

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 9, 2026**

The Simply Good Foods Company
(Exact name of registrant as specified in its charter)



Delaware

(State or other jurisdiction of
incorporation or organization)

001-38115

(Commission File Number)

82-1038121

(I.R.S. Employer
Identification Number)

**1225 17th Street, Suite 1000
Denver, CO 80202**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 633-2840**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

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

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	SMPL	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition.

On July 9, 2026, The Simply Good Foods Company, a Delaware corporation (the “Company”), reported its results for the fiscal third quarter ended May 30, 2026. The results are discussed in detail in the press release attached hereto as Exhibit 99.1. In addition, the Company has posted an investor presentation at www.thesimplygoodfoodscompany.com.

The information in this item, including Exhibit 99.1, is being furnished, not filed. Accordingly, the information in this item will not be incorporated by reference into any registration statement unless specifically identified therein as being incorporated by reference therein.

Certain statements made in Exhibit 99.1 are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by or include words such as “will”, “expect”, “intends” or other similar words, phrases or expressions. These statements relate to future events or our future financial or operational performance and involve known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievement to differ materially from those expressed or implied by these forward-looking statements. We caution you that these forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. You should not place undue reliance on forward-looking statements. These statements reflect our current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. These risks and uncertainties relate to, among other things, our operations being dependent on changes in consumer preferences and purchasing habits regarding our products, a global supply chain and effects of supply chain constraints, inflationary pressure and tariffs on us and our contract manufacturers, our ability to continue to operate at a profit or to maintain our margins, the sufficiency of our sources of liquidity and capital, our ability to maintain current operation levels and implement our growth strategies, our ability to maintain and gain market acceptance for our products or new products, our ability to capitalize on attractive opportunities, our ability to respond to competition and changes in the economy including changes regarding inflation and increasing ingredient and packaging costs and labor challenges due to tariffs or other challenges at our contract manufacturers and third party logistics providers, the amounts of or changes with respect to certain anticipated raw materials and other costs, difficulties and delays in achieving the synergies and cost savings in connection with acquisitions, changes in the business environment in which we operate including general financial, economic, capital market, regulatory and geopolitical conditions affecting us and the industry in which we operate, our ability to maintain adequate product inventory levels to timely supply customer orders, changes in taxes, tariffs, duties, governmental laws and regulations, the availability of or competition for other brands, assets or other opportunities for investment by us or to expand our business, competitive product and pricing activity, difficulties of managing growth profitably, the effect pandemics or other global disruptions on our business, financial condition and results of operations, the loss of one or more members of our management team, potential for increased costs, the harm to our business resulting from unauthorized access of the information technology systems we use in our business, and other risks and uncertainties indicated in the Company’s Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) filed with the U.S. Securities and Exchange Commission from time to time. In addition, forward-looking statements provide the Company’s expectations, plans or forecasts of future events and views as of the date of this communication. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date and cautions investors not to place undue reliance on any such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company’s assessments as of any date subsequent to the date of this communication.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1 104	Press Release dated July 9, 2026 Cover Page Interactive Data File (embedded within the Inline XBRL 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 hereunto duly authorized.

Date:	July 9, 2026	By:	<u>/s/ Christopher J. Bealer</u>
		Name:	Christopher J. Bealer
		Title:	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>



The Simply Good Foods Company Reports Fiscal Third Quarter 2026 Financial Results and Updates Fiscal Year 2026 Outlook

Denver, CO, July 9, 2026 - The Simply Good Foods Company (Nasdaq: SMPL) ("Simply Good Foods," or the "Company"), a leader in the Nutritional Snacking Category, today reported financial results for the thirteen and thirty-nine weeks ended May 30, 2026.

Third Quarter Summary:⁽¹⁾

- **Net sales of \$357.0 million versus \$381.0 million**
- **Net loss of \$52.0 million versus net income of \$41.1 million**
- **Loss per diluted share of \$0.58 versus earnings per diluted share of \$0.40**
- **Adjusted Diluted EPS⁽²⁾ of \$0.42 versus \$0.51**
- **Adjusted EBITDA⁽³⁾ of \$57.2 million versus \$73.9 million**

Updating Fiscal Year 2026⁽⁴⁾ Outlook:

- **Net sales expected to range between \$1.345 and \$1.355 billion, or a decline of roughly 7% to 6% year-over-year**
- **Gross margins expected to decline approximately 375 basis points year-over-year**
- **Adjusted EBITDA expected to range between \$220 and \$225 million, or -21% to -19% year-over-year**

"Our third quarter results reflect initial steps against the turnaround priorities we outlined last quarter. While we are still in the early stages of this work, we are beginning to see some signs of improved alignment around our three key priorities. We delivered third quarter net sales of \$357 million and Adjusted EBITDA of \$57 million, ahead of our expectations, with performance supported in part by the early effect of select cost actions we announced last quarter," said Joe Scalzo, President and Chief Executive Officer.

