | $1,278 | $ 1,451 |
| | | |
| Accounts payable - trade | $64 | $ 58 |
| Accrued expenses and other current liabilities | 198 | 179 |
| Operating lease deferred credit | 76 | 75 |
| Total liabilities | 338 | 312 |
| Equity of variable interest entities | 940 | 1,139 |
| Total liabilities and equity | $1,278 | $ 1,451 |

(1) Amounts Due from Ark Restaurants Corp. and affiliates are eliminated upon consolidation.

The liabilities recognized as a result of consolidating these VIEs do not represent additional claims on our general assets; rather, they represent claims against the specific assets of the consolidated VIEs. Conversely, assets recognized as a result of consolidating these VIEs do not represent additional assets that could be used to satisfy claims against our general assets.

## 3. RECENT RESTAURANT EXPANSION

On February 24, 2014, the Company, through a wholly-owned subsidiary, Ark Rustic Inn LLC, completed its acquisition of the assets of *The Rustic Inn Crab House* ("*The Rustic Inn*"), a restaurant and bar located in Dania Beach, Florida, for a total purchase price of approximately $7,710,000. The acquisition is accounted for as a business combination and was financed with a bank loan in the amount of $6,000,000 and cash from operations. The fair values of the assets acquired were allocated as follows:

| | |
|---|---|
| Inventory | $210,000 |
| Land | 2,000,000 |
| Building | 2,800,000 |
| Furniture, fixtures and equipment | 200,000 |
| Trademarks | 500,000 |
| Goodwill | 2,000,000 |
| | $7,710,000 |

The Consolidated Condensed Statements of Income for the 13 weeks ended December 27, 2014 include revenues and earnings of approximately $3,192,000 and $436,000, respectively, related to *The Rustic Inn*. The Company expects the Goodwill and indefinite life Trademarks to be deductible for tax purposes.

The unaudited pro forma financial information set forth below is based upon the Company's historical Consolidated Condensed Statements of Income for the 13 weeks ended December 28, 2013. The unaudited pro forma financial information is presented for informational purposes only and may not be indicative of what actual results of operations would have been had the acquisition of *The Rustic Inn* occurred on the dates indicated, nor does it purport to represent the results of operations for future periods.

| | |
|---|---|
| Total revenues | $35,124 |
| Net income | $597 |
| Net income per share - basic | $0.18 |
| Net income per share - diluted | $0.18 |

On July 18, 2014, the Company, through a wholly-owned subsidiary, Ark Jupiter RI, LLC, entered into an agreement with Crab House, Inc., and acquired certain assets and the related lease for a restaurant and bar located in Jupiter, Florida for approximately $250,000. In connection with this transaction, the Company entered into an amended lease for an initial period expiring through December 31, 2015. The Company has the option to extend the lease through 2033. Renovations to the property totaled approximately $750,000 and the restaurant opened the last week of January 2015.

## 4. RECENT RESTAURANT DISPOSITIONS

*Lease Expirations* – The Company was advised by the landlord that it would have to vacate *The Sporting House* property located in New York-New York Hotel and Casino in Las Vegas, NV which was on a month-to-month lease. The closure of this property occurred in June 2014 and did not result in a material charge.

On May 31, 2014, the Company's lease at the *Rialto Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On October 31, 2014, the Company's lease at the *Towers Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On November 30, 2014, the Company's lease at the *Shake & Burger* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

**5.NOTE RECEIVABLE**

On June 7, 2011, the Company entered into a 10-year exclusive agreement to manage a yet to be constructed restaurant and catering service at Basketball City in New York City in exchange for a fee of $1,000,000. Under the terms of the agreement, the owner of the property was to construct the facility at their expense and the Company was to pay the owner an annual fee based on sales, as defined in the agreement. Since the owner had not delivered the facility to the Company within the specified timeframe, the parties executed a promissory note for repayment of the $1,000,000 exclusivity fee. The note bears interest at 4.0% per annum and the remaining principal balance is payable in 38 equal monthly installments of approximately $9,000. As of December 27, 2014, the outstanding balance of this note receivable was approximately $131,000 as a result of prepayments.

