Tableau Software Inc
Form 424B4
May 20, 2013
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Filed pursuant to Rule 424(b)(4)
Registration Nos. 333-187683 and 333-188660

8,200,000 Shares

Class A Common Stock

This is an initial public offering of shares of Class A common stock of Tableau Software, Inc.

We are offering 5,000,000 shares of our Class A common stock. The selling stockholders identified in this prospectus are offering an additional 3,200,000 shares of our Class A common stock. We will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

We have two classes of authorized common stock, Class A common stock and Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible into one share of Class A common stock. Outstanding shares of Class B common stock will represent approximately 98.4% of the voting power of our outstanding capital stock immediately following the completion of this offering.

Prior to this offering, there has been no public market for our Class A common stock. The initial public offering price per share is $31.00. Our Class A common stock has been approved for listing on the New York Stock Exchange under the symbol DATA .

We are an emerging growth company as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements.

See Risk Factors beginning on page 15 to read about factors you should consider before buying shares of our Class A common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any recommendation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	$ 31.00	$ 254,200,000

Underwriting discount[1]	$ 2.17	$ 17,794,000
Proceeds, before expenses, to Tableau	$ 28.83	$ 144,150,000
Proceeds, before expenses, to the selling stockholders	$ 28.83	$ 92,256,000

(1) See Underwriting for a description of the compensation payable to the underwriters.

To the extent that the underwriters sell more than 8,200,000 shares of Class A common stock, the underwriters have the option to purchase up to an additional 1,230,000 shares from us at the initial price to the public less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on May 22, 2013.

Goldman, Sachs & Co. **Morgan Stanley**

Credit Suisse **J.P. Morgan**

UBS Investment Bank **BMO Capital Markets**

JMP Securities

Prospectus dated May 16, 2013.

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Neither we, the selling stockholders nor the underwriters have authorized anyone to give any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. Neither we, the selling stockholders nor the underwriters take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

Persons who come into possession of this prospectus and any applicable free writing prospectus we have prepared in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions in this offering and the distribution of this prospectus and any such free writing prospectus applicable to that jurisdiction.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our Class A common stock, you should read the entire prospectus carefully, including the sections titled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus. Unless the context suggests otherwise, references in this prospectus to Tableau, the company, we, us and our refer to Tableau Software, Inc. and, where appropriate, its subsidiaries.

Company Overview

Our mission is to help people see and understand data.

Our software products put the power of data into the hands of everyday people, allowing a broad population of business users to engage with their data, ask questions, solve problems and create value.

Based on innovative core technologies originally developed at Stanford University, our products dramatically reduce the complexity, inflexibility and expense associated with traditional business intelligence applications. We aim to make our products easy to use, ubiquitous and as deeply-rooted in the workplace as spreadsheets are today.

Our software is designed for anyone with data and questions. We are democratizing the use of business analytics software by allowing people to access information, perform analysis and share results without assistance from technical specialists. By putting powerful, self-service analytical technology directly into the hands of people who make decisions with data, we seek to accelerate the pace of informed and intelligent decision making. This enables our customers to create better workplaces, with happier employees who are empowered to more fully express their ingenuity and creativity.

Our products are used by people of diverse skill levels across all kinds of organizations, including Fortune 500 corporations, small and medium-sized businesses, government agencies, universities, research institutions and non-profits. Organizations employ our products in a broad range of use cases such as increasing sales, streamlining operations, improving customer service, managing investments, assessing quality and safety, studying and treating diseases, completing academic research, addressing environmental problems and improving education. Our products are flexible and capable enough to help a single user on a laptop analyze data from a simple spreadsheet, or to enable thousands of users across an enterprise to execute complex queries against massive databases.

Underpinning our innovative products is a set of technology advances that spans the domains of sophisticated computer graphics, human-computer interaction and high performance database systems. These technology innovations include VizQL and our Hybrid Data Architecture:

- ***VizQL*** Our breakthrough visual query language, VizQL, translates drag-and-drop actions into data queries and then expresses that information visually. VizQL unifies the formerly disparate tasks of query and visualization and allows users to transform questions into pictures without the need for software scripts, chart wizards or dialogue boxes that inhibit speed and flexibility. This capability is designed to enable a more intuitive, creative and engaging experience for our

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users. VizQL can deliver dramatic gains in people s ability to see and understand data, and we believe it represents a foundational advancement in the field of analytics.

Hybrid Data Architecture Our Hybrid Data Architecture combines the power and flexibility of our Live Query and In-Memory Data Engines. Our Live Query Engine allows users to instantaneously connect to large volumes of data in its existing format and location, reducing the need for time-consuming data transformation processes that only technical specialists can perform. In addition, this capability allows customers to leverage investments in their existing data platforms and to capitalize on the capabilities of high performance databases. Our In-Memory Data Engine enables users to import large amounts of data into our own in-memory database. Using advanced algorithms and data compression techniques, our in-memory technology facilitates quick query responses on up to hundreds of millions of rows of data. Our Hybrid Data Architecture enables these data engines to work in harmony, allowing users the flexibility to access and analyze data from diverse sources and locations, while optimizing speed and performance for each source.

Our distribution strategy is based on a land and expand business model and is designed to capitalize on the ease of use, low up-front cost and collaborative capabilities of our software. Our products tend to be adopted at a grassroots level within organizations, often beginning with a free trial, and then spread across departments, divisions and geographies via word-of-mouth, the discovery of new use cases and our sales effort. Over time, many of our customers find that the use of our products expands to a broad cross-section of their organizations and that our deployments and use cases become significantly more strategic in nature. Accordingly, we have developed enterprise-class product and service capabilities that allow us to both complement and supplant core, legacy business intelligence deployments.

As of March 31, 2013, we had more than 10,900 customers across a broad array of company sizes and industries and located in over 100 countries. Some of our largest customers include Deere & Company, affiliates of Deloitte Touche Tohmatsu Limited, E. I. du Pont de Nemours and Company, the Federal Aviation Administration, Sears Holdings Corporation and affiliates of Verizon Communications Inc. In addition, we have cultivated strong relationships with technology partners to help us extend the reach of our products. These partners include both traditional database vendors such as International Business Machines Corporation, or IBM, Microsoft Corporation, Oracle Corporation and Teradata Corporation and emerging database vendors such as Cloudera Inc., Google Inc., Greenplum (a division of EMC Corporation) and Vertica (a division of Hewlett-Packard Company).

We have achieved significant growth in recent periods. For the years ended December 31, 2010, 2011 and 2012, our total revenues were $34.2 million, $62.4 million and $127.7 million, respectively, representing a compound annual growth rate of approximately 93% from 2010 to 2012. For the three months ended March 31, 2012 and 2013, our total revenues were $24.7 million and $40.0 million, respectively, representing a 62% growth over the same period of the prior year. We also generated net income of $2.7 million, $3.4 million and $1.4 million for the years ended December 31, 2010, 2011 and 2012, respectively, and have generated positive cash from operating activities on an annual basis in each of those fiscal years. Our net income (loss) for the three months ended March 31, 2012 and 2013 was $1.1 million and $(4.0) million, respectively, and we generated positive cash flow from operating activities in each of those fiscal quarters. We believe our land and expand business model provides financial visibility as aggregate revenues from subsequent sales of products and maintenance services to our customers have typically been multiples of the revenues we realized from those customers initial purchases.

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Industry Background

We believe that organizations increasingly regard their data as a critical strategic resource. The remarkable growth in the volume, diversity and accessibility of digital information creates the potential for people to make more informed, timely and intelligent decisions. In today s increasingly competitive environment, we believe that the value of rapid and more informed decision-making continues to grow.

According to International Data Corporation, or IDC, the amount of digital information created, replicated and consumed worldwide will grow exponentially from 0.8 trillion gigabytes in 2010 to 40 trillion gigabytes in 2020. Many organizations are expected to experience a doubling in the volume of data across their enterprises approximately every 24 months, according to IDC, and are investing heavily to scale their data storage and management platforms to accommodate this growth.* These growing volumes of data are also increasingly diverse in terms of their source, format and location. Today, organizations create and manage data across a broad range of platforms, from traditional relational databases, to an array of emerging data platforms to cloud computing platforms.

As a consequence of the increasing richness and volume of data, more and more people are demanding access to information in order to gain insight, solve problems and monitor the performance of their organizations. The growth of cloud computing technologies and the proliferation of connected devices such as tablets and smartphones are enabling users to access information anytime and anyplace. We believe that these trends are accelerating the demand for analytical technology, as more information and engagement provokes more questions and fuels demand for more analysis, answers and value. At the same time, advances in user experience driven by consumer technology companies such as Amazon, Apple, Facebook and Google have raised user expectations regarding intuitive, flexible and convenient access to information.

These factors have created a backdrop of growing data resources, increased user appetite for information and rising expectations for accessibility and ease of use. As a result, many organizations are seeking technology that will allow their people to easily access the right information, answer questions, gain insight and share their findings. These organizations are seeking to empower their employees and to unleash their creativity and problem-solving abilities.

People within organizations have traditionally accessed data via static reports from enterprise applications and business intelligence platforms maintained by IT departments. These systems, predominantly designed and built in the 1990 s, are generally heavy, complex, inflexible and expensive. As a result, business users are forced to depend on specialized resources to operate, modify and maintain these systems. The divide between users seeking insight and technical specialists lacking business context introduces inefficiencies and time lags that inhibit the utility and value of these systems. Because most business users lack the time, skills and financial resources necessary to address the limitations of these systems, their adoption has largely been limited to a narrow population of power users with technical expertise and training and to a narrow population of companies.

Faced with these challenges, many knowledge workers today rely on spreadsheets as their primary analytical tool. While spreadsheets are widely available and easier to use than traditional business intelligence platforms, they have a number of limitations. Spreadsheets are not generally designed to facilitate direct and dynamic data access, making the process of importing and updating data manual, cumbersome and error prone. In addition, spreadsheets are not built to accommodate large data sets and offer limited interactive visual capabilities, thereby reducing performance and limiting analytical scope and insight.

* See note 1 in the section titled Market, Industry and Other Data.

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Opportunity

The market for traditional business analytics software is large and well established, with IDC estimating an aggregate spending of $35.1 billion in 2012 in this worldwide market sector. IDC also estimates that the worldwide spending on business intelligence tools alone, a subset of the overall business analytics software market, was $12.9 billion in 2012.* In addition, organizations also spend billions of dollars on hardware, support and services to implement and maintain traditional business intelligence systems. According to Gartner, Inc., organizations are expected to spend $81.0 billion on business analytics and related services in 2014.**

According to an August 2012 Forrester Research, Inc., or Forrester, report, Forrester estimated that there will be 615 million information workers globally in 2013 and it predicts that number to grow to 865 million by 2016.*** Additionally, a Forrester survey of information workers conducted in the fourth quarter of 2012 indicated that only 17% of respondents use a data dashboard or business intelligence tools as part of their job.**** Accordingly, we believe a significant percentage of information workers are not accessing business intelligence software, and they instead use alternative approaches to meet their analytical needs.