Scalzo continued, "At the same time, we recognize significant work remains, and our priorities are unchanged. We are focused on strengthening our business model, improving the consistency of our execution, and reinvesting behind our most important brand opportunities to support household penetration. We believe steady progress against these actions will position Simply Good Foods to return to sustainable, profitable growth over time."

Third Quarter 2026 Results

Net sales of \$357.0 million decreased 6.3% versus the comparable year ago period, driven by a decline for Atkins of 24.6%, which was only partially offset by Quest and OWYN growth of 1.1% and 3.6%, respectively. The Company's net sales performance was largely driven by known distribution-related declines for Atkins and softer retail takeaway, similar to what the Company experienced in the second quarter.

Total Simply Good Foods retail takeaway⁽⁵⁾ decreased about 6.7% driven by a growth for Quest of 1.4% and a decline for OWYN of 1.3%, while Atkins declined 23.9%, which was largely as expected for the brand due to known distribution losses.

Gross profit of \$116.1 million decreased 16.2% versus the comparable year ago period, driven by volume declines, higher input costs, and restructuring costs. Gross margin was 32.5%, a decline of 390 basis points versus prior year, which was largely driven by \$6.2 million of restructuring costs (a 180-basis point headwind) and higher input costs.

Selling and marketing expenses of \$39.2 million increased 15.9% versus the comparable year ago period, which was largely driven by investments in our selling capability, increased spending to support longer-term brand growth and \$1.1 million of restructuring costs.

General and administrative ("G&A") expenses of \$40.5 million, which contain \$6.2 million in restructuring costs, decreased 1.9% versus the comparable year ago period, which contained \$5.2 million of integration expenses.

As part of the Company's process to evaluate the carrying value of its brands, the Company recognized an aggregate \$82.0 million non-cash, impairment charge related to Goodwill, and the Atkins and OWYN brand intangible assets. The impairment is largely the result of declines in stock price.

Net interest expense of \$5.1 million reflected a 20.3% increase versus the comparable year ago period due to a higher debt balance.

The effective tax rate was 5.4%.

Net loss of \$52.0 million compared to net income of \$41.1 million for the comparable year ago period.

Adjusted EBITDA of \$57.2 million decreased 22.5% versus the comparable year ago period.

Reported loss per diluted share was \$0.58 versus reported earnings per diluted share of \$0.40 in the comparable year ago period.

Adjusted Diluted EPS was \$0.42 versus \$0.51 in the comparable year ago period.

Weighted average diluted shares outstanding of 89.9 million declined modestly versus the comparable year ago period, reflecting share repurchases.

Year-to-Date Third Quarter Fiscal Year 2026 Highlights vs. Year-to-date Third Quarter Fiscal Year 2025

Net sales of \$1,023.2 million decreased 5.4% versus the comparable year ago period, driven by declines for Atkins and OWYN of 22.6% and 5.5%, respectively, offset by Quest growth of 3.4%. Atkins distribution related declines were largely as expected. OWYN's net sales decline was the result of poor velocities, including on newly expanded distribution.

Total Simply Good Foods retail takeaway decreased about 3.8% driven by growth for Quest and OWYN of 5.1% and 4.8%, respectively, while Atkins declined 22.1%, largely as expected.

Gross profit of \$329.0 million decreased 17.6% versus the comparable year ago period, driven by higher input costs. Gross margin was 32.2%, a 470-basis point decline versus the comparable year ago period, driven mainly by \$6.5 million of one-time OWYN integration expenses and \$6.2 million of restructuring costs.

Selling and marketing expenses of \$97.0 million decreased 4.8% versus the comparable year ago period driven by planned marketing declines for Atkins, which more than offset increases to support growth for Quest and OWYN.