## 6. INVESTMENT IN NEW MEADOWLANDS RACETRACK

On March 12, 2013, the Company made a $4,200,000 investment in the New Meadowlands Racetrack LLC ("NMR") through its purchase of a membership interest in Meadowlands Newmark, LLC, an existing member of NMR. On November 19, 2013, the Company invested an additional $464,000 in NMR through a purchase of an additional membership interest in Meadowlands Newmark, LLC resulting in a total ownership of 11.6% of Meadowlands Newmark, LLC. In addition to the Company's ownership interest in NMR through Meadowlands Newmark, LLC, if casino gaming is approved at the Meadowlands and NMR is granted the right to conduct said gaming, neither of which can be assured, the Company shall be granted the exclusive right to operate the food and beverage concessions in the gaming facility with the exception of one restaurant. This investment has been accounted for based on the cost method and is included in Other Assets in the accompanying Consolidated Condensed Balance Sheets at December 27, 2014 and September 27, 2014. The Company periodically reviews its investments for impairment. If the Company determines that an other-than-temporary impairment has occurred, it will write-down the investment to its fair value. No indication of impairment was noted as of December 27, 2014.

In conjunction with this investment, the Company, through a 97% owned subsidiary, Ark Meadowlands LLC ("AM VIE"), also entered into a long-term agreement with NMR for the exclusive right to operate food and beverage concessions serving the new raceway facilities (the "Racing F&B Concessions") located in the new raceway grandstand constructed at the Meadowlands Racetrack in northern New Jersey. Under the agreement, NMR is responsible to pay for the costs and expenses incurred in the operation of the Racing F&B Concessions, and all revenues and profits thereof inure to the benefit of NMR. AM VIE receives an annual fee equal to 5% of the net profits received by NMR from the Racing F&B Concessions during each calendar year. At December 27, 2014, it was determined that AM VIE is a variable interest entity. However, based on qualitative consideration of the contracts with AM VIE, the operating structure of AM VIE, the Company's role with AM VIE, and that the Company is not obligated to absorb any expected losses of AM VIE, the Company has concluded that it is not the primary beneficiary and not required to consolidate the operations of AM VIE.

The Company's maximum exposure to loss as a result of its involvement with AM VIE is limited to a receivable from AM VIE's primary beneficiary (NMR, a related party) which aggregated approximately $266,000 at December 27, 2014 and is included in Prepaid Expenses and Other Current Assets in the Consolidated Condensed Balance Sheet.

On April 25, 2014, the Company loaned $1,500,000 to Meadowlands Newmark, LLC. The note bears interest at 3%, compounded monthly and added to the principal, and is due in its entirety on January 31, 2024. The note may be prepaid, in whole or in part, at any time without penalty or premium. The principal and accrued interest related to this note is included in Other Assets in the Consolidated Condensed Balance Sheet at December 27, 2014.

## 7. NOTES PAYABLE

***Treasury Stock Repurchase –*** On December 12, 2011, the Company, in a private transaction, purchased 250,000 shares of its common stock at a price of $12.50 per share, for a total of $3,125,000. Upon the closing of the purchase, the Company paid the seller $1,000,000 in cash and issued an unsecured promissory note to the seller for $2,125,000.

The note, which was repaid in full in November 2014, bore interest at 0.19% per annum, and was payable in 24 equal monthly installments of $88,541, commencing on December 1, 2012.

***Bank –*** On February 25, 2013, the Company issued a promissory note, secured by all assets of the Company, to a bank for $3,000,000. The note bore interest at LIBOR plus 3.5% per annum, and was payable in 36 equal monthly installments of $83,333, commencing on March 25, 2013. On February 24, 2014, in connection with the acquisition of The Rustic Inn, the Company borrowed an additional $6,000,000 from this bank under the same terms and conditions as the original loan which was consolidated with the remaining principal balance from the original borrowing at that date. The new loan is payable in 60 equal monthly installments of $134,722, which commenced on March 25, 2014. As of December 27, 2014, the outstanding balance of this note payable was approximately $6,871,000.

The loan agreement provides, among other things, that the Company meet minimum quarterly tangible net worth amounts, as defined, and minimum annual net income amounts, and contains customary representations, warranties and affirmative covenants. The agreement also contains customary negative covenants, subject to negotiated exceptions, on liens, relating to other indebtedness, capital expenditures, liens, affiliate transactions, disposal of assets and certain changes in ownership. The Company was in compliance with all debt covenants as of December 27, 2014.