We believe the limitations of traditional approaches coupled with the demand for business analytics has presented an opportunity to pioneer a new class of business analytics software that addresses, complements and expands the business intelligence market and enhances office productivity tools such as spreadsheets, and that is specifically designed to enable a broad population of users to gain insight from their data.

Our Solution

Product Design Principles

We have pioneered a fundamentally new approach to business analytics. Our software products, Tableau Desktop, Tableau Server and Tableau Public, embody a set of design principles that reflect our values as a company and our mission to help people see and understand data:

Simple Our software is designed to allow everyday business users to answer questions with ease. We have pioneered a number of core technologies that make our products intuitive and easy to use. For example, these innovations allow our users to utilize drag-and-drop gestures to execute queries, seamlessly shift graphical perspectives on their data and easily answer new questions as their thinking progresses. The simplicity of our products allows users to establish functional proficiency quickly and speeds the adoption of our technology.

Fast Our software is designed to access and process large volumes of data rapidly and to enable responsive and agile analysis, allowing users to answer questions with data at the speed of thought. We believe that improvements in speed can increase user engagement with data and enhance the range, quality and timeliness of insights that are developed.

Powerful Our fundamental goal is to allow our users to ask and answer questions with their data. The power to accomplish that goal arises from our ability to marry ease of use with advanced analytical capabilities in a manner that allows our customers to generate useful perspectives on their data. Our products are designed for everyday people but also incorporate

* See note 2 in the section titled Market, Industry and Other Data.
** See note 5 in the section titled Market, Industry and Other Data.
*** See note 3 in the section titled Market, Industry and Other Data.
**** See note 4 in the section titled Market, Industry and Other Data.

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advanced features such as predictive analysis that can meet the needs of many advanced users of business analytics products.

Beautiful Impactful and engaging visualization lies at the heart of our software. We have incorporated key elements from the fields of visual perception, psychology and graphic design into our products that empower our users to generate content that is effective and beautiful by default. Beautiful and high quality design allows everyday people to engage in broad, creative thinking and encourages them to share content.

Ubiquitous We seek to make our software accessible to users wherever and whenever they need information and insight. Our software is designed so that users throughout organizations can explore their data and publish findings in a way that can be accessed on a broad range of platforms and devices, including tablets and smartphones.

Product Benefits

When combined with our technology innovations, these product design principles have resulted in products that provide the following benefits for our customers:

Liberation The simplicity and ease of use of our software gives people the power to access, analyze and share data without the assistance of technical specialists. This self-service capability democratizes access to data, expands the potential user population within organizations and reduces training and support costs. We believe that providing the freedom for people to more powerfully and conveniently answer questions empowers employees and drives value for our customers.

Speed Our software is designed to enable people to derive value from their data at an accelerated pace. Due to our focus on ease of use and ease of deployment, our users can quickly gain proficiency in our software and generate results rapidly, without the complication, time investment and frustration often associated with traditional business intelligence products. In addition, because our software is able to connect directly to a broad range of data sources, our users can perform work without having to undertake complex and time-consuming data movement and transformation. Many of our customers have reported that they are able to achieve their desired results with our software more than ten times faster than they can with their existing systems.

Discovery We believe that the human mind is better able to process information, discern trends and identify patterns when presented with information in a visual format. By fundamentally integrating data analysis and visualization, our software allows people to create powerful visualizations and dashboards that can lead to new discoveries. Our software is designed to seamlessly blend, filter and drill down on information, without the distraction of dialogue boxes, wizards and scripts, allowing users to rapidly and iteratively develop greater insight from their data.

Communication and sharing We facilitate more effective communication by empowering people to express themselves creatively and tell better stories with data. The collaborative features of our software are designed to foster more sharing of data and to improve the dissemination of information across and among enterprises. Our focus on designing our products for ubiquity allows users to publish results in a single format that can be consumed anywhere, enabling customers to interact with data readily and conveniently. We believe that our software enables our customers to share more insights and have richer conversations about their information.

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Enterprise grade Our products provide a secure, highly available, enterprise-class platform designed to scale to tens of thousands of users, across desktop, Web and mobile clients, and meet the needs of the largest organizations globally. We have built products that can be installed in minutes without specialized skills and readily integrate with enterprise data, management and security infrastructure. Our products provide enterprise-level security that has passed the stringent requirements of customers in the national defense, financial services and healthcare sectors. We believe our products uniquely blend the benefits of self-service and ease of use with enterprise readiness.

Value Our products are designed to provide an attractive return on investment to our customers. Our self-service product capabilities dramatically reduce IT resources, professional services and support costs typically associated with traditional or competing business intelligence vendors. Our software also has low minimum hardware requirements, which can reduce related capital costs. In addition, our pricing and land and expand business model allow customers to deploy our software without having to make significant upfront economic commitments.

Growth Strategy

Our mission to help people see and understand data presents a broad and momentous market opportunity. We intend to continue to invest in a number of growth initiatives to allow us to pursue our mission aggressively. Our strategies for growth include:

Expand our customer base We believe that we have the opportunity to substantially expand our present base of customer accounts. We are expanding our online and offline marketing efforts to increase our brand awareness. We are also making significant investments in growing both our direct sales teams and indirect sales channels.

Further penetrate our existing customer base Leveraging our land and expand business model, we intend to continue to increase adoption of our products within and across our existing customers, as they expand the number of users and develop new use cases for our products. A Forrester survey of information workers conducted in the fourth quarter of 2012 indicated that 59% of information workers are currently using spreadsheets for work.* We believe this presents an opportunity to extend the reach of our products within our customers. Our sales and marketing strategy and focus on customer success help our customers identify and pursue new use cases within their organizations.

Grow internationally With approximately 17% of our total revenues generated outside the United States and Canada in 2012, we believe there is significant opportunity to grow our international business. Our products currently support eight languages, and we are aggressively expanding our direct sales force and indirect sales channels outside the United States. In addition to our presence in Australia, Canada, England and France, we have recently expanded our international operations to include Germany, Ireland, Japan and Singapore, and we intend to invest in further expanding our footprint in these and other regions.

Relentlessly innovate and advance our products We have sought to rapidly improve the capabilities of our products over time and intend to continue to invest in product innovation and leadership. Building on our foundational technology innovations, including VizQL, we have released eight major versions of our software to date, rapidly expanding and improving our feature set and capabilities. We plan to continue to invest in research and development, including hiring top technical talent, focusing on core technology innovation and maintaining an agile organization that supports rapid release cycles. In particular, we intend to focus on further

* See note 4 in the section titled Market, Industry and Other Data.

developing our cloud and mobile capabilities, expanding our advanced analytical and statistical functionality, adding new visualization formats and expanding the range of data sources and platforms we can address.

Extend our distribution channels and partner ecosystem We plan to continue investing in distribution channels, technology partners and original equipment manufacturer, or OEM, relationships to help us enter and grow in new markets while complementing our direct sales efforts. We are actively growing our indirect channels, particularly in international markets. We intend to continue to invest in technology partnerships that enable us to build and promote complementary capabilities that benefit our customers. We have also recently introduced application programming interfaces, or APIs, to further empower our developer and OEM partner ecosystem to create applications that embed Tableau functionality.

Foster our passionate user community We benefit from a vibrant and engaged user community. We are investing in initiatives to further expand and energize this group, both online, through our online community site and through events such as our annual customer conferences. In addition, Tableau Public, which we launched as a free cloud-based service, has a community of engaged users from media, government, non-profit and other organizations, who are passionate about sharing public data online. We intend to expand these efforts and to seek other means to evangelize our mission and facilitate sharing of best practices and success stories.

Treasure and cultivate our exceptional culture We believe our culture is a core ingredient of our success. Our employees share a passion for our mission, and our mission stands at the top of a list of eight core cultural values that govern our approach to our business. Our other core values include: Teamwork; Product leadership; Using our own products; Respect; Honesty; Simplicity; and Commitment to delighting customers. Our values permeate our organization and drive our identity as a company. For example, we strive to paint virtually all aspects of our business with a brush of simplicity, including product user interfaces, pricing models, business processes and marketing strategies.

Risks Associated with Our Business

Our business is subject to numerous risks and uncertainties, including those highlighted in the section titled Risk Factors immediately following this prospectus summary. Some of these risks are:

due to our rapid growth, we have a limited operating history at our current scale, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful;

we may not be able to sustain our revenue growth rate or profitability in the future;

if we fail to manage our growth effectively, our business and results of operations will be adversely affected;

we face intense competition, and we may not be able to compete effectively, which could reduce demand for our products and adversely affect our business, growth, revenues and market share;

our success is highly dependent on our ability to penetrate the existing market for business analytics software as well as the growth and expansion of that market;

our future quarterly results of operations may fluctuate significantly due to a wide range of factors, which makes our future results difficult to predict;

- if we are unable to attract new customers and expand sales to existing customers, both domestically and internationally, our growth could be slower than we expect and our business may be harmed; and

- economic uncertainties or downturns could materially adversely affect our business.

Corporate Information

We were formed as Tableau Software LLC, a Delaware limited liability company, in 2003 and incorporated as Tableau Software, Inc., a Delaware corporation, in 2004. Our principal executive offices are located at 837 North 34th Street, Suite 200, Seattle, Washington 98103 and our telephone number is (206) 633-3400. Our website address is www.tableausoftware.com. Information contained on or accessible through our website is not a part of this prospectus and should not be relied upon in determining whether to make an investment decision.

Tableau, Tableau Software, VizQL, the Tableau Software logo and other trade names, trademarks or service marks of Tableau appearing in this prospectus are the property of Tableau. Trade names, trademarks and service marks of other companies appearing in this prospectus are the property of their respective holders.

Additionally, we are an emerging growth company as defined in the recently enacted Jumpstart Our Business Startups Act, or the JOBS Act, and therefore we may take advantage of certain exemptions from various public company reporting requirements, including not being required to have our internal control over financial reporting audited by our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and any golden parachute payments. We may take advantage of these exemptions until we are no longer an emerging growth company. In addition, the JOBS Act provides that an emerging growth company can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this exemption and, therefore, we will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies until these standards apply to private companies.

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The Offering

Class A common stock offered by Tableau	5,000,000 shares
Class A common stock offered by the selling stockholders	3,200,000 shares
Class A common stock to be outstanding after this offering	8,200,000 shares
Class B common stock to be outstanding after this offering	49,314,508 shares
Total Class A and Class B common stock to be outstanding after this offering	57,514,508 shares
Option to purchase additional shares of Class A common stock offered by Tableau	1,230,000 shares
Voting rights	We have two classes of authorized common stock: Class A common stock and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion rights. The holders of Class A common stock are entitled to one vote per share, and the holders of Class B common stock are entitled to ten votes per share, on all matters that are subject to stockholder vote. The Class B common stock also has certain approval rights for certain corporate actions. Following the completion of this offering, each share of Class B common stock may be converted into one share of Class A common stock at the option of the holder thereof with advance approval of our board of directors, and will be automatically converted into one share of Class A common stock upon transfer thereof, subject to certain exceptions. See the section titled Description of Capital Stock for additional information.