G&A expenses of \$113.3 million, which contain restructuring costs of \$10.8 million, integration expenses of \$4.1 million, and term loan transaction fees of \$3.0 million, decreased 1.7% versus the comparable year ago period, which contained \$12.1 million of integration expenses and \$0.7 million of term loan transaction fees.

As part of the Company's process to evaluate the carrying value of its brands, the Company recognized an aggregate \$331.0 million non-cash, impairment charge related to Goodwill, and the Atkins and OWYN brand intangible assets. The impairment is largely the result of current fiscal year performance, updated projections of future revenue, and declines in stock price.

Net interest expense of \$13.8 million reflected a 18.4% decrease versus the comparable year ago period due to lower interest rates.

The effective tax rate was 22.1%.

Net loss of \$186.4 million compared to net income of \$116.0 million versus the comparable year ago period.

Adjusted EBITDA of \$168.4 million decreased 20.5% versus the comparable year ago period.

Reported loss per diluted share was \$1.99 versus reported earnings per share of \$1.14 in the comparable year ago period.

Adjusted Diluted EPS was \$1.26 versus \$1.46 in the comparable year ago period.

Weighted average diluted shares outstanding of 93.7 million declined modestly versus the comparable year ago period, reflecting share repurchases.

Balance Sheet and Cash Flow

At the end of the third quarter of fiscal year 2026, the Company had cash of \$123.9 million and an outstanding principal balance on its term loan of \$400.0 million, bringing the Company's quarter-end trailing twelve-month Net Debt to Adjusted EBITDA ratio to 1.2x⁽⁶⁾. Higher cash and debt balances reflect the Company's strategic decision to borrow an additional \$150.0 million concurrently with a three-year extension of the Company's existing credit facilities, which closed in November 2025. Year-to-date cash flow from operations was about \$102.2 million versus \$133.1 million in the comparable year ago period. Capital expenditures were approximately \$10.1 million.

During the quarter, the Company repurchased approximately 2.1 million shares of its common stock for approximately \$25 million.

Fiscal Year 2026 Outlook

The Company is updating its previously provided outlook for fiscal year 2026:

- Net Sales expected to range between \$1.345 to \$1.355 billion, or a decline of roughly 7% to 6% year-over-year
- Gross Margins expected to decline approximately 375 basis points year-over-year
- Adjusted EBITDA expected to range between \$220 to \$225 million, or -21% to -19% year-over-year

The Company continues to expect net interest expense in the range of \$19 to \$21 million. The Company now expects capital expenditures in the range of \$20 to \$25 million. Finally, given the effect of year-to-date share repurchases, the Company now expects a weighted average diluted share count of approximately 90 million shares.

For the fourth quarter of fiscal year 2026:

- The Company expects Net Sales to range between \$322 to \$332 million, or -13% to -10% year-over-year
- Adjusted EBITDA expected to range from \$52 to \$57 million, or -22% to -14% year-over-year
- The Company expects an effective tax rate of approximately 25%

The foregoing outlook assumes current economic conditions, consumer purchasing behavior and prevailing tariff rates remain generally consistent across the Company's fiscal year.

⁽¹⁾ All comparisons for the third quarter ended May 30, 2026, versus the comparable year-ago period ended May 31, 2025.

⁽²⁾ Adjusted Diluted Earnings Per Share is a non-GAAP financial measure. The Company excludes restructuring costs, acquisition-related costs, such as Business Transaction costs, integration expense and depreciation and amortization expense in calculating Adjusted Diluted Earnings Per Share. Please refer to "Reconciliation of Adjusted Diluted Earnings Per Share" in this press release for an explanation and reconciliation of this non-GAAP financial measure.

⁽³⁾ Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") is a non-GAAP financial measure. Please refer to the "Reconciliation of EBITDA and Adjusted EBITDA" in this press release for an explanation and reconciliation of this non-GAAP financial measure.

⁽⁴⁾ The Company does not provide a forward-looking reconciliation of expected Fiscal Year 2026 Adjusted EBITDA to Net Income, the most directly comparable GAAP financial measure, because we are unable to provide such a reconciliation without unreasonable effort due to the unavailability of reliable estimates for certain components of consolidated net income and the respective reconciliations, and the inherent difficulty of predicting what the changes in these components will be throughout the fiscal year. As these items may vary greatly between periods, we are unable to address the probable significance of the unavailable information, which could significantly affect our future financial results.