## 8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

| | December 27, 2014 | September 27, 2014 |
|---|---|---|
| | (In thousands) | |
| Sales tax payable | $867 | $ 833 |
| Accrued wages and payroll related costs | 1,813 | 1,532 |
| Customer advance deposits | 2,654 | 3,895 |
| Accrued occupancy, gift cards and other operating expenses | 3,852 | 4,076 |
| | $9,186 | $ 10,336 |

## 9. COMMITMENTS AND CONTINGENCIES

***Leases*** — The Company leases its restaurants, bar facilities, and administrative headquarters through its subsidiaries under terms expiring at various dates through 2032. Most of the leases provide for the payment of base rents plus real estate taxes, insurance and other expenses and, in certain instances, for the payment of a percentage of the restaurants sales in excess of stipulated amounts at such facility and in one instance based on profits.

***Legal Proceedings*** — In the ordinary course of its business, the Company is a party to various lawsuits arising from accidents at its restaurants and worker's compensation claims, which are generally handled by the Company's insurance carriers. The employment by the Company of management personnel, waiters, waitresses and kitchen staff at a number of different restaurants has resulted in the institution, from time to time, of litigation alleging violation by the Company of employment discrimination laws. Management believes, based in part on the advice of counsel, that the ultimate resolution of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

## 10. STOCK OPTIONS

The Company has options outstanding under two stock option plans, the 2004 Stock Option Plan (the "2004 Plan") and the 2010 Stock Option Plan (the "2010 Plan"), which was approved by shareholders in the second quarter of 2010. Effective with this approval, the Company terminated the 2004 Plan. This action terminated the 400 authorized but unissued options under the 2004 Plan, but it did not affect any of the options previously issued under the 2004 Plan. Options granted under the 2004 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire ten years after the date of grant.

The 2010 Stock Option Plan is the Company's only equity compensation plan currently in effect. Under the 2010 Stock Option Plan, 500,000 options were authorized for future grant. Options granted under the 2010 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire ten years after the date of grant.

During the 13-week period ended December 27, 2014, options to purchase 136,500 shares of common stock at an exercise price of $29.60 per share expired unexercised.

A summary of stock option activity is presented below:

| | 2015 | | | |
|---|---|---|---|---|
| | Shares | Weighted Average Exercise Price | Weighted Average Contractual Term | Aggregate Intrinsic Value |
| Outstanding, beginning of period | 704,161 | $ 21.66 | 5.5 Years | |
| Options: | | | | |
| Granted | — | | | |
| Exercised | (3,000 ) | $ 14.40 | | |
| Canceled or expired | (136,500) | $ 29.60 | | |
| Outstanding and expected to vest, end of period (a) | 564,661 | $ 19.77 | 6.8 Years | $2,227,278 |
| Exercisable, end of period (a) | 359,161 | $ 18.21 | 5.3 Years | $2,227,278 |

Compensation cost charged to operations for the 13-week periods ended December 27, 2014 and December 28, 2013 was $105,000 and $80,000, respectively. The compensation cost recognized is classified as a general and administrative expense in the Consolidated Condensed Statements of Income.

As of December 27, 2014, there was approximately $608,000 of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a period of approximately 1.5 years.

**11. INCOME TAXES**

The Company's provision for income taxes consists of Federal, state and local taxes in amounts necessary to align the Company's year-to-date provision for income taxes with the effective tax rate that the Company expects to achieve for the full year. The income tax provision on income from continuing operations for the 13-week periods ended December 27, 2014 and December 28, 2013 reflect effective tax rates of approximately 28% and 32%, respectively. The Company expects its effective tax rate for its current fiscal year to be significantly lower than the statutory rate as a result of the inclusion of tax credits and operating income attributable to the non-controlling interests of the VIEs that is not taxable to the Company. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from current estimates.

**12. INCOME PER SHARE OF COMMON STOCK**

Net income per share is calculated on the basis of the weighted average number of common shares outstanding during each period plus, for diluted net income per share, the additional dilutive effect of potential common stock. Potential common stock using the treasury stock method consists of dilutive stock options.

For the 13-week period ended December 27, 2014, options to purchase 96,361 shares of common stock at an exercise price of $12.04 per share and options to purchase 175,800 shares of common stock at an exercise price $14.40 per share were included in diluted earnings per share. Options to purchase 136,500 shares of common stock at an exercise price of $29.60 per share, options to purchase 90,000 shares of common stock at an exercise price of $32.15 per share and options to purchase 205,500 shares of common stock at an exercise price of $22.50 per share were not included in diluted earnings per share as their impact was anti-dilutive.

