

PRICESMART INC  
Form 8-K  
October 28, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 8-K

---

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): October 28, 2014

---

PriceSmart, Inc.  
(Exact name of registrant as specified in its charter)

|  |                          |   |
|--|--------------------------|---|
| Delaware   | 000-22793                | 33-0628530                              |
| (State or Other Jurisdiction of<br>Incorporation)                  | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |
| 9740 Scranton Road, San Diego, CA 92121                            |                          |   |
| (Address of Principal Executive Offices, including Zip Code)       |                          |   |
| Registrant's telephone number, including area code: (858) 404-8800 |                          |   |

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

Item 2.02. Results of Operations and Financial Condition.

On October 28, 2014, PriceSmart, Inc. issued a press release regarding the results of operations for the fourth quarter and fiscal year of 2014. A copy of the press release is furnished herewith as Exhibit 99.1. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein shall be deemed “furnished” and not “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished herewith:

---

| Exhibit<br>No. | Description   |
|----------------|---|
| 99.1           | Press Release of PriceSmart, Inc. dated October 28, 2014. |

---

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.

Date: October 28, 2014

/S/ JOHN M. HEFFNER  
John M. Heffner  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

---

## PriceSmart Announces Fourth Quarter and Fiscal Year Results of Operations

San Diego, CA (October 28, 2014) - PriceSmart, Inc. (NASDAQ: PSMT) today announced its results of operations for the fourth quarter and the twelve months of fiscal year 2014 which ended on August 31, 2014.

For the fourth quarter of fiscal year 2014, net warehouse club sales increased 5.6% to \$599.6 million from \$568.0 million in the fourth quarter of fiscal year 2013. Total revenues for the fourth quarter of fiscal year 2014 were \$622.6 million compared to \$585.4 million in the comparable period of the prior year. The Company had 33 warehouse clubs in operation as of August 2014 compared to 31 warehouse clubs in operation as of August 2013.

The Company recorded operating income during the quarter of \$33.8 million, as compared to operating income of \$32.4 million in the prior year. Net income was \$21.9 million, or \$0.73 per diluted share, in the fourth quarter of fiscal year 2014 as compared to \$20.8 million, or \$0.69 per diluted share, in the fourth quarter of fiscal year 2013.

For the twelve months ended August 31, 2014, net warehouse club sales increased 9.2% to \$2.4 billion from \$2.2 billion for the twelve months ended August 31, 2013. Total revenues for the twelve months ended August 31, 2014 increased 9.5% to \$2.5 billion from \$2.3 billion in the same period of the prior year. For the twelve months ended August 31, 2014, the Company recorded operating income of \$136.7 million and net income of \$92.9 million, or \$3.07 per diluted share. During the twelve months ended August 31, 2013, the Company recorded operating income of \$127.0 million and net income of \$84.3 million, or \$2.78 per diluted share.

The Company plans to file its Annual Report on Form 10-K for the year ended August 31, 2014 on October 30, 2014.

PriceSmart management will host a conference call at 12:00 p.m. Eastern time (9:00a.m. Pacific time) on Wednesday, October 29, 2014, to discuss the financial results. Individuals interested in participating in the conference call may do so by dialing (877) 627-6590 toll free, or (719) 325-4865 for international callers and entering participant code 9101656. A digital replay will be available through November 30, 2014, following the conclusion of the call by dialing (888) 203-1112 for domestic callers, or (719) 457-0820 for international callers, and entering replay passcode 9101656.

### About PriceSmart

PriceSmart, headquartered in San Diego, owns and operates U.S.-style membership shopping warehouse clubs in Latin America and the Caribbean, selling high quality merchandise at low prices to PriceSmart members. PriceSmart now operates 33 warehouse clubs in 12 countries and one U.S. territory (six in Costa Rica; four each in Panama and Trinidad; three each in Guatemala, the Dominican Republic, Colombia and Honduras; two in El Salvador; and one each in Aruba, Barbados, Jamaica, Nicaragua and the United States Virgin Islands).