Use of proceeds	We estimate that our net proceeds from this offering will be approximately $141.6 million, based on the initial public offering price of $31.00 per share, and after deducting the underwriting discounts and commissions and estimated offering expenses payable by us. We intend to use the net proceeds to us from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds from this offering for acquisitions of, or investments in, technologies, solutions or businesses that complement our business, although we have no present commitments or agreements to enter into any such acquisitions or investments. We will not receive any of the proceeds from the sale of shares to be offered by the selling stockholders. See the section titled Use of Proceeds for additional information.
Risk factors	See the section titled Risk Factors beginning on page 15 and the other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our Class A common stock.
NYSE symbol	DATA

The number of shares of Class A and Class B common stock to be outstanding upon the completion of this offering is based on no shares of our Class A common stock and 52,514,508 shares of our Class B common stock outstanding as of March 31, 2013, and excludes:

15,160,377 shares of Class B common stock issuable upon the exercise of outstanding stock options as of March 31, 2013 pursuant to our 2004 Equity Incentive Plan, or our 2004 Plan, at a weighted-average exercise price of $5.50 per share;

640,900 shares of Class B common stock issuable upon the exercise of outstanding stock options issued after March 31, 2013 pursuant to our 2004 Plan or our 2013 Equity Incentive Plan, or 2013 Plan, at a weighted-average exercise price of $26.84 per share;

54,167 shares of Class B common stock issuable upon the exercise of a warrant outstanding as of March 31, 2013 at an exercise price of $0.60 per share;

6,364,714 shares of Class A common stock reserved for future issuance under our 2013 Plan as of March 31, 2013 (assuming that 6,364,714 shares of Class B common stock were reserved for issuance under our 2004 Plan immediately prior to the time our 2013 Plan became effective) as well as any automatic increases in the number of shares of Class A common stock reserved for future issuance under this benefit plan; and

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- 2,000,000 shares of Class A common stock reserved for issuance under our 2013 Employee Stock Purchase Plan, or our ESPP, as well as any automatic increases in the number of shares of Class A common stock reserved for future issuance under this benefit plan.

In addition, unless we specifically state otherwise, all information in this prospectus assumes:

- the filing of our amended and restated certificate of incorporation in Delaware and the adoption of our amended and restated bylaws, each of which will occur upon the completion of this offering;
- the automatic conversion of all outstanding shares of our preferred stock into an aggregate of 17,416,317 shares of Class B common stock immediately prior to the completion of this offering; and
- no exercise of the underwriters option to purchase up to an additional 1,230,000 shares of Class A common stock.

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Summary Consolidated Financial and Other Data

The following tables summarize our consolidated financial and other data. You should read this summary consolidated financial and other data together with the sections titled Selected Consolidated Financial and Other Data and Management s Discussion and Analysis of Financial Condition and Results of Operations as well as our consolidated financial statements and related notes included elsewhere in this prospectus.

We have derived the consolidated statements of operations data for the years ended December 31, 2010, 2011 and 2012 from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the unaudited consolidated statements of operations data for the three months ended March 31, 2012 and 2013 and the unaudited consolidated balance sheet data as of March 31, 2013 from our unaudited consolidated financial statements that are included elsewhere in this prospectus. Our unaudited consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which consist only of normal recurring adjustments, necessary for the fair statement of those unaudited consolidated financial statements. Our historical results are not necessarily indicative of the results that should be expected in the future, and our interim results are not necessarily indicative of the results that should be expected for the full year or any other period.

	Year Ended December 31,			Three Months Ended March 31,					
	2010	2011	2012	2012	2013				
	(in thousands, except per share data)			(unaudited)					
Consolidated Statements of Operations Data:									
Revenues									
License	$ 24,223	$ 44,414	$ 89,883	$ 17,456	$ 26,426				
Maintenance and services	9,938	17,946	37,850	7,229	13,592				
Total revenues	34,161	62,360	127,733	24,685	40,018				
Cost of revenues									
License	67	213	305	56	176				
Maintenance and services	1,271	2,800	10,057	1,615	3,374				
Total cost of revenues[1]	1,338	3,013	10,362	1,671		46,870	38,753	89,164	74,134
Store expenses	32,461	26,877	63,510	52,050					
Administrative expenses	4,156	3,548	8,383	7,437					
Pre-opening and relocation expenses	870	1,211	1,447	2,100					
Operating income	9,383	7,117	15,824	12,547					
Other (expense) income:									
Dividends and interest income	—	1	—	2					
Interest expense	(714)	(704)	(1,449)	(1,411)					

Total other expense, net	(714)	(703)	(1,449)	(1,409)
Income before income taxes	8,669	6,414	14,375	11,138
Provision for income taxes	(3,266)	(2,415)	(5,408)	(4,217)
Net income	$5,403	3,999	8,967	6,921
Net income per common share:				
Basic	$0.24	0.18	0.40	0.31
Diluted	$0.24	0.18	0.40	0.31
Weighted average common shares outstanding:				
Basic	22,488,667	22,464,941	22,487,884	22,453,441
Diluted	22,499,322	22,483,753	22,496,919	22,477,201

See accompanying notes to unaudited interim consolidated financial statements.

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NATURAL GROCERS BY VITAMIN COTTAGE, INC.

Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands)

	Six months ended March 31,	
	2015	**2014**
Operating activities:		
Net income	$8,967	6,921
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,130	8,054
Gain on disposal of property and equipment	(4)	—
Share-based compensation	297	263
Excess tax benefit from share-based compensation	—	(460)
Deferred income tax benefit	(1,467)	(437)
Non-cash interest expense	8	11
Interest accrued on investments and amortization of premium	—	9
Changes in operating assets and liabilities		
(Increase) decrease in:		
Accounts receivable, net	(27)	600
Income tax receivable	—	359
Merchandise inventory	(5,620)	(7,618)
Prepaid expenses and other assets	(568)	(981)
Increase in:		
Accounts payable	8,134	5,382
Accrued expenses	3,889	1,876
Deferred rent and leasehold incentives	487	1,669
Other long-term liabilities	103	—
Net cash provided by operating activities	24,329	15,648
Investing activities:		
Acquisition of property and equipment	(15,957)	(17,853)
Proceeds from sale of property and equipment	4	—
Payment for acquisition	(5,601)	—
Proceeds from maturity of available-for-sale securities	—	1,045
Decrease in restricted cash	—	500
Net cash used in investing activities	(21,554)	(16,308)
Financing activities:		
Borrowings under credit facility	66,790	530
Repayments under credit facility	(66,790)	(530)

Capital and financing lease obligations payments	(116)	(88)
Contingent consideration payments for acquisition	(514)	—
Excess tax benefit from share-based compensation	—	460
Payments of withholding tax for restricted stock unit vesting	(22)	—
Credit facility fees paid	—	(30)
Net cash (used in) provided by financing activities	(652)	342
Net increase (decrease) in cash and cash equivalents	2,123	(318)
Cash and cash equivalents, beginning of period	5,113	8,132
Cash and cash equivalents, end of period	$7,236	7,814
Supplemental disclosures of cash flow information:		
Cash paid for interest	$27	—
Cash paid for interest on capital and financing lease obligations	1,538	1,392
Income taxes paid	5,099	3,656
Supplemental disclosures of non-cash investing and financing activities:		
Acquisition of property and equipment not yet paid	$2,358	3,341
Property acquired through capital and financing lease obligations	3,355	14

See accompanying notes to unaudited interim consolidated financial statements.

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NATURAL GROCERS BY VITAMIN COTTAGE, INC.

Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2015 and 2014

1. Organization

Nature of Business

Natural Grocers by Vitamin Cottage, Inc. (Natural Grocers or the Holding Company) and its consolidated subsidiaries (collectively, the Company) operate retail stores that specialize in natural and organic groceries and dietary supplements. The Company typically operates its retail stores under its trademark *Natural Grocers by Vitamin Cottage*®. As of March 31, 2015, the Company operated 95 stores in 16 states, including 33 stores in Colorado, 14 in Texas, eight in Oregon, seven in Kansas, five each in New Mexico and Oklahoma, four each in Arizona and Montana, three each in Idaho and Nebraska, two each in Missouri, Utah and Wyoming, and one each in Arkansas, Nevada and Washington. The Company also has a bulk food repackaging facility and distribution center in Colorado. The Company had 87 stores in 14 states as of September 30, 2014.

2. Basis of Presentation and Summary of Significant Accounting Policies

Consolidated Financial Statements

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial statements and are in the form prescribed by the Securities and Exchange Commission in Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The information included in this report on Form 10-Q should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended September 30, 2014. The accompanying consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair

presentation of the Company’s financial results. Interim results are not necessarily indicative of results for any other interim period or for a full fiscal year. The Company reports its results of operations on a fiscal year ending September 30.

The Holding Company was incorporated in Delaware on April 9, 2012. The accompanying consolidated financial statements include all the accounts of the Holding Company’s wholly owned subsidiaries, Vitamin Cottage Natural Food Markets, Inc. (the Operating Company), Vitamin Cottage Two Ltd. Liability Company and Natural Systems, LLC. The Operating Company formed the Holding Company in order to facilitate the purchase of the remaining noncontrolling interest in Boulder Vitamin Cottage Group, LLC and the consummation of the Company’s initial public offering (IPO) during fiscal year 2012. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company has one reporting segment, natural and organic retail stores. Sales from the Company’s natural and organic retail stores are derived from sales of the following products, which are presented as a percentage of sales for the three and six months ended March 31, 2015 and 2014 as follows:

	Three months ended			**Six months ended**	
	March 31,			**March 31,**	
	2015		**2014**	**2015**	**2014**
Grocery	66.0	%	66.1	66.3	66.3
Dietary supplements	23.1		24.0	22.6	23.7
Other	10.9		9.9	11.1	10.0
	100.0	%	100.0	100.0	100.0

Business Combinations

Business combinations are accounted for using the acquisition method of accounting, which requires that the purchase price paid for an acquisition be allocated to the assets and liabilities acquired based on their estimated fair values as of the effective date of the acquisition, with the excess of the purchase price over the fair value of net assets acquired being reported as goodwill. Acquisition-related costs are considered separate transactions and are expensed as incurred.

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Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including the fair value of assets acquired and liabilities assumed in a business combination), the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management reviews its estimates on an ongoing basis, including those related to allowances for self-insurance reserves, valuation of inventories, useful lives of property and equipment for depreciation and amortization, valuation allowances for deferred tax assets and liabilities and litigation based on currently available information. Changes in facts and circumstances may result in revised estimates and actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, “Revenue from Contracts with Customers.” ASU No 2014-09 provides guidance for revenue recognition and will replace most existing revenue recognition guidance in GAAP when it becomes effective. The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled for the transfer of those goods or services. This guidance will be effective for the Company beginning on October 1, 2017 and early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company has not yet selected a transition method and is currently in the process of evaluating the impact of adoption of this ASU on the Company’s consolidated financial statements and related disclosures.