For the 13-week period ended December 28, 2013, options to purchase 156,300 shares of common stock at an exercise price of $12.04 per share and options to purchase 237,300 shares of common stock at an exercise price $14.40 per share were included in diluted earnings per share. Options to purchase 136,500 shares of common stock at an exercise price of $29.60 per share and options to purchase 90,000 shares of common stock at an exercise price of $32.15 per share were not included in diluted earnings per share as their impact was anti-dilutive.

**13. DIVIDENDS**

On December 15, 2014, the Board of Directors declared a quarterly dividend of $0.25 per share on the Company's common stock to be paid on January 9, 2015 to shareholders of record at the close of business on December 26, 2014. The Company intends to continue to pay such quarterly cash dividends for the foreseeable future, however, the payment of future dividends is at the discretion of the Company's Board of Directors and is based on future earnings, cash flow, financial condition, capital requirements, changes in U.S. taxation and other relevant factors.

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

**Overview**

As of December 27, 2014, the Company owned and operated 20 restaurants and bars, 19 fast food concepts and catering operations, exclusively in the United States, that have similar economic characteristics, nature of products and service, class of customer and distribution methods. The Company believes it meets the criteria for aggregating its operating segments into a single reporting segment in accordance with applicable accounting guidance. The Consolidated Condensed Statements of Income for the 13-weeks ended December 27, 2014 include revenues and earnings of approximately $3,192,000 and $436,000, respectively, related to *The Rustic Inn*.

*Accounting Period*

Our fiscal year ends on the Saturday nearest September 30. We report fiscal years under a 52/53-week format. This reporting method is used by many companies in the hospitality industry and is meant to improve year-to-year comparisons of operating results. Under this method, certain years will contain 53 weeks. The periods ended December 27, 2014 and December 28, 2013 included 13 weeks, respectively.

*Seasonality*

The Company has substantial fixed costs that do not decline proportionately with sales. The first and second fiscal quarters, which include the winter months, usually reflect lower customer traffic than in the third and fourth fiscal quarters. In addition, sales in the third and fourth fiscal quarters can be adversely affected by inclement weather due to the significant amount of outdoor seating at the Company's restaurants.

*Results of Operations*

The Company's operating income for the 13 weeks ended December 27, 2014 was $1,219,000 as compared to $1,201,000 for the 13 weeks ended December 28, 2013. This increase resulted primarily from operating income of *The Rustic Inn* in Dania Beach, FL of $436,000 combined with a significant improvement in the performance of *Clyde Frazier's Wine and Dine*, partially offset by a decrease in the usage of complimentaries by the ownership of the casinos and increased competition at our Florida properties and pre-opening losses in the amount of $200,000 at our new restaurant, *The Rustic Inn* in Jupiter, FL.

The following table summarizes the significant components of the Company's operating results for the 13-week periods ended December 27, 2014 and December 28, 2013, respectively:

| | **Year Ended** | | **Variance** | |
|---|---|---|---|---|
| | **December 27, 2014** | **December 28, 2013** | **$** | **%** |
| | (in thousands) | | | |
| REVENUES: | | | | |
| Food and beverage sales | $33,050 | $ 31,756 | $1,294 | 4.1 % |
| Other revenue | 309 | 382 | (73 ) | -19.1% |
| Total revenues | 33,359 | 32,138 | 1,221 | 3.8 % |
| | | | | |
| COSTS AND EXPENSES: | | | | |
| Food and beverage cost of sales | 8,747 | 7,854 | 893 | 11.4 % |
| Payroll expenses | 10,855 | 10,478 | 377 | 3.6 % |
| Occupancy expenses | 4,193 | 4,401 | (208 ) | -4.7 % |
| Other operating costs and expenses | 4,240 | 4,207 | 33 | 0.8 % |
| General and administrative expenses | 3,000 | 2,850 | 150 | 5.3 % |
| Depreciation and amortization | 1,105 | 1,147 | (42 ) | -3.7 % |
| Total costs and expenses | 32,140 | 30,937 | 1,203 | 3.9 % |
| OPERATING INCOME | $1,219 | $ 1,201 | $18 | 1.5 % |