This press release may contain forward-looking statements concerning the Company's anticipated future revenues and earnings, adequacy of future cash flow and related matters. These forward-looking statements include, but are not limited to, statements containing the words expect, believe, will, may, should, project, estimate, anticipated, scheduled, and like expressions, and the negative thereof. These statements are subject to risks and uncertainties that could cause actual results to differ materially, including the following risks: our financial performance is dependent on international operations, which exposes us to various risks; any failure by us to manage our widely dispersed operations could adversely affect our business; we face significant competition; future sales growth depends, in part,

on our ability to successfully open new warehouse clubs; we might not identify in a timely manner or effectively respond to changes in consumer preferences for merchandise, which could adversely affect our relationship with members, demand for our products and market share; although we have begun to offer limited online shopping to our members, our sales could be adversely affected if one or more major international online retailers were to enter our markets or if other competitors were to offer a superior online experience; we face difficulties in the shipment of, and inherent risks in the importation of, merchandise to our warehouse clubs; we are exposed to weather and other natural disaster risks; general economic conditions could adversely impact our business in various respects; we are subject to risks associated with possible changes in

---

our relationships with third parties with which we do business, as well as the performance of such third parties; we rely extensively on computer systems to process transactions, summarize results and manage our business, and failure to adequately maintain our systems and disruptions in our systems could harm our business and adversely affect our results of operations; we could be subject to additional tax liabilities; a few of our stockholders own approximately 28.1% of our voting stock as of August 31, 2014, which may make it difficult to complete some corporate transactions without their support and may impede a change in control; our inability to develop and retain existing key personnel or to attract highly qualified employees could adversely impact our business, financial condition and results of operations; we are subject to volatility in foreign currency exchange rates; we face the risk of exposure to product liability claims, a product recall and adverse publicity; if we do not maintain the privacy and security of confidential information, we could damage our reputation, incur substantial additional costs and become subject to litigation; we are subject to payment related risks; changes in accounting standards and assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our financial condition and results of operations; we face increased public company compliance risks and compliance risks related to our international operations; we face increased compliance risks associated with compliance with Section 404 of the Sarbanes-Oxley Act of 2002; if remediation costs or hazardous substance contamination levels at certain properties for which we maintain financial responsibility exceed management's current expectations, our financial condition and results of operations could be adversely impacted. In addition to the risks described above, these statements are also subject to other risks detailed in the Company's U.S. Securities and Exchange Commission (SEC) reports, including the Company's Annual Report on Form 10-K filed for the fiscal year ended August 31, 2013 filed on October 30, 2013 pursuant to the Securities Exchange Act of 1934. We assume no obligation and expressly disclaim any duty to update any forward-looking statement to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events.

For further information, please contact John M. Heffner, Principal Financial Officer and Principal Accounting Officer (858) 404- 8826.

---

PRICESMART, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(amounts in thousands, except per share data)

|                                       | Three Months Ended |            | Twelve Months Ended |              |
|---------------------------------------|--------------------|------------|---------------------|--------------|
|                                       | August 31,         |            | August 31,          |              |
|                                       | 2014               | 2013       | 2014                | 2013         |
| Revenues:                             |                    |            |                     |              |
| Net warehouse club sales              | \$ 599,568         | \$ 567,997 | \$ 2,444,314        | \$ 2,239,266 |
| Export sales                          | 12,217             | 7,439      | 31,279              | 23,059       |
| Membership income                     | 9,762              | 9,047      | 38,063              | 33,820       |
| Other income                          | 1,008              | 911        | 3,911               | 3,667        |
| Total revenues                        | 622,555            | 585,394    | 2,517,567           | 2,299,812    |
| Operating expenses:                   |                    |            |                     |              |
| Cost of goods sold:                   |                    |            |                     |              |
| Net warehouse club                    | 508,310            | 482,236    | 2,083,933           | 1,907,632    |
| Export                                | 11,621             | 7,068      | 29,731              | 21,796       |
| Selling, general and administrative:  |                    |            |                     |              |
| Warehouse club operations             | 53,884             | 50,664     | 212,476             | 194,140      |
| General and administrative            | 12,879             | 12,334     | 49,944              | 46,784       |
| Pre-opening expenses                  | 1,392              | 116        | 3,331               | 1,525        |
| Loss/(gain) on disposal of assets     | 699                | 536        | 1,445               | 889          |
| Total operating expenses              | 588,785            | 552,954    | 2,380,860           | 2,172,766    |
| Operating income                      | 33,770             | 32,440     | 136,707             | 127,046      |
| Other income (expense):               |                    |            |                     |              |
| Interest income                       | 277                | 257        | 853                 | 1,335        |
| Interest expense                      | (1,328)            | (1,265)    | (4,295)             | (4,216)      |
| Other income (expense), net           | (528)              | 97         | 984                 | (954)        |
| Total other income (expense)          | (1,579)            | (911)      | (2,458)             | (3,835)      |
| Income from continuing operations     |                    |            |                     |              |
| before provision for income taxes and | 32,191             | 31,529     | 134,249             | 123,211      |
| loss of unconsolidated affiliates     |                    |            |                     |              |
| Provision for income taxes            | (10,337)           | (10,688)   | (41,372)            | (38,942)     |
| Income (loss) of unconsolidated       |                    |            |                     |              |
| affiliates                            | 2                  | (2)        | 9                   | (4)          |
| Income from continuing operations     | 21,856             | 20,839     | 92,886              | 84,265       |
| Net income                            | \$ 21,856          | \$ 20,839  | \$ 92,886           | \$ 84,265    |
| Net income per share:                 |                    |            |                     |              |
| Basic net income per share from       |                    |            |                     |              |
| continuing operations                 | \$ 0.73            | \$ 0.69    | \$ 3.07             | \$ 2.78      |
| Basic net income per share from       |                    |            |                     |              |
| discontinued operations, net of tax   | —                  | —          | —                   | —            |
| Basic net income per share            | \$ 0.73            | \$ 0.69    | \$ 3.07             | \$ 2.78      |
| Diluted net income per share from     |                    |            |                     |              |
| continuing operations                 | \$ 0.73            | \$ 0.69    | \$ 3.07             | \$ 2.78      |
| Diluted net income per share from     |                    |            |                     |              |
| discontinued operations, net of tax   | \$ —               | \$ —       | \$ —                | \$ —         |
| Diluted net income per share          | \$ 0.73            | \$ 0.69    | \$ 3.07             | \$ 2.78      |