3. Earnings Per Share

Basic earnings per share (EPS) excludes dilution and is computed by dividing net income by the weighted average shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if the Company’s granted but unvested restricted stock units were to vest, resulting in the issuance of common stock that would then share in the earnings of the Company. Presented below are basic and diluted EPS for the three and six months ended March 31, 2015 and 2014, dollars in thousands, except per share data:

	Three months ended March 31,		**Six months ended March 31,**	
	2015	**2014**	**2015**	**2014**
Net income	$5,403	3,999	8,967	6,921

Weighted average common shares outstanding	22,488,667	22,464,941	22,487,884	22,453,441
Effect of dilutive securities	10,655	18,812	9,035	23,760
Weighted average common shares outstanding including effect of dilutive securities	22,499,322	22,483,753	22,496,919	22,477,201
Basic earnings per share	$0.24	0.18	0.40	0.31
Diluted earnings per share	$0.24	0.18	0.40	0.31

There were 6,162 and 33,378 non-vested restricted stock units (RSUs) for the three and six months ended March 31, 2015, respectively, excluded from the calculation as they are antidilutive. There were 3,558 antidilutive non-vested RSUs for the three and six months ended March 31, 2014.

The Company did not declare any dividends in the three or six months ended March 31, 2015 or 2014.

4. Debt

Credit Facility

The Company has a secured revolving credit facility (the Credit Facility). The Operating Company is the borrower under the Credit Facility and its obligations under the Credit Facility are guaranteed by the Holding Company.

On December 12, 2013, the Company amended and restated its then-existing $15.0 million credit agreement, as a result of which, among other things: (i) the maturity date of the Company's Credit Facility was extended by three years to January 31, 2017; (ii) the Company has the right to request the issuance of letters of credit under the Credit Facility of up to $3.0 million; (iii) the Company is allowed to increase the amount available under the Credit Facility, by an additional amount that may not exceed $10.0 million, by obtaining an additional commitment or commitments; (iv) a requirement for a consolidated earnings before interest, taxes, depreciation and amortization to revenue ratio was eliminated; and (v) the unused commitment fee was changed from 0.20% to amounts ranging from 0.15% to 0.35% based on certain conditions. The Company may borrow, prepay and re-borrow amounts under the Credit Facility at any time prior to the maturity date.

The Company had no amounts outstanding on the Credit Facility as of March 31, 2015 and September 30, 2014. As of March 31, 2015 and September 30, 2014, the Company had undrawn, issued and outstanding letters of credit of approximately $1.0 million and $0.7 million, respectively, which reduced, on a dollar-for-dollar basis, the amount available for borrowing under the terms of the Credit Facility. There was approximately $14.0 million and $14.3 million as of March 31, 2015 and September 30, 2014, respectively, available for borrowing under the Credit Facility.

As of March 31, 2015 and September 30, 2014, the Company was in compliance with the debt covenants under the Credit Facility.

Capital and Financing Lease Obligations

From time to time, the Company enters into various leases that are included in capital and financing lease obligations. The Company does not record rent expense for these capitalized real estate leases, but rather rental payments under the capital leases are recognized as a reduction of the capital and financing lease obligation and as interest expense (see Note 5).

Interest

The Company incurred gross interest expense of approximately $0.7 million for each of the three months ended March 31, 2015 and 2014, and approximately $1.4 million for each of the six months ended March 31, 2015 and 2014. Interest expense for the three and six months ended March 31, 2015 and 2014 relates primarily to interest on capital and financing lease obligations. The Company capitalized $0.1 million of interest for each of the three and six months ended March 31, 2015, with no interest capitalized in the three and six months ended March 31, 2014, and had insignificant amounts of amortization of deferred financing costs for the three and six months ended March 31, 2015 and 2014.

5. Lease Commitments

Capital and financing lease obligations as of March 31, 2015 and September 30, 2014, are as follows, dollars in thousands:

	As of March 31, 2015	September 30, 2014
Capital lease finance obligations, due in monthly installments through fiscal year 2028	$17,267	14,989
Capital lease obligations, due in monthly installments through fiscal year 2028	4,607	4,672
Capital lease finance obligations for assets under construction, due in monthly installments through fiscal year 2026	3,355	2,316
Total capital and financing lease obligations	25,229	21,977
Less current portion	(296)	(229)
Total capital and financing lease obligations, net of current portion	$24,933	21,748

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6. Property and Equipment

The Company had the following property and equipment balances as of March 31, 2015 and September 30, 2014, dollars in thousands:

	Useful lives (in years)	As of March 31, 2015	September 30, 2014
Construction in process	n/a	$ 5,050	6,867
Capitalized real estate leases for build-to-suit stores, including unamortized land of $617 and $617, respectively	40	19,512	17,107
Capitalized real estate leases	15	4,866	4,866
Land	n/a	192	192
Buildings	40	4,986	3,985
Land improvements	5 - 15	1,015	1,000
Leasehold and building improvements	1 - 25	84,498	74,691
Fixtures and equipment	5 - 7	76,354	69,894
Computer hardware and software	3 - 5	11,934	10,740
		208,407	189,342
Less accumulated depreciation and amortization		(79,211)	(69,118)
Property and equipment, net		$ 129,196	120,224

Capitalized real estate leases for build-to-suit stores includes the assets for the Company’s buildings under capital lease finance obligations, and capitalized real estate leases includes assets for the Company’s buildings under capital lease obligations (see Note 5).

Construction in process includes $3.3 million and approximately $2.3 million as of March 31, 2015 and September 30, 2014, respectively, related to construction costs for leases in process for which the Company was deemed the owner during the construction period.

Depreciation and amortization expense for the three and six months ended March 31, 2015 and 2014 is summarized as follows, dollars in thousands:

	Three months ended March 31,		Six months ended March 31,	
	2015	**2014**	**2015**	**2014**
Depreciation and amortization expense included in cost of goods sold and occupancy costs	$198	190	397	376
Depreciation and amortization expense included in store expenses	4,753	3,799	9,348	7,442
Depreciation and amortization expense included in administrative expenses	198	127	385	236
Total depreciation and amortization expense	$5,149	4,116	10,130	8,054

7. Goodwill and Other Intangible Assets

Goodwill and other intangible assets as of March 31, 2015 and September 30, 2014, are summarized as follows, dollars in thousands:

	Useful lives (in years)			As of March 31, 2015			September 30, 2014	
Amortizable intangible assets:								
Covenants not to compete	2	-	5	$	353		293	
Favorable operating lease		5			339		339	
Other intangibles	0.5	-	1		27		22	
Amortizable intangible assets					719		654	
Less accumulated amortization					(665	)	(654	)
Amortizable intangible assets, net					54		—	
Trademark		Indefinite			389		389	
Total other intangibles, net					443		389	
Goodwill		Indefinite			5,198		511	
Total goodwill and other intangibles, net				$	5,641		900	

Amortization expense was less than $0.1 million for each of the three and six months ended March 31, 2015 and 2014. The increase in goodwill and intangible assets in the six months ended March 31, 2015 was due to the acquisition which closed on December 7, 2014 (see Note 12).

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8. Accrued Expenses

The composition of accrued expenses as of March 31, 2015 and September 30, 2014 is summarized as follows, dollars in thousands:

	As of March 31, 2015	September 30, 2014
Payroll and employee-related expenses	$7,314	5,886
Accrued income taxes payable	6,672	4,868
Accrued property, sales and use tax payable	3,351	3,409
Accrued marketing expenses	971	421
Deferred revenue related to gift card sales	838	725
Other	613	513
Total accrued expenses	$19,759	15,822

9. Fair Value Measurements

The Company records its financial assets and liabilities in accordance with the framework for measuring fair value in authoritative guidance. The framework establishes a fair value hierarchy that distinguishes between assumptions based on market data (observable inputs) and market participant's assumptions (unobservable inputs). Non-financial assets, such as goodwill and long-lived assets, are accounted for at fair value, if determined to be impaired, on a non-recurring basis. These items are tested for impairment on the occurrence of a triggering event or in the case of goodwill, at least on an annual basis.

The carrying amounts of financial instruments including cash, accounts receivable, accounts payable and other accrued expenses, approximate fair value because of the short maturity of those instruments.

10. Share-based Compensation

The Company adopted an Omnibus Incentive Plan (the Plan) on July 17, 2012. RSUs granted pursuant to the Plan, if they vest, will be settled in shares of the Company's common stock. Changes in the number of non-vested RSUs outstanding under the Plan during the six months ended March 31, 2015 were as follows:

	RSUs	Weighted average grant date fair value
Non-vested as of September 30, 2014	37,194	$ 34.77
Granted	22,990	20.65
Forfeited	(6,420)	33.62
Vested	(6,923)	30.18
Non-vested as of March 31, 2015	46,841	28.67

As of March 31, 2015, all outstanding RSUs have been granted either to independent members of the Company's Board of Directors or to certain employees of the Company who are not named executive officers.

The Company recorded total share-based compensation expense before income taxes of approximately $0.1 million and $0.3 million in the three and six months ended March 31, 2015, respectively, and recorded $0.2 million and $0.3 million in the three and six months ended March 31, 2014, respectively. The share-based compensation expense is included in cost of goods sold and occupancy expenses, store expenses or administrative expenses in the consolidated statements of income consistent with the manner in which the independent board member or employee's compensation expense is presented.

As of March 31, 2015, there was approximately $1.0 million in unrecognized share-based compensation expense related to non-vested RSUs net of estimated forfeitures, which the Company anticipates will be recognized over a weighted average period of approximately 2.5 years.

11. Related Party Transactions

The Company has ongoing relationships with related entities as noted below:

Chalet Properties, LLC: The Company has six operating leases and one capital lease with Chalet Properties, LLC (Chalet). Chalet is owned by four of the Company's non-independent board members: Kemper Isely, Zephyr Isely, Heather Isely and Elizabeth Isely, and other related family members. Rent paid to Chalet was approximately $0.3 million for each of the three months ended March 31, 2015 and 2014. Rent paid to Chalet was approximately $0.6 million for each of the six months ended March 31, 2015 and 2014. During the quarter ended December 31, 2014, the Company amended an existing lease with Chalet to obtain additional square footage at one Company store. Due to the Company's involvement with construction for the additional space, the amended lease was deemed to be a capital financing lease in the quarter ended December 31, 2014.

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Isely Family Land Trust LLC: The Company has one operating lease with the Isely Family Land Trust LLC (Land Trust). The Land Trust is owned by the Isely Children's Trust and by the Margaret A. Isely Family Trust. Rent paid to the Land Trust was approximately $0.1 million for each of the three months ended March 31, 2015 and 2014. Rent paid to the Land Trust was approximately $0.2 million for each of the six months ended March 31, 2015 and 2014.