**Revenues**

During the Company's 13-week period ended December 27, 2014, revenues increased 3.8% as compared to revenues in the 13-week period ended December 28, 2013. This increase resulted primarily from: (i) revenues related to *The Rustic Inn* in Dania Beach, FL, and (ii) strong catering revenues in New York partially offset by increased competition and a decrease in the usage of complimentaries by the ownership of the casinos at our Florida properties combined with the closure of four properties in Las Vegas as a result of lease expirations (*The Sporting House*, *Rialto Deli, Shake & Burger* and *Towers Deli)* subsequent to 13-weeks ended December 28, 2013

*Food and Beverage Same-Store Sales*

On a Company-wide basis, same-store sales decreased 1.8% during the first fiscal quarter of 2015 compared to the same period last year as follows:

| | **13 Weeks Ended** | | **Variance** | |
|---|---|---|---|---|
| | **December 27, 2014** | **December 28, 2013** | **$** | **%** |
| | (in thousands) | | | |
| Las Vegas | $11,152 | $ 11,334 | $(182) | -1.6 % |
| New York | 9,682 | 9,216 | 466 | 5.1 % |
| Washington, DC | 3,250 | 3,128 | 122 | 3.9 % |
| Atlantic City, NJ | 1,325 | 1,305 | 20 | 1.5 % |
| Boston | 970 | 964 | 6 | 0.6 % |
| Connecticut | 844 | 860 | (16 ) | -1.9 % |
| Florida | 2,028 | 2,969 | (941) | -31.7% |
| Same-store sales | 29,251 | 29,776 | $(525) | -1.8 % |
| Other | 3,799 | 1,980 | | |
| Food and beverage sales | $33,050 | $ 31,756 | | |

Same-store sales in Las Vegas (which exclude *The Sporting House*, *Rialto Deli, Shake & Burger* and *Towers Deli* properties as they were closed subsequent to the 13-weeks ended December 28, 2013) decreased 1.6% primarily as a result of the negative impact of additional room capacity without a corresponding increase in overall traffic. Same-store sales in New York increased 5.1%, primarily as a result of strong catering revenues. Same-store sales in Washington, DC increased 3.9% as a result of good weather conditions. Same-store sales in Atlantic City increased 1.5%, primarily due to increased traffic at properties in which we operate our restaurants. Same-store sales in Boston were flat as expected. Same-store sales in Connecticut decreased 1.9% due to declining traffic at the Foxwoods Resort and Casino where our properties are located. Same-store sales in Florida (which exclude *The Rustic Inn,* which was acquired on February 24, 2014) decreased 31.7% due to a decrease in the usage of complimentaries by the ownership of the casinos where our properties are located and increased competition at one of our properties. Other food and beverage sales consist of sales related to *The Rustic Inn*, sales related to new restaurants opened during the applicable period and sales related to properties that were closed during the period due to lease expiration and other closures.

**Costs and Expenses**

Costs and expenses from continuing operations for the 13-weeks ended December 27, 2014 and December 28, 2013 were as follows (in thousands):

| | 13 Weeks Ended December 27, 2014 | % to Total Revenues | 13 Weeks Ended December 28, 2013 | % to Total Revenues | Increase (Decrease) $ | % |
|---|---|---|---|---|---|---|
| Food and beverage cost of sales | $ 8,747 | 26.2% | $ 7,854 | 24.4% | $ 893 | 11.4% |
| Payroll expenses | 10,855 | 32.5% | 10,478 | 32.6% | 377 | 3.6% |
| Occupancy expenses | 4,193 | 12.6% | 4,401 | 13.7% | (208 ) | -4.7% |
| Other operating costs and expenses | 4,240 | 12.7% | 4,207 | 13.1% | 33 | 0.8% |
| General and administrative expenses | 3,000 | 9.0% | 2,850 | 8.9% | 150 | 5.3% |
| Depreciation and amortization | 1,105 | 3.3% | 1,147 | 3.6% | (42 ) | -3.7% |
| | $ 32,140 | | $ 30,937 | | $ 1,203 | |

Increases in food and beverage costs as a percentage of total revenues for the 13-weeks ended December 27, 2014 compared to the same period of last year are a result of higher food costs as a percentage of sales, particularly related to *The Rustic Inn* in Dania Beach, FL, a seafood restaurant which, consistent with the industry, operates at a higher food cost structure. Excluding the impact of these costs, food and beverage costs as a percentage of total revenues increased 0.4% for the 13-weeks ended December 27, 2014 compared to the same period of last year.