⁽⁵⁾ Combined Quest, Atkins, and OWYN Circana MULO++C and Company unmeasured channel estimate for the 13-weeks ending May 31, 2026, vs. the comparable 13-week year ago period.

⁽⁶⁾ Net Debt to Adjusted EBITDA is a non-GAAP financial measure which Simply Good Foods defines as the total debt outstanding under our credit agreement with Barclays Bank PLC and other parties ("Credit Agreement"), reduced by cash and cash equivalents, and divided by the Company's trailing twelve month Adjusted EBITDA, as previously defined. The Company does not provide a forward-looking reconciliation of Net Debt to Adjusted EBITDA to Net Debt to Consolidated Net Income, the most directly comparable GAAP financial measures, expected for Fiscal Year 2026, because we are unable to provide such a reconciliation without unreasonable effort due to the unavailability of reliable estimates for certain components of consolidated net income and the respective reconciliations, and the inherent difficulty of predicting what the changes in these components will be throughout the fiscal year. As these items may vary greatly between periods, we are unable to address the probable significance of the unavailable information, which could significantly affect our future financial results.

Conference Call and Webcast Information

The Company will host a conference call with members of the executive management team to discuss these results today, Thursday, July 9, 2026, at 6:30 a.m. Mountain time (8:30 a.m. Eastern time). Investors interested in participating in the live call can dial 877-407-0792 from the U.S. or 201-689-8263 from international locations. A live webcast will be available via the "Investors" section of the Company's website at www.thesimplygoodfoodscompany.com. A telephone replay will be available approximately two hours after the call concludes and will remain accessible through July 23, 2026, by dialing 844-512-2921 from the U.S., or 412-317-6671 from international locations, and entering confirmation code 13760722.

About The Simply Good Foods Company

The Simply Good Foods Company (Nasdaq: SMPL), headquartered in Denver, Colorado, is a consumer packaged food and beverage company with ambitious goals to raise the bar on what food can be with trusted brands and innovative nutritious snacking products. Within our portfolio of trusted brands (Quest™, Atkins™, and OWYN™), we offer a wide variety of nutritional snacks and beverages, including high protein chips, bars, ready-to-drink (RTD) shakes, and powders, and low sugar, low carb sweets and baked goods. We are a leader of the nutritious snacking movement, poised to expand our healthy lifestyle platform through innovation-driven organic growth and external investment opportunities. To learn more, visit www.thesimplygoodfoodscompany.com.

Investor Contact

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Forward Looking Statements

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The Simply Good Foods Company and Subsidiaries
Consolidated Balance Sheets
(Unaudited, dollars in thousands, except share and per share data)

	May 30, 2026	August 30, 2025
Assets		
Current assets:		
Cash	\$ 123,884	\$ 98,468
Accounts receivable, net	156,067	164,978
Inventories, net	164,314	167,217
Prepaid expenses	4,432	7,209
Other current assets	15,441	15,812
Total current assets	464,138	453,684
Long-term assets:		
Property and equipment, net	42,334	39,738
Intangible assets, net	956,883	1,261,603
Goodwill	551,974	589,974
Other long-term assets	47,115	51,046
Total assets	<u>\$ 2,062,444</u>	<u>\$ 2,396,045</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 57,025	\$ 78,298
Accrued interest	63	44
Accrued expenses and other current liabilities	39,690	46,219
Total current liabilities	96,778	124,561
Long-term liabilities:		
Long-term debt, less current maturities	397,037	249,066
Deferred income taxes	107,057	166,091
Other long-term liabilities	43,452	49,494
Total liabilities	644,324	589,212
See commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, none issued	—	—
Common stock, \$0.01 par value, 600,000,000 shares authorized, 104,050,545 and 103,688,071 shares issued at May 30, 2026, and August 30, 2025, respectively	1,041	1,037
Treasury stock, 15,609,338 shares and 3,957,571 shares at cost at May 30, 2026, and August 30, 2025, respectively	(344,670)	(129,337)
Additional paid-in-capital	1,358,758	1,346,687
Retained earnings	404,478	590,879
Accumulated other comprehensive loss	(1,487)	(2,433)
Total stockholders' equity	1,418,120	1,806,833
Total liabilities and stockholders' equity	<u>\$ 2,062,444</u>	<u>\$ 2,396,045</u>