12. Business Combination

On December 7, 2014, the Company purchased substantially all of the assets and assumed certain liabilities of natural foods retailer Nature's Pantry, Inc. (Store Acquisition), which operated one retail store in Independence, Missouri. Following the Store Acquisition, the store was rebranded as a Natural Grocers by Vitamin Cottage store. The transaction has been recorded in accordance with Accounting Standards Codification 805, "Business Combinations." Assets acquired included, but were not limited to, inventory, property and equipment and certain intangible assets, including the Nature's Pantry internet domain name and a covenant not to compete. The purchase price has been provisionally allocated to tangible and identifiable intangible assets totaling approximately $1.5 million based on their estimated fair values at the date of acquisition, summarized as follows, dollars in thousands:

Inventory and supplies	$726
Property and equipment	680
Other	65
Total provisionally allocated to tangible and identifiable intangible assets	$1,471

During the three months ended March 31, 2015, the Company adjusted the provisional fair value measurement as of the date of acquisition for property and equipment, resulting in an increase of $0.1 million in the purchase price allocated to property and equipment and a decrease of $0.1 million in goodwill. Total costs in excess of tangible and identifiable intangible assets acquired of approximately $4.7 million have been recorded as goodwill and reflects the value the Company sees in a similar long-term commitment to nutrition education and natural and organic products. A significant portion of the goodwill recognized is expected to be deductible for income tax purposes. During the six months ended March 31, 2015, the Company paid cash of $6.1 million related to the Store Acquisition, which includes the payment during the three months ended March 31, 2015 of $0.5 million of contingent consideration, which had been accrued in the three months ended December 31, 2014.

Results of these acquired operations are included in our unaudited Consolidated Statements of Income for the period beginning December 7, 2014 through March 31, 2015.

13. Commitments and Contingencies

The Company is periodically involved in various legal proceedings that are incidental to the conduct of its business, including but not limited to employment discrimination claims, customer injury claims and investigations. When the potential liability from a matter can be estimated and the loss is considered probable, the Company records the estimated loss. Due to uncertainties related to the resolution of lawsuits, investigations and claims, the ultimate outcome may differ from the estimates. Although the Company cannot predict with certainty the ultimate resolution of any lawsuits, investigations and claims asserted against it, management does not believe any currently pending legal proceeding to which the Company is a party will have a material adverse effect on its business, prospects, financial condition, cash flows or results of operations.

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with our unaudited consolidated financial statements and notes thereto included elsewhere in this report on Form 10-Q and with our Form 10-K. This discussion and analysis contains forward-looking statements. Refer to "*Forward-Looking Statements"* at the beginning of this report on Form 10-Q for an explanation of these types of statements. All references to a "fiscal year" refer to a year beginning on October 1 of the previous year, and ending on September 30 of such year (for example "fiscal year 2015" refers to the fiscal year from October 1, 2014 to September 30, 2015). Summarized numbers included in this section, and corresponding percentage or basis point changes may not sum due to the effects of rounding.

Company Overview

We operate natural and organic grocery and dietary supplement stores that are focused on providing high quality products at affordable prices, exceptional customer service, nutrition education and community outreach. We believe we have been at the forefront of the natural and organic foods movement since our founding. We are headquartered in Lakewood, Colorado. As of March 31, 2015, we operated 95 stores in 16 states, including Colorado, Arizona, Arkansas, Idaho, Kansas, Missouri, Montana, Nebraska, Nevada, New Mexico, Oklahoma, Oregon, Texas, Utah, Washington and Wyoming. We also operate a bulk food repackaging facility and distribution center in Colorado.

We offer a variety of natural and organic groceries and dietary supplements that meet our strict quality standards. We regularly review and update these standards.

The size of our stores varies from 5,000 to 16,000 selling square feet. During the twelve months ended March 31, 2015, our new stores averaged approximately 11,500 selling square feet.

The growth in the organic and natural foods industry and growing consumer interest in health and nutrition have enabled us to continue to open new stores and enter new markets. During the five fiscal years ended September 30, 2014, we increased our store count at a compound annual growth rate of 21.4%. In fiscal year 2014, we opened 15 new stores, and we currently plan to open 18 new stores in fiscal year 2015, eight of which we opened during the six months ended March 31, 2015. As of the date of this report, we have a total of 12 signed leases for new stores, eight of which we plan to open in fiscal year 2015 in Arizona, Colorado, Kansas, Minnesota, North Dakota and Oklahoma. Additionally, we plan to remodel two existing store locations and relocate one existing store location in fiscal year 2015.

Performance Highlights

Key highlights of our recent performance are discussed briefly below and are discussed in further detail throughout this MD&A. Key financial metrics, including, but not limited to, comparable store sales, daily average comparable store sales, mature store sales and daily average mature store sales are defined under the caption “Key Financial Metrics in Our Business,” presented later in this MD&A.

Net sales. Net sales were $157.7 million for the three months ended March 31, 2015, which is an increase of $27.4 million, or 21.0%, compared to net sales of $130.3 million for the three months ended March 31, 2014. Net sales were $303.6 million for the six months ended March 31, 2015, which is an increase of $52.7 million, or 21.0%, compared to net sales of $250.9 million for the six months ended March 31, 2014.

Comparable store sales and daily average comparable store sales. Comparable store sales and daily average comparable store sales for the three months ended March 31, 2015 each increased 5.6% over the three months ended March 31, 2014. Comparable store sales and daily average comparable store sales for the six months ended March 31, 2015 each increased 5.9% over the six months ended March 31, 2014.

Mature store sales and daily average mature store sales. Mature store sales and daily average mature store sales for the three months ended March 31, 2015 each increased 2.6% over the three months ended March 31, 2014. Mature store sales and daily average mature store sales for the six months ended March 31, 2015 each increased 2.7% over the six months ended March 31, 2014.

Net income. Net income was $5.4 million for the three months ended March 31, 2015, which increased $1.4 million, or 35.1%, when compared to net income of $4.0 million for the three months ended March 31, 2014. Net income was $9.0 million for the six months ended March 31, 2015, which increased $2.0 million, or 29.6%, when compared to net income of $6.9 million for the six months ended March 31, 2014.

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EBITDA. Earnings before interest, taxes, depreciation and amortization (EBITDA) was $14.5 million in the three months ended March 31, 2015, an increase of $3.3 million, or 29.4%, from $11.2 million in the three months ended March 31, 2014. We generated EBITDA of $26.0 million in the six months ended March 31, 2015, an increase of $5.4 million, or 26.0%, from $20.6 million in the six months ended March 31, 2014. EBITDA is not a measure of financial performance under GAAP. Refer to the end of this MD&A for a definition of EBITDA and a reconciliation of net income to EBITDA.

Liquidity. As of March 31, 2015, cash and cash equivalents was $7.2 million, and there was $14.0 million available under our $15.0 million amended and restated secured credit facility (our Credit Facility). As of March 31, 2015, we had $1.0 million outstanding in letters of credit, which were reserved against the amount available for borrowing under the terms of our Credit Facility.

New store growth. We opened four and five new stores during the three months ended March 31, 2015 and 2014, respectively, and opened eight and nine new stores during the six months ended March 31, 2015 and 2014, respectively. We operated a total of 95 stores as of March 31, 2015, compared to 81 stores as of March 31, 2014 and 65 stores as of March 31, 2013, resulting in growth rates of 17.3% and 24.6% for the twelve month periods ended March 31, 2015 and 2014, respectively. We plan to open a total of 18 new stores in fiscal year 2015, which would result in an annual new store growth rate of 20.7% for fiscal year 2015.

Industry Trends and Economics

We have identified the following recent trends and factors that have impacted and may continue to impact our results of operations and financial condition:

Opportunities in the growing natural and organic grocery and dietary supplements industry. Our industry, which includes organic and natural foods and dietary supplements, continues to experience growth driven primarily by increased public interest in health and nutrition. Capitalizing on this opportunity, we have continued to open new stores and enter new markets. As we open new stores, our results of operations have been, and may continue to be, materially affected based on the timing, nature, location and number of new stores we open, their initial sales and new lease costs. The length of time it takes for a new store to become profitable can vary depending on a number of factors, including location, competition, a new market versus an existing market, the strength of store management and general economic conditions. Once a new store is open, it typically grows at a faster rate than mature stores for several years after its opening date. Mature stores are stores that have been open for any part of five fiscal years or longer.

As we continue to expand across the United States and enter markets where consumers may not be as familiar with our brand, we seek to secure prime real estate locations for our stores to establish greater visibility with consumers in those markets. This strategy has resulted in higher lease costs, and we anticipate these increased costs will continue for the foreseeable future. Our financial results for the three and six months ended March 31, 2015 reflect the effects

of these factors, and we anticipate future periods will be similarly impacted.

Our performance is also impacted by trends regarding natural and organic products, dietary supplements and at-home meal preparation. Consumer preferences towards dietary supplements or natural and organic food products might shift as a result of, among other things, economic conditions, food safety perceptions, reduced or changed consumer choices and the cost of these products. Our store offerings are comprised of natural and organic products and dietary supplements. A change in consumer preferences away from our offerings, including as a result of reductions or changes in our offerings, would have a material adverse effect on our business. Reduced or changed consumer choices may result from the implementation of our requirements for dairy products that satisfy our pasture-based, non-confinement standards. Additionally, negative publicity regarding natural and organic products or dietary supplements, or upgraded standards that reduce or change consumer choices, may adversely affect demand for our products and could result in lower consumer traffic, sales and results of operations.

Competition. The grocery and dietary supplement retail business is a large, fragmented and highly competitive industry. Our competition varies by market and includes conventional supermarkets, natural, gourmet and specialty food markets, mass and discount retailers, warehouse clubs, independent health food stores, dietary supplement retailers, drug stores, farmers markets, food co-ops, home delivery services, mail order and online retailers and multi-level marketers. We have recently faced increased competition as a result of the opening of natural and organic, gourmet and/or specialty food retailers, as well as the increased offering of natural and organic foods at conventional grocers. The longer term impact is more difficult to predict and is dependent on a number of factors in a particular market. We believe our commitment to carrying only carefully vetted, affordably priced and high-quality natural and organic products and dietary supplements, as well as our focus on providing exceptional customer service and operational excellence, differentiate us in the industry and provide us the competitive advantage to effectively respond to the increased competition.

Impact of broader economic trends. The grocery industry and our sales are affected by general economic conditions, including, but not limited to, consumer spending, economic conditions, the level of disposable consumer income, consumer debt, interest rates, the price of commodities, the political environment and consumer confidence.

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Outlook

We believe there are several key factors that have contributed to our success and will enable us to continue to expand profitably and increase our comparable store sales, including a loyal customer base, increasing basket size, growing consumer interest in nutrition and wellness, a differentiated shopping experience that focuses on customer service, nutrition education and a shopper friendly retail environment, and our focus on high quality, affordable natural and organic groceries and dietary supplements.

We plan for the foreseeable future to continue opening new stores and entering new markets at or above recent levels of growth. During the past few years, we have successfully expanded our infrastructure to enable us to support our continued growth. This has included successfully implementing our ERP system, hiring key personnel and developing efficient new store opening processes and relocating and expanding our bulk food repackaging facility and distribution center. In fiscal year 2014, we substantially completed the implementation of a human resources information and learning management system, which we believe will allow us to more efficiently and effectively onboard and train our employees at all locations. In fiscal year 2015, we redesigned our website to enhance functionality and create a more engaging user experience and began home delivery services in select markets. In addition, we are exploring options to include additional services through other digital platforms, such as digital coupons and a loyalty program.