Payroll expenses as a percentage of total revenues for the 13-weeks ended December 27, 2014 were consistent with the same period of last year as expected.

Occupancy expenses as a percentage of total revenues for the 13-weeks ended December 27, 2014 decreased as compared to the same period of last year as a result of higher sales at properties where rents are relatively fixed or where the Company owns the premises at which the property operates (*The Rustic Inn* in Dania Beach, FL). Excluding the impact of *The Rustic Inn* in Dania Beach, FL, occupancy expenses as a percentage of total revenues were consistent with the same period of last year.

Other operating costs and expenses as a percentage of total revenues for the 13-weeks ended December 27, 2014 decreased as compared to the same period of last year as a result of fixed costs at properties where sales increased.

General and administrative expenses (which relate solely to the corporate office in New York City) as a percentage of total revenues for the 13-weeks ended December 27, 2014 were consistent, as expected, as compared to the same period of last year.

**Income Taxes**

The Company's provision for income taxes consists of Federal, state and local taxes in amounts necessary to align the Company's year-to-date provision for income taxes with the effective tax rate that the Company expects to achieve for the full year. The income tax provision on income from continuing operations for the 13-week periods ended December 27, 2014 and December 28, 2013 reflect effective tax rates of approximately 28% and 32%, respectively. The Company expects its effective tax rate for its current fiscal year to be lower than the statutory rate as a result of the inclusion of tax credits and operating income attributable to the non-controlling interests of the VIEs that is not taxable to the Company. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from current estimates.

The Company's overall effective tax rate in the future will be affected by factors such as the level of losses incurred at the Company's New York facilities, which cannot be consolidated for state and local tax purposes, pre-tax income earned outside of New York City, the utilization of state and local net operating loss carryforwards and the utilization of FICA tax credits. Nevada has no state income tax and other states in which the Company operates have income tax rates substantially lower in comparison to New York.

**Liquidity and Capital Resources**

Our primary source of capital has been cash provided by operations. We utilize cash generated from operations to fund the cost of developing and opening new restaurants, acquiring existing restaurants owned by others and remodeling existing restaurants we own; however, in recent years, we have utilized bank and other borrowings to finance specific transactions.

Net cash flow provided by operating activities for the 13-weeks ended December 27, 2014 was $1,766,000, compared to $2,059,000 for the same period of last year. This decrease was primarily attributable to changes in net working capital partially offset by an increase in operating income as discussed above.

Net cash used in investing activities for the 13-week period ended December 27, 2014 was $628,000 and resulted primarily from purchases of fixed assets at existing restaurants and improvements made at our new property, *The Rustic Inn* in Jupiter, FL, which was opened in the last week of January 2015.

Net cash used in investing activities for the 13-week period ended December 28, 2013 was $1,817,000 and resulted primarily from purchases of fixed assets at existing restaurants, an additional $464,000 investment in *New Meadowlands Racetrack LLC* and an initial payment of $500,000 related to our purchase of *The Rustic Inn* in Dania Beach, FL.

Net cash used in financing activities for the 13-week period ended December 27, 2014 of $1,515,000 resulted from the payment of dividends, principal payments on notes payable and distributions to non-controlling interests.

Net cash used in financing activities for the 13-week period ended December 28, 2013 of $1,530,000 resulted from the payment of dividends, principal payments on notes payable and distributions to non-controlling interests.

The Company had a working capital deficiency of $1,417,000 at December 27, 2014, as compared to a working capital deficiency of $1,303,000 at September 27, 2014. We believe that our existing cash balances and cash provided by operations will be sufficient to meet our liquidity and capital spending requirements at least through the next 12 months.

On December 15, 2014, the Board of Directors declared a quarterly dividend of $0.25 per share on the Company’s common stock to be paid on January 9, 2015 to shareholders of record at the close of business on December 26, 2014. The Company intends to continue to pay such quarterly cash dividends for the foreseeable future, however, the payment of future dividends is at the discretion of the Company’s Board of Directors and is based on future earnings, cash flow, financial condition, capital requirements, changes in U.S. taxation and other relevant factors.