The Simply Good Foods Company and Subsidiaries
Consolidated Statements of Income and Comprehensive Income
(Unaudited, dollars in thousands, except share and per share data)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 30, 2026	May 31, 2025	May 30, 2026	May 31, 2025
Net sales	\$ 356,983	\$ 380,956	\$ 1,023,194	\$ 1,081,879
Cost of goods sold	240,884	242,437	694,162	682,737
Gross profit	116,099	138,519	329,032	399,142
Operating expenses:				
Selling and marketing	39,173	33,799	97,017	101,871
General and administrative	40,453	41,229	113,334	115,306
Depreciation and amortization	4,337	4,171	13,279	12,479
Business transaction costs	—	—	—	820
Loss on impairment	82,000	—	331,000	—
Total operating expenses	165,963	79,199	554,630	230,476
(Loss) income from operations	(49,864)	59,320	(225,598)	168,666
Other income (expense):				
Interest income	689	673	2,068	2,150
Interest expense	(5,776)	(4,900)	(15,895)	(19,099)
Gain (loss) on foreign currency transactions	1	(337)	134	(342)
Other income	15	(14)	151	20
Total other (expense)	(5,071)	(4,578)	(13,542)	(17,271)
(Loss) income before income taxes	(54,935)	54,742	(239,140)	151,395
Income tax (benefit) expense	(2,963)	13,640	(52,739)	35,424
Net (loss) income	\$ (51,972)	\$ 41,102	\$ (186,401)	\$ 115,971
Other comprehensive income:				
Foreign currency translation, net of reclassification adjustments	101	309	946	(504)
Comprehensive (loss) income	\$ (51,871)	\$ 41,411	\$ (185,455)	\$ 115,467
(Loss) earnings per share from net (loss) income:				
Basic	\$ (0.58)	\$ 0.41	\$ (1.99)	\$ 1.15
Diluted	\$ (0.58)	\$ 0.40	\$ (1.99)	\$ 1.14
Weighted average shares outstanding:				
Basic	89,940,680	100,923,690	93,677,801	100,787,087
Diluted	89,940,680	101,635,521	93,677,801	101,669,998

The Simply Good Foods Company and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited, dollars in thousands)

	Thirty-Nine Weeks Ended	
	May 30, 2026	May 31, 2025
Operating activities		
Net (loss) income	\$ (186,401)	\$ 115,971
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	18,096	15,480
Amortization of deferred financing costs and debt discount	491	1,334
Stock compensation expense	13,186	12,819
Loss on impairment	331,000	—
Estimated credit losses	19	231
Unrealized (gain) loss on foreign currency transactions	(134)	342
Deferred income taxes	(59,034)	10,583
Amortization of operating lease right-of-use asset	4,494	5,192
Other	4,864	1,063
Changes in operating assets and liabilities:		
Accounts receivable, net	9,270	(2,382)
Inventories, net	(864)	(23,185)
Prepaid expenses	2,753	(1,612)
Other current assets	434	(783)
Accounts payable	(21,009)	12,887
Accrued interest	19	(221)
Accrued expenses and other current liabilities	(9,854)	(10,788)
Other assets and liabilities	(5,160)	(3,844)
Net cash provided by operating activities	102,170	133,087
Investing activities		
Purchases of property and equipment	(10,090)	(2,516)
Acquisition of business, net of cash acquired	—	1,713
Investments in intangible and other assets	—	(1,389)
Net cash used in investing activities	(10,090)	(2,192)
Financing activities		
Proceeds from option exercises	1,056	11,956
Tax payments related to issuance of restricted stock units and performance stock units	(2,167)	(2,824)
Repurchase of common stock	(213,204)	(24,338)
Principal payments of long-term debt	—	(150,000)
Proceeds from issuance of long-term debt	150,000	—
Deferred financing costs	(2,632)	—
Net cash used in financing activities	(66,947)	(165,206)
Cash and cash equivalents		
Net increase (decrease) in cash	25,133	(34,311)
Effect of exchange rate on cash	283	(211)
Cash at beginning of period	98,468	132,530
Cash and cash equivalents at end of period	\$ 123,884	\$ 98,008

Net Sales by Geographic Area and Brands

The following is a summary of revenue disaggregated by geographic area and brands:

(In thousands)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 30, 2026	May 31, 2025	May 30, 2026	May 31, 2025
North America ⁽¹⁾				
Atkins	\$ 84,649	\$ 112,287	\$ 254,636	\$ 329,105
Quest	230,260	227,737	652,045	630,445
OWYN	34,774	33,551	94,091	99,611
Total North America	349,683	373,575	1,000,772	1,059,161
International	7,300	7,381	22,422	22,718
Total net sales	<u>\$ 356,983</u>	<u>\$ 380,956</u>	<u>\$ 1,023,194</u>	<u>\$ 1,081,879</u>

⁽¹⁾ The North America geographic area consists of net sales substantially related to the United States and there is no individual foreign country to which more than 10% of the Company's net sales are attributed or that is otherwise deemed individually material.

Reconciliation of EBITDA and Adjusted EBITDA

EBITDA and Adjusted EBITDA. EBITDA and Adjusted EBITDA are non-GAAP financial measures commonly used in our industry and should not be construed as alternatives to net income as an indicator of operating performance or as alternatives to cash flow provided by operating activities as a measure of liquidity (each as determined in accordance with GAAP). Simply Good Foods defines EBITDA as net income or loss before interest income, interest expense, income tax expense, depreciation and amortization, and Adjusted EBITDA as further adjusted to exclude the following items: loss on impairment, stock-based compensation expense, business transaction costs, purchase price accounting inventory step-up, integration costs, term loan transaction fees, restructuring, and other non-core expenses. The Company believes that EBITDA and Adjusted EBITDA, when used in conjunction with net income, are useful to provide additional information to investors. Management of the Company uses EBITDA and Adjusted EBITDA to supplement net income because these measures reflect operating results of the on-going operations, eliminate items that are not directly attributable to the Company's underlying operating performance, enhance the overall understanding of past financial performance and future prospects, and allow for greater transparency with respect to the key metrics the Company's management uses in its financial and operational decision making. The Company also believes that EBITDA and Adjusted EBITDA are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in its industry. EBITDA and Adjusted EBITDA may not be comparable to other similarly titled captions of other companies due to differences in the non-GAAP calculation.

The following unaudited table provides a reconciliation of EBITDA and Adjusted EBITDA to its most directly comparable GAAP measure, which is net income, for the thirteen and thirty-nine weeks ended May 30, 2026, and May 31, 2025:

(In thousands)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 30, 2026	May 31, 2025	May 30, 2026	May 31, 2025
Net (loss) income	\$ (51,972)	\$ 41,102	\$ (186,401)	\$ 115,971
Interest income	(689)	(673)	(2,068)	(2,150)
Interest expense	5,776	4,900	15,895	19,099
Income tax (benefit) expense	(2,963)	13,640	(52,739)	35,424
Depreciation and amortization	6,027	5,345	18,096	15,480
EBITDA	(43,821)	64,314	(207,217)	183,824
Loss on impairment	82,000	—	331,000	—
Stock-based compensation expense	5,559	4,027	13,186	12,819
Business transaction costs	—	—	—	820
Inventory step-up	—	—	—	1,412
Integration expense ⁽¹⁾	—	5,226	10,621	12,112
Term loan transaction fees	—	—	3,030	715
Restructuring and other costs	13,549	—	18,073	—
Other ⁽²⁾	(46)	287	(318)	221
Adjusted EBITDA	\$ 57,241	\$ 73,854	\$ 168,375	\$ 211,923

⁽¹⁾ Includes one-time effects from actions taken to mitigate OWYN product quality issues.

⁽²⁾ Other items consist principally of exchange impact of foreign currency transactions and other expenses.