We believe there are opportunities for us to continue to expand our store base and focus on increasing comparable store sales. Future sales growth, including comparable store sales, could vary due to increasing competitive conditions in the natural and organic grocery and dietary supplement industry. As we continue to expand our store base, we believe there are opportunities for increased leverage in costs as a percentage of sales, such as administrative expenses, as well as increased economies of scale in sourcing products. However, due to our commitment to providing high-quality products at affordable prices and increased competition, such sourcing economies and efficiencies at our bulk food repacking facility and distribution center may not be reflected in our gross margin in the near term.

Our operating results may be affected by a variety of internal and external factors and trends described more fully in the section “Risk Factors” contained in our Form 10-K.

Key Financial Metrics in Our Business

In assessing our performance, we consider a variety of performance and financial measures. The key measures are as follows:

Net sales

Our net sales are comprised of gross sales net of discounts, in-house coupons and returns. In comparing net sales between periods we monitor the following:

Change in comparable store sales. We begin to include sales from a store in comparable store sales on the first day of the thirteenth full month following the store's opening. We monitor the percentage change in comparable store sales by comparing sales from all stores in our comparable store base for a reporting period against sales from the same stores for the same number of operating months in the comparable reporting period of the prior year. When a store that is included in comparable store sales is remodeled or relocated, we continue to consider sales from that store to be comparable store sales. Our comparable store sales data may not be presented on the same basis as our competitors. We use the term "new stores" to refer to stores that have been open or operated by us for less than thirteen months.

Change in daily average comparable store sales. Daily average comparable store sales are comparable store sales divided by the number of selling days in each period. We use this metric to remove the effect of differences in the number of selling days we are open during the comparable periods.

Change in mature store sales. We begin to include sales from a store in mature store sales after the store has been open for any part of five fiscal years (for example, our mature stores for fiscal year 2015 are stores that opened during or before fiscal year 2010). We monitor the percentage change in mature store sales by comparing sales from all stores in our mature store base for a reporting period against sales from the same stores for the same number of operating months in the comparable reporting period of the prior year. When a store that is included in mature store sales is remodeled or relocated, we continue to consider sales from that store to be mature store sales. Our mature store sales data may not be presented on the same basis as our competitors.

Change in daily average mature store sales. Daily average mature store sales are mature store sales divided by the number of selling days in each period. We use this metric to remove the effect of differences in the number of selling days during the comparable periods.

Transaction count. Transaction count represents the number of transactions reported at our stores over such period and includes transactions that are voided, return transactions and exchange transactions.

Average transaction size. Average transaction size, or basket size, is calculated by dividing net sales by transaction count for a given time period. We use this metric to track the trends in average dollars spent in our stores per customer transaction.

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Cost of goods sold and occupancy costs

Our cost of goods sold and occupancy costs include the cost of inventory sold during the period (net of discounts and allowances), shipping and handling costs, distribution and supply chain costs (including the costs of our bulk food repackaging facility), buying costs, shrink and store occupancy costs. Store occupancy costs include rent, common area maintenance and real estate taxes. Depreciation expense included in cost of goods sold relates to depreciation of assets directly used at our bulk food repackaging facility. The components of our cost of goods sold and occupancy costs may not be identical to those of our competitors, and as a result, our cost of goods sold and occupancy costs data included in this report on Form 10-Q may not be identical to those of our competitors, and may not be comparable to similar data made available by our competitors. Occupancy costs as a percentage of sales typically decrease as new stores mature and increase sales. We do not record straight-line rent expense in cost of goods sold and occupancy costs for the leases classified as capital and financing lease obligations, but rather rent payments are recognized as a reduction of the related obligations and as interest expense. Additionally, depreciation expense related to the capitalized asset is recorded in store expenses.

Gross profit and gross margin

Gross profit is equal to our net sales less our cost of goods sold and occupancy costs. Gross margin is gross profit as a percentage of sales. Gross margin is impacted by changes in retail prices, product costs, occupancy costs, and the mix of products sold, as well as the rate at which we open new stores.

Store expenses

Store expenses consist of store level expenses, such as salary and benefits, share-based compensation, supplies, utilities, depreciation, advertising, bank credit card charges and other related costs associated with operations and purchasing support. Depreciation expense included in store expenses relates to depreciation for assets directly used at the stores including depreciation on capitalized real estate leases, land improvements, leasehold improvements, fixtures and equipment and computer hardware and software. Additionally, store expenses include any gain or loss recorded on the disposal of fixed assets, primarily related to store relocations. The majority of store expenses are comprised of salary related expenses which we closely manage and which trend closely with sales. Labor related expenses as a percentage of sales tend to be higher at new stores compared to comparable stores, as new stores require a certain level of staffing in order to maintain adequate levels of customer service combined with lower sales. As new stores increase their sales, labor related expenses as a percentage of sales typically decrease.

Administrative expenses

Administrative expenses consist of home office related expenses, such as salary and benefits, share-based compensation, deferred compensation, office supplies, hardware and software expenses, depreciation and amortization expense, occupancy costs (including rent, common area maintenance, real estate taxes and utilities), professional services expenses, expenses associated with our board and other general and administrative expenses. Depreciation expense included in administrative expenses relates to depreciation for assets directly used at the home office including depreciation on land improvements, leasehold improvements, fixtures and equipment and computer hardware and software.

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Pre-opening and relocation expenses

Pre-opening and relocation expenses may include rent expense, salaries, advertising, supplies and other miscellaneous costs incurred prior to the store opening. Rent expense is generally incurred from one to four months prior to a store's opening date for store leases classified as operating. For store leases classified as capital or financing leases, no pre-opening rent expense is recognized. Other pre-opening and relocation expenses are generally incurred in the 60 days prior to the store opening. Certain advertising and promotional costs associated with opening a new store may be incurred both before and after the store opens. All pre-opening and relocation costs are expensed as incurred.

Operating income

Operating income consists of gross profit less store expenses, administrative expenses and pre-opening and relocation expenses. Operating income can be impacted by a number of factors, including the timing of new store openings and store relocations, whether or not a store lease is classified as an operating or a capital or financing lease, as well as increases in store expenses and administrative expenses. The amount of time it takes for new stores to become profitable can vary depending on a number of factors, including location, competition, a new market versus an existing market and the strength of store management.

Interest expense

Interest expense consists of the interest associated with capital and financing lease obligations, net of capitalized interest. Interest expense also includes interest we pay on our outstanding indebtedness, including under our Credit Facility.

Results of Operations

The following table presents key components of our results of operations expressed as a percentage of net sales for the periods presented:

	Three months ended	Six months ended

	March 31,		March 31,	
	2015	2014	2015	2014
Statements of Income Data:*				
Net sales	100.0%	100.0	100.0	100.0
Cost of goods sold and occupancy costs	70.3	70.3	70.6	70.5
Gross profit	29.7	29.7	29.4	29.5
Store expenses	20.6	20.6	20.9	20.7
Administrative expenses	2.6	2.7	2.8	3.0
Pre-opening and relocation expenses	0.6	0.9	0.5	0.8
Operating income	5.9	5.5	5.2	5.0
Interest expense	(0.5)	(0.5)	(0.5)	(0.6)
Income before income taxes	5.5	4.9	4.7	4.4
Provision for income taxes	(2.1)	(1.9)	(1.8)	(1.7)
Net income	3.4 %	3.1	3.0	2.8

**Figures may not sum due to rounding.*

Number of stores at end of period	95	81	95	81
Number of stores opened during the period	4	5	8	9
Total store unit count increase period over period	17.3 %	24.6	17.3	24.6
Change in comparable store sales	5.6	6.9	5.9	8.7
Change in daily average comparable store sales	5.6	5.7	5.9	8.1
Change in mature store sales	2.6	4.9	2.7	5.9
Change in daily average mature store sales	2.6	3.7	2.7	5.3

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Three months ended March 31, 2015 compared to the three months ended March 31, 2014

The following table summarizes our results of operations and other operating data for the periods presented, dollars in thousands:

	Three months ended March 31,		**Increase (Decrease)**	
	2015	**2014**	**Dollars**	**Percent**
Statements of Income Data:				
Net sales	$157,744	130,343	27,401	21.0 %
Cost of goods sold and occupancy costs	110,874	91,590	19,284	21.1
Gross profit	46,870	38,753	8,117	20.9
Store expenses	32,461	26,877	5,584	20.8
Administrative expenses	4,156	3,548	608	17.1
Pre-opening and relocation expenses	870	1,211	(341)	(28.2)
Operating income	9,383	7,117	2,266	31.8
Other (expense) income:				
Interest expense	(714)	(704)	(10)	1.4
Other income, net	—	1	(1)	(100.0)
Income before income taxes	8,669	6,414	2,255	35.2
Provision for income taxes	(3,266)	(2,415)	(851)	35.2
Net income	$5,403	3,999	1,404	35.1

Net sales

Net sales increased $27.4 million, or 21.0%, to $157.7 million for the three months ended March 31, 2015 compared to $130.3 million for the three months ended March 31, 2014, primarily due to a $20.2 million increase in sales from new stores and a $7.2 million, or 5.6%, increase in comparable store sales. The comparable store sales increase was primarily driven by a 3.2% increase in daily average transaction count and a 2.2% increase in average transaction size. Comparable store average transaction size was $36.69 in the three months ended March 31, 2015. Mature store sales increased 2.6% in the three months ended March 31, 2015 as compared to the three months ended March 31, 2014.

Gross profit

Gross profit increased $8.1 million, or 20.9%, to $46.9 million for the three months ended March 31, 2015 compared to $38.8 million for the three months ended March 31, 2014, primarily driven by positive comparable store sales and an increase in the number of stores. Gross margin was 29.7% for each of the three months ended March 31, 2015 and 2014. Gross margin in the three months ended March 31, 2015 was positively impacted by an increase in product gross margin, offset by an increase in occupancy costs as a percentage of sales for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. The positive impact in product margin is due to increases in product margin across most departments, in the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. Occupancy costs as a percentage of sales increased in the quarter ended March 31, 2015 as compared to the quarter ended March 31, 2014, primarily due to increased average lease expenses at newer stores and the fixed nature of occupancy costs per store. Gross margin has also been positively impacted by the nature of new store openings and a reduction in our new store growth rate during the three months ended March 31, 2015 compared to the three months ended March 31, 2014.

The Company had 11 and nine leases for stores which were classified as capital and financing lease obligations for the three months ended March 31, 2015 and 2014, respectively. If these leases had qualified as operating leases, the straight-line rent expense would have been included in occupancy costs, and our costs of goods sold and occupancy costs as a percentage of sales during the three months ended March 31, 2015 and 2014 would have been approximately 55 and 60 basis points higher, respectively, than as reported, all as a percentage of sales.

Store expenses

Store expenses increased $5.6 million, or 20.8%, to $32.5 million in the three months ended March 31, 2015 from $26.9 million in the three months ended March 31, 2014, primarily due to increases in salary related expenses, depreciation, bank credit card charges and other store expenses. Store expenses as a percentage of sales were 20.6% for each of the three months ended March 31, 2015 and 2014. Store expenses as a percentage of sales have been positively impacted by a change in the timing and nature of new store openings and a reduction in our new store growth rate during the three months ended March 31, 2015 compared to the three months ended March 31, 2014.