**Recent Restaurant Expansion**

On July 18, 2014, the Company, through a wholly-owned subsidiary, Ark Jupiter RI, LLC, entered into an agreement with Crab House, Inc., and acquired certain assets and the related lease for a restaurant and bar located in Jupiter, Florida for approximately $250,000. In connection with this transaction, the Company entered into an amended lease for an initial period expiring through December 31, 2015. The Company has the option to extend the lease through 2033. Renovations to the property totaled approximately $750,000 and the restaurant opened in the last week of January 2015.

**Recent Restaurant Dispositions**

***Lease Expirations –*** The Company was advised by the landlord that it would have to vacate *The Sporting House* property located in New York-New York Hotel and Casino in Las Vegas, NV which was on a month-to-month lease. The closure of this property occurred in June 2014 and did not result in a material charge.

On May 31, 2014, the Company’s lease at the *Rialto Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On October 31, 2014, the Company’s lease at the *Towers Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On November 30, 2014, the Company’s lease at the *Shake & Burger* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

**Critical Accounting Policies**

The preparation of financial statements requires the application of certain accounting policies, which may require the Company to make estimates and assumptions of future events. In the process of preparing its consolidated condensed financial statements, the Company estimates the appropriate carrying value of certain assets and liabilities, which are not readily apparent from other sources. The primary estimates underlying the Company’s consolidated condensed financial statements include allowances for potential bad debts on accounts and notes receivable, leases, the useful lives and recoverability of its assets, such as property and intangibles, fair values of financial instruments, the realizable value of its tax assets and other matters. Management bases its estimates on certain assumptions, which they believe are reasonable in the circumstances, and actual results could differ from those estimates. Although management does not believe that any change in those assumptions in the near term would have a material effect on the Company’s consolidated financial position or the results of operations, differences in actual results could be material to the consolidated condensed financial statements.

The Company’s critical accounting policies are described in the Company’s Form 10-K for the year ended September 27, 2014. There have been no significant changes to such policies during fiscal 2015 other than those disclosed in Note 1 to the Consolidated Condensed Financial Statements.

**Recently Adopted and Issued Accounting Standards**

See Note 1 to the Consolidated Condensed Financial Statements for a description of recent accounting pronouncements, including those adopted in fiscal 2015 and the expected dates of adoption and the anticipated impact on the Consolidated Condensed Financial Statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company purchases commodities such as chicken, beef, lobster, crabs and shrimp for the Company's restaurants. The prices of these commodities may be volatile depending upon market conditions. The Company does not purchase forward commodity contracts because the changes in prices for these items have historically been short-term in nature and, in the Company's view, the cost of the contracts is in excess of the benefits.

The Company's business is also highly seasonal and dependent on the weather. Outdoor seating capacity, such as terraces and sidewalk cafes, are available for dining only in the warm seasons and then only in clement weather.

Item 4. Controls and Procedures

*Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective as of December 27, 2014 to ensure that all material information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to them as appropriate to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

*Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the first quarter of fiscal 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

*Limitations of the Effectiveness of Internal Control*

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

**PART II**

OTHER INFORMATION

**Item 1. Legal Proceedings**

The Company is not subject to other pending legal proceedings, other than ordinary claims incidental to its business, which the Company does not believe will materially impact results of operations.

**Item 1A. Risk Factors**

The most significant risk factors applicable to the Company are described in Part I, Item 1A (Risk Factors) of the Company’s Annual Report on Form 10-K for the fiscal year ended September 27, 2014 (the “2014 Form 10-K”). There have been no material changes to the risk factors previously disclosed in the 2014 Form 10-K. The risks described in the 2014 Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to management may materially adversely affect the Company’s business, financial condition, and/or operating results.

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

None.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

| | |
|---|---|
| 31.1 | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certificate of Chief Executive and Chief Financial Officers Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

| | |
|---|---|
| 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 |

*Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**SIGNATURES**

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

Date: February 10, 2015

**ARK RESTAURANTS CORP.**

By: /s/ Michael Weinstein
Michael Weinstein
Chairman & Chief Executive Officer
(Principal Executive Officer)

By: /s/ Robert J. Stewart
Robert J. Stewart
President and Chief Financial Officer
(Authorized Signatory and Principal
Financial and Accounting Officer)