Reconciliation of Adjusted Diluted Earnings Per Share

Adjusted Diluted Earnings per Share. Adjusted Diluted Earnings per Share is a non-GAAP financial measure commonly used in our industry and should not be construed as an alternative to diluted earnings per share as an indicator of operating performance. Simply Good Foods defines Adjusted Diluted Earnings Per Share as diluted earnings per share before loss on impairment, stock-based compensation expense, business transaction costs, purchase price accounting inventory step-up, integration costs, restructuring, and term loan transaction fees on a theoretical tax effected basis of such adjustments. The tax effect of such adjustments to Adjusted Diluted Earnings Per Share is calculated by applying an overall assumed statutory tax rate to each gross adjustment as shown in the reconciliation to Adjusted EBITDA, as previously defined. The assumed statutory tax rate reflects a normalized effective tax rate estimated based on assumptions regarding the Company's statutory and effective tax rate for each respective reporting period, including the current and deferred tax effects of each adjustment, and is adjusted for the effects of tax reform, if any. The Company consistently applies the overall assumed statutory tax rate to periods throughout each fiscal year and reassesses the overall assumed statutory rate on annual basis. The Company believes that the inclusion of these supplementary adjustments in presenting Adjusted Diluted Earnings per Share, when used in conjunction with diluted earnings per share, are appropriate to provide additional information to investors, reflects more accurately operating results of the on-going operations, enhances the overall understanding of past financial performance and future prospects and allows for greater transparency with respect to the key metrics the Company uses in its financial and operational decision making. The Company also believes that Adjusted Diluted Earnings per Share is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in its industry. Adjusted Diluted Earnings per Share may not be comparable to other similarly titled captions of other companies due to differences in the non-GAAP calculation.

The following unaudited tables below provide a reconciliation of Adjusted Diluted Earnings Per Share to its most directly comparable GAAP measure, which is diluted earnings per share, for the thirteen and thirty-nine weeks ended May 30, 2026, and May 31, 2025:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 30, 2026	May 31, 2025	May 30, 2026	May 31, 2025
Diluted (loss) earnings per share	\$ (0.58)	\$ 0.40	\$ (1.99)	\$ 1.14
Depreciation and amortization	0.07	0.05	0.19	0.15
Loss on impairment	0.91	—	3.53	—
Stock-based compensation expense	0.06	0.04	0.14	0.13
Business transaction costs	—	—	—	0.01
Inventory step-up	—	—	—	0.01
Integration expense	—	0.05	0.11	0.12
Term loan transaction fees	—	—	0.03	0.01
Restructuring and other costs	0.15	—	0.19	—
Tax effects of adjustments ⁽¹⁾	(0.19)	(0.04)	(0.95)	(0.11)
Rounding ⁽²⁾	—	0.01	0.01	—
Adjusted diluted earnings per share	\$ 0.42	\$ 0.51	\$ 1.26	\$ 1.46

⁽¹⁾ This line item reflects the aggregate tax effect of all non-tax adjustments reflected in the preceding line items of the table. The tax effect of each adjustment is computed (i) by dividing the gross amount of the adjustment, as shown in the Adjusted EBITDA reconciliation, by the number of diluted weighted average shares outstanding for the applicable fiscal period and (ii) applying an overall assumed statutory tax rate of 25% for the thirteen and thirty-nine week periods ended May 30, 2026, as well as the thirteen and thirty-nine week periods ended May 31, 2025.

⁽²⁾ Adjusted Diluted Earnings Per Share amounts are computed independently for each quarter. Therefore, the sum of the quarterly Adjusted Diluted Earnings Per Share amounts may not equal the year to date Adjusted Diluted Earnings Per Share amounts due to rounding.

Reconciliation of Net Debt to Adjusted EBITDA

Net Debt to Adjusted EBITDA. Net Debt to Adjusted EBITDA is a non-GAAP financial measure which Simply Good Foods defines as the total debt outstanding under our credit agreement with Barclays Bank PLC and other parties (“Credit Agreement”), reduced by cash and cash equivalents, and divided by the trailing twelve months of Adjusted EBITDA, as previously defined.

The following unaudited table below provides a reconciliation of Net Debt to Adjusted EBITDA as of May 30, 2026:

<i>(In thousands)</i>	May 30, 2026
Net Debt:	
Total debt outstanding under the Credit Agreement	\$ 400,000
Less: cash and cash equivalents	(123,884)
Net Debt as of May 30, 2026	\$ 276,116
Trailing twelve months Adjusted EBITDA:	
Add: Adjusted EBITDA for the thirty-nine weeks ended May 30, 2026	\$ 168,375
Add: Adjusted EBITDA for the fiscal year ended August 30, 2025	278,162
Less: Adjusted EBITDA for the thirty-nine weeks ended May 31, 2025	(211,923)
Trailing twelve months Adjusted EBITDA as of May 30, 2026	\$ 234,614
Net Debt to Adjusted EBITDA	1.2 x