Administrative expenses

Administrative expenses increased $0.6 million, or 17.1%, to $4.2 million for the three months ended March 31, 2015 compared to $3.5 million for the three months ended March 31, 2014, primarily due to the addition of general and administrative positions to support our store growth, in addition to increases in depreciation, various professional fees and other administrative expenses. Administrative expenses as a percentage of sales were 2.6% and 2.7% for the three months ended March 31, 2015 and 2014, respectively. The decrease in administrative expenses as a percentage of sales was a result of our ability to support additional store investment and sales without proportionate investments in overhead.

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Pre-opening and relocation expenses

Pre-opening and relocation expenses decreased $0.3 million, or 28.2%, in the three months ended March 31, 2015 to $0.9 million compared to $1.2 million for the three months ended March 31, 2014, due to the impact of the number and the timing of the new store openings. We opened four and five new stores in the three months ended March 31, 2015 and 2014, respectively. Pre-opening and relocation expenses as a percentage of sales were 0.6% and 0.9% for the three months ended March 31, 2015 and 2014, respectively.

Interest expense

Interest expense, net of capitalized interest, increased less than $0.1 million, or 1.4%, in the three months ended March 31, 2015 compared to the three months ended March 31, 2014, primarily due to a $0.1 million increase in interest expense related to capital and financing lease obligations, partially offset by a $0.1 million increase in capitalized interest. If the capital and financing lease obligations had qualified as operating leases, interest expense as a percentage of sales would have been approximately 45 and 55 basis points lower than as reported in the three months ended March 31, 2015 and 2014, respectively.

Income taxes

Our effective income tax rate for each of the three months ended March 31, 2015 and 2014 was 37.7%.

Net income

Net income increased 35.1% to $5.4 million, or $0.24 diluted earnings per share, in the three months ended March 31, 2015 compared to $4.0 million, or $0.18 diluted earnings per share, in the three months ended March 31, 2014.

Six months ended March 31, 2015 compared to the six months ended March 31, 2014

The following table summarizes our results of operations and other operating data for the periods presented, dollars in thousands:

	Six months ended March 31,		Increase (Decrease)	
	2015	**2014**	**Dollars**	**Percent**
Statements of Income Data:				
Net sales	$303,631	250,923	52,708	21.0 %
Cost of goods sold and occupancy costs	214,467	176,789	37,678	21.3
Gross profit	89,164	74,134	15,030	20.3
Store expenses	63,510	52,050	11,460	22.0
Administrative expenses	8,383	7,437	946	12.7
Pre-opening and relocation expenses	1,447	2,100	(653)	(31.1)
Operating income	15,824	12,547	3,277	26.1
Other (expense) income:				
Interest expense	(1,449)	(1,411)	(38)	2.7
Other income, net	—	2	(2)	(100.0)
Income before income taxes	14,375	11,138	3,237	29.1
Provision for income taxes	(5,408)	(4,217)	(1,191)	28.2
Net income	$8,967	6,921	2,046	29.6

Net sales

Net sales increased $52.7 million, or 21.0%, to $303.6 million for the six months ended March 31, 2015 compared to $250.9 million for the six months ended March 31, 2014, primarily due to a $38.1 million increase in sales from new stores and a $14.6 million, or 5.9%, increase in comparable store sales. The comparable store sales increase was primarily driven by a 3.3% increase in daily average transaction count and a 2.5% increase in average transaction size. Comparable store average transaction size was $36.73 in the six months ended March 31, 2015. Mature store sales increased 2.7% in the six months ended March 31, 2015 as compared to the six months ended March 31, 2014.

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Gross profit

Gross profit increased $15.0 million, or 20.3%, to $89.2 million for the six months ended March 31, 2015 compared to $74.1 million for the six months ended March 31, 2014, primarily driven by positive comparable store sales and an increase in the number of stores. Gross margin decreased to 29.4% for the six months ended March 31, 2015 from 29.5% for the six months ended March 31, 2014. Gross margin in the six months ended March 31, 2015 was positively impacted by an increase in product gross margin, offset by an increase in occupancy costs as a percentage of sales for the six months ended March 31, 2015 as compared to the six months ended March 31, 2014. The positive impact in product margin is due to increases in product margin across most departments, in the six months ended March 31, 2015 as compared to the six months ended March 31, 2014. Occupancy costs as a percentage of sales increased in the quarter ended March 31, 2015 as compared to the quarter ended March 31, 2014 primarily due to increased average lease expenses at newer stores and the fixed nature of occupancy costs per store.

The Company had 11 and nine leases for stores which were classified as capital and financing lease obligations for the six months ended March 31, 2015 and 2014, respectively. If these leases had qualified as operating leases, the straight-line rent expense would have been included in occupancy costs, and our costs of goods sold and occupancy costs as a percentage of sales during the six months ended March 31, 2015 and 2014 would have been approximately 55 and 60 basis points higher, respectively, than as reported, all as a percentage of sales.

Store expenses

Store expenses increased $11.5 million, or 22.0%, to $63.5 million in the six months ended March 31, 2015 from $52.1 million in the six months ended March 31, 2014. Store expenses as a percentage of sales were 20.9% and 20.7% for the six months ended March 31, 2015 and 2014, respectively. The increase in store expenses as a percentage of sales was primarily due to increases in depreciation and other store expenses, partially offset by decreases in salary related expenses.

Administrative expenses

Administrative expenses increased $0.9 million, or 12.7%, to $8.4 million for the six months ended March 31, 2015 compared to $7.4 million for the six months ended March 31, 2014, primarily due to the addition of general and administrative positions to support our store growth, in addition to increases in depreciation, various professional fees and other administrative expenses. Administrative expenses as a percentage of sales were 2.8% and 3.0% for the six months ended March 31, 2015 and 2014, respectively. The decrease in administrative expenses as a percentage of sales was a result of our ability to support additional store investment and sales without proportionate investments in

overhead.

Pre-opening and relocation expenses

Pre-opening and relocation expenses decreased $0.7 million, or 31.1%, in the six months ended March 31, 2015 to $1.4 million compared to $2.1 million for the six months ended March 31, 2014, due to the impact of the timing, nature and location of the new store openings. We opened eight and nine new stores in the six months ended March 31, 2015 and 2014, respectively. Pre-opening and relocation expenses as a percentage of sales were 0.5% and 0.8% for the six months ended March 31, 2015 and 2014, respectively.

Interest expense

Interest expense, net of capitalized interest, increased less than $0.1 million, or 2.7%, in the six months ended March 31, 2015 compared to the six months ended March 31, 2014, primarily due to a $0.1 million increase in interest expense related to capital and financing lease obligations, partially offset by a $0.1 million increase in capitalized interest. If the capital and financing lease obligations had qualified as operating leases, interest expense as a percentage of sales would have been approximately 45 and 55 basis points lower than as reported in the six months ended March 31, 2015 and 2014, respectively.

Income taxes

Our effective income tax rate for the six months ended March 31, 2015 and 2014 was 37.6% and 37.9%, respectively. The decrease in our effective income tax rate was primarily due to a reduction in the blended state tax rate, tax benefits resulting from the extension of the Federal Enhanced Food Deduction (IRC Section 170(e)(3)(C)), and prior fiscal year tax benefits relating to the retroactive extension of the Federal Work Opportunity Tax Credit and Bonus Depreciation.

During the three months ended December 31, 2014, the Company experienced benefits from the American Taxpayer Relief Act of 2012, which extended the 50% bonus depreciation on qualifying assets and the special 15 year life for qualified leasehold property and qualified retail improvement property for property acquired from January 1, 2014 through December 31, 2014.

The Company also benefited from the extension of the Work Opportunity Tax Credit during the three months ended December 31, 2014 and 2013 and the extension of the Enhanced Food Deduction during the three months ended December 31, 2014. As these provisions were retroactively extended through December 31, 2014, the Company has recognized tax benefits during the six months ended March 31, 2015. In addition, the Company has recognized a tax benefit relating to Work Opportunity Tax Credit relating to fiscal year 2014.

Net income

Net income increased 29.6% to $9.0 million, or $0.40 diluted earnings per share, in the six months ended March 31, 2015 compared to $6.9 million, or $0.31 diluted earnings per share, in the six months ended March 31, 2014.

Non-GAAP financial measures

EBITDA

EBITDA increased 29.4% to $14.5 million in the three months ended March 31, 2015 compared to $11.2 million in the three months ended March 31, 2014. EBITDA increased 26.0% to $26.0 million in the six months ended March 31, 2015 compared to $20.6 million in the six months ended March 31, 2014. EBITDA as a percentage of sales was 9.2% and 8.6% for the three months ended March 31, 2015 and 2014, respectively. EBITDA as a percentage of sales was 8.5% and 8.2% for the six months ended March 31, 2015 and 2014, respectively. The stores with leases that are classified as capital and financing lease obligations, rather than being classified as operating leases, increased EBITDA as a percentage of sales by approximately 55 and 60 basis points for the three months ended March 31, 2015 and 2014, respectively, and by approximately 55 and 60 basis points for the six months ended March 31, 2015 and 2014, respectively, due to the impact on cost of goods sold and occupancy costs as discussed above, as well as occupancy costs that would have been included in pre-opening expenses prior to the stores' opening dates if these leases had been accounted for as operating leases.

EBITDA is not a measure of financial performance under GAAP. We define EBITDA as net income before interest expense, provision for income tax, depreciation and amortization. We believe EBITDA provides additional information about: (i) our operating performance, because it assists us in comparing the operating performance of our stores on a consistent basis, as it removes the impact of non-cash depreciation and amortization expense as well as items not directly resulting from our core operations such as interest expense and income taxes and (ii) our performance and the effectiveness of our operational strategies. Additionally, EBITDA is a measure in our debt covenants under our Credit Facility. In addition, EBITDA performance is one of the factors upon which funding of our incentive compensation plans is based.

Furthermore, management believes some investors use EBITDA as a supplemental measure to evaluate the overall operating performance of companies in our industry. Management believes that some investors' understanding of our performance is enhanced by including this non-GAAP financial measure as a reasonable basis for comparing our ongoing results of operations. By providing this non-GAAP financial measure, together with a reconciliation from net income, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing our strategic initiatives. Our competitors may define EBITDA differently, and as a result, our measure of EBITDA may not be directly comparable to EBITDA of other companies. Items excluded from EBITDA are significant components in understanding and assessing financial performance. EBITDA is a supplemental measure of operating performance that does not represent and should not be considered in isolation or as an alternative to, or substitute for net income or other financial statement data presented in our consolidated financial statements as indicators of financial performance. EBITDA has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of the limitations are:

EBITDA does not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

EBITDA does not reflect any impact for straight-line rent expense for leases classified as capital and financing lease obligations;

EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments on our debt;

EBITDA does not reflect our tax expense or the cash requirements to pay our taxes; and

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and EBITDA does not reflect any cash requirements for such replacements.

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Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA as supplemental information. We further believe that our presentation of this non-GAAP financial measurement provides information that is useful to analysts and investors because it is an important indicator of the strength of our operations and the performance of our business.

The following table reconciles net income to EBITDA for the periods presented, dollars in thousands:

	Three months ended March 31,		**Six months ended March 31,**	
	2015	**2014**	**2015**	**2014**
Net income	$5,403	3,999	8,967	6,921
Interest expense	714	704	1,449	1,411
Provision for income taxes	3,266	2,415	5,408	4,217
Depreciation and amortization	5,149	4,116	10,130	8,054
EBITDA	$14,532	11,234	25,954	20,603

Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from operations, current balances of cash and cash equivalents and borrowings under our Credit Facility.

Our primary uses of cash are for purchases of inventory, operating expenses, capital expenditures predominantly in connection with opening new stores and relocating and remodeling certain existing stores, debt service and corporate taxes. Additionally, in the six months ended March 31, 2015, our uses of cash include the purchase price for the Store Acquisition.

As of March 31, 2015, we had $7.2 million in cash and cash equivalents, letters of credit in the amount of $1.0 million which reduced the amount available for borrowing under the terms of our Credit Facility, on a dollar-for-dollar basis, and $14.0 million available under our Credit Facility.

We currently have a $15.0 million credit agreement with a maturity date of January 31, 2017. We have the right to request the issuance of letters of credit under our Credit Facility up to $3.0 million. We can increase the amount

available under our Credit Facility up to an additional amount that may not exceed $10.0 million by obtaining an additional commitment or commitments. The unused commitment fee ranges from 0.15% to 0.35% based on certain conditions.

We plan to continue to open new stores, which has previously required, and may continue to require, us to borrow additional amounts under our Credit Facility in the future. We plan to spend approximately $25 million to $27 million on capital expenditures during the remaining six months of fiscal year 2015 in association with the 10 planned new stores and one relocation and two remodels. We believe that cash and cash equivalents, together with the cash generated from operations and the borrowing availability under our Credit Facility will be sufficient to meet our working capital needs and planned capital expenditures, including capital expenditures related to new store needs for at least the next twelve months. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or, in the case of credit or debit card transactions, within days from the related sale.

We anticipate that our new stores will require, on average, an upfront capital investment of approximately $2.2 million per store consisting of capital expenditures of approximately $1.7 million, net of tenant allowances, initial inventory of approximately $0.3 million, net of payables, and pre-opening expenses of approximately $0.2 million.

Following is a summary of our operating, investing and financing activities for the periods presented, dollars in thousands:

	Six months ended March 31,	
	2015	**2014**
Net cash provided by operating activities	$24,329	15,648
Net cash used in investing activities	(21,554)	(16,308)
Net cash (used in) provided by financing activities	(652)	342
Net increase (decrease) in cash and cash equivalents	2,123	(318)
Cash and cash equivalents, beginning of period	5,113	8,132
Cash and cash equivalents, end of period	$7,236	7,814

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Operating Activities

Cash provided by operating activities consists primarily of net income adjusted for non-cash items, including depreciation and changes in deferred taxes, and the effect of working capital changes. Cash provided by operating activities increased $8.7 million, or 55.5%, to $24.3 million in the six months ended March 31, 2015, compared to $15.6 million in the six months ended March 31, 2014. The increase in cash provided by operating activities was primarily due to an increase in net income, as adjusted for depreciation and amortization resulting from the addition of new stores, and changes in working capital driven by the timing of payment on inventory and other purchases. Our working capital requirements for inventory will likely continue to increase as we continue to open new stores.

Investing Activities

Cash used in investing activities increased $5.2 million, or 32.2%, to $21.6 million in the six months ended March 31, 2015 compared to $16.3 million in the six months ended March 31, 2014 due to the Store Acquisition. We paid $5.6 million during the three months ended December 31, 2014 related to the Store Acquisition. Cash paid for capital expenditures decreased $1.9 million in the six months ended March 31, 2015 compared to March 31, 2014, and is driven by the number and the timing of new store openings. In the six months ended March 31, 2014, we had proceeds from maturity of available-for-sale securities of $1.0 million and a reduction in our restricted cash balance of $0.5 million.

Financing Activities

Cash (used in) provided by financing activities consists primarily of borrowings and repayments under our Credit Facility, excess tax benefits on vested share-based compensation and payments of capital and financing lease obligations. Cash used in financing activities was $0.7 million for the six months ended March 31, 2015, compared to cash provided by financing activities of $0.3 million for the six months ended March 31, 2014. The decrease in cash provided by financing activities for the six months ended March 31, 2015 was primarily due to the payment of $0.5 million of contingent consideration related to the Store Acquisition and a $0.5 million decrease in the excess tax benefit from share-based compensation.

Credit Facility

Credit Facility

Our $15.0 million Credit Facility may be increased by up to $10.0 million, as described above in "*Liquidity and Capital Resources.*" The Operating Company is the borrower under our Credit Facility, and its obligations under our Credit Facility are guaranteed by the Holding Company.

As of March 31, 2015, we had no amounts outstanding on our Credit Facility, letters of credit in the amount of $1.0 million reserved against the amount available for borrowing under our Credit Facility, and $14.0 million available for borrowing under our Credit Facility. For floating rate borrowings under our Credit Facility, interest is determined by the lender's administrative agent and is stated at the prime rate less the lender spread, subject to the Company meeting certain financial measures. For fixed rate borrowings under our Credit Facility, interest is determined by quoted LIBOR rates for the interest period plus the lender spread, subject to us meeting certain financial measures.

Our Credit Facility is secured by a lien on substantially all of our assets and requires compliance with certain operational and financial covenants (including a leverage ratio and a fixed charge coverage ratio). Our Credit Facility also contains certain other limitations on our ability to incur additional debt, guarantee other obligations, grant liens on assets and make investments or acquisitions as defined in the agreement. Additionally, our Credit Facility prohibits the payment of cash dividends to the Holding Company from the Operating Company, without the administrative agent's consent except when no default or event of default exists. If no default or event of default exists, dividends are allowed for various audit, accounting, tax, securities, indemnification, reimbursement, insurance and other reasonable expenses in the ordinary course of business. We do not expect such restrictions to impact our ability to meet our cash obligations. The terms and conditions of the agreement for our Credit Facility and associated documents are customary and include, among other things, guarantees, security interest grants, pledges and subordinations. As of March 31, 2015, we were in compliance with the debt covenants of our Credit Facility.

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Contractual Obligations

The following table summarizes our contractual obligations as of March 31, 2015, dollars in thousands:

	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Interest payments (1)	$39	16	23	—	—
Operating leases (2)	318,091	23,435	49,926	47,974	196,756
Capital and financing lease obligations, including principal and interest payments (3)	54,572	3,621	7,636	7,720	35,595
Contractual obligations for construction related activities (4)	1,750	1,750	—	—	—
	$374,452	28,822	57,585	55,694	232,351

(1) We assumed the interest payments to be paid during the remainder of our Credit Facility using an unused commitment fee of 0.15% for amounts not borrowed as of March 31, 2015.

(2) Represents the minimum lease payments due under our operating leases, excluding annual common area maintenance, insurance and taxes related to our operating lease obligations.

(3) Represents the payments due under our capital and financing lease obligations for 12 stores, one of which was not open as of March 31, 2015. We do not record rent expense for these capital leases, but rather rental payments under the capital leases are recognized as a reduction of the capital and financing lease obligations and interest expense.

(4) Contractual obligations for construction related activities include future payments to general contractors that are legally binding as of March 31, 2015 and relate to new store construction, relocations and remodels.

We periodically make other commitments and become subject to other contractual obligations that we believe to be routine in nature and incidental to the operation of the business. Management believes that such routine commitments and contractual obligations do not have a material impact on our business, financial condition or results of operations.

Off-Balance Sheet Arrangements

As of March 31, 2015, our off-balance sheet arrangements consisted of operating leases and the undrawn portion of our Credit Facility. All of our stores, bulk food repackaging facility and distribution center and administrative facilities are leased, and as of March 31, 2015, 11 leases were classified as capital and financing lease obligations, and the remaining leases were classified as operating leases in our consolidated financial statements. We have no other off-balance sheet arrangements that have had, or are reasonably likely to have, a material current or future effect on our consolidated financial statements or financial condition.

Recent Accounting Pronouncements

See Note 2 to the consolidated financial statements included in this report on Form 10-Q.

Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures of contingent assets and liabilities. Actual amounts may differ from these estimates. We base our estimates on historical experience and on various other assumptions and factors that we believe to be reasonable under the circumstances. We evaluate our accounting policies and resulting estimates on an ongoing basis to make adjustments we consider appropriate under the facts and circumstances. Critical accounting policies that affect our more significant judgments and estimates used in the preparation of our financial statements include, accounting for income taxes, accounting for impairment of long-lived assets and accounting for leases, which are discussed in more detail under the caption "Critical Accounting Policies" in Management's Discussion and Analysis of Financial Condition and Results of Operations, set forth in Part II of our Form 10-K.

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Item 3. Qualitative and Quantitative Disclosures About Market Risk

We are exposed to interest rate changes of our long-term debt, and, to a limited extent, our revolving credit facility. We do not use financial instruments for trading or other speculative purposes. There have been no material changes regarding our market risk position from the information provided under Item 7A, “Quantitative and Qualitative Disclosures about Market Risk” in our Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officers and principal financial and accounting officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on that evaluation, our principal executive officers and principal financial and accounting officer concluded that our disclosure controls and procedures were effective as of March 31, 2015.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. Other Information

Item 1. Legal Proceedings

We periodically are involved in various legal proceedings that are incidental to the conduct of our business, including but not limited to employment discrimination claims, customer injury claims and investigations. When the potential liability from a matter can be estimated and the loss is considered probable, we record the estimated loss. Due to uncertainties related to the resolution of lawsuits, investigations and claims, the ultimate outcome may differ from our estimates. Although we cannot predict with certainty the ultimate resolution of any lawsuits, investigations and claims asserted against us, we do not believe any currently pending legal proceeding to which we are a party will have a material adverse effect on our business, prospects, financial condition, cash flows or results of operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Part I, Item 1A, of our Form 10-K.

Item 6. Exhibits

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on May 7, 2015.

Natural Grocers by Vitamin Cottage, Inc.

By: /s/ KEMPER ISELY
Kemper Isely, Co-President
(Principal Executive Officer)

By: /s/ SANDRA BUFFA
Sandra Buffa, Chief Financial Officer
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification of Kemper Isely, a Principal Executive Officer Required Under Section 302(a) of the Sarbanes-Oxley Act of 2002
31.2	Certification of Zephyr Isely, a Principal Executive Officer Required Under Section 302(a) of the Sarbanes-Oxley Act of 2002
31.3	Certification of Sandra Buffa, Principal Financial Officer Required Under Section 302(a) of the Sarbanes-Oxley Act of 2002
32.1†	Certification of Principal Executive Officers and Principal Financial Officer Required Under 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials from Natural Grocers by Vitamin Cottage, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Income (unaudited), (iii) Consolidated Statements of Cash Flows (unaudited) and (iv) notes to Unaudited Interim Consolidated Financial Statements.

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† The certifications attached as Exhibit 32.1 that accompany this report on Form 10-Q, are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Natural Grocers by Vitamin Cottage, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this report on Form 10-Q, irrespective of any general incorporation language contained in such filing.