Shares used in per share  
computations:

---

PRICESMART, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(amounts in thousands, except per share data)

|                     |        |        |        |        |
|---------------------|--------|--------|--------|--------|
| Basic               | 29,788 | 29,687 | 29,747 | 29,647 |
| Diluted             | 29,796 | 29,697 | 29,757 | 29,657 |
| Dividends per share | \$—    | \$—    | \$0.70 | \$0.60 |

---

PRICESMART, INC.  
CONSOLIDATED BALANCE SHEETS  
(amounts in thousands, except share data)

|  | August 31,<br>2014 | 2013       |
|--|--------------------|------------|
| <b>ASSETS</b>  |                    |            |
| Current Assets:  |                    |            |
| Cash and cash equivalents  | \$ 137,098         | \$ 121,874 |
| Short-term restricted cash   | 2,353              | 5,984      |
| Receivables, net of allowance for doubtful accounts<br>of \$0 and \$0 as of August 31, 2014 and August 31,<br>2013, respectively   | 7,910              | 3,130      |
| Merchandise inventories  | 226,383            | 217,413    |
| Deferred tax assets – current, net   | 6,177              | 6,290      |
| Prepaid expenses and other current assets (includes<br>\$495 and \$0 as of August 31, 2014 and August 31,<br>2013, respectively, for the fair value of derivative<br>instruments)                                  | 22,570             | 20,890     |
| Total current assets   | 402,491            | 375,581    |
| Long-term restricted cash  | 27,013             | 34,775     |
| Property and equipment, net  | 426,325            | 338,478    |
| Goodwill   | 36,108             | 36,364     |
| Deferred tax assets – long term  | 11,825             | 12,871     |
| Other non-current assets (includes \$1,095 and \$1,505<br>as of August 31, 2014 and August 31, 2013,<br>respectively, for the fair value of derivative<br>instruments)   | 27,593             | 19,866     |
| Investment in unconsolidated affiliates  | 8,863              | 8,104      |
| Total Assets   | \$940,218          | \$826,039  |
| <b>LIABILITIES AND EQUITY</b>  |                    |            |
| Current Liabilities:   |                    |            |
| Accounts payable   | 225,761            | 199,425    |
| Accrued salaries and benefits  | 17,799             | 17,862     |
| Deferred membership income   | 17,932             | 16,528     |
| Income taxes payable   | 7,664              | 8,059      |
| Other accrued expenses   | 21,030             | 20,136     |
| Long-term debt, current portion  | 11,848             | 12,757     |
| Deferred tax liability – current   | 157                | 111        |
| Total current liabilities  | 302,191            | 274,878    |
| Deferred tax liability – long-term   | 2,290              | 2,622      |
| Long-term portion of deferred rent   | 5,591              | 4,440      |
| Long-term income taxes payable, net of current<br>portion  | 1,918              | 2,184      |
| Long-term debt, net of current portion   | 79,591             | 60,263     |
| Other long-term liabilities (includes \$0 and \$14 for<br>the fair value of derivative instruments and \$372 and<br>\$589 for the defined benefit plan as of August 31,<br>2014 and August 31, 2013, respectively) | 372                | 603        |

Edgar Filing: PRICESMART INC - Form 8-K

|   |         |   |         |   |
|---|---------|---|---------|---|
| Total liabilities   | 391,953 |   | 344,990 |   |
| Equity:   |         |   |         |   |
| Common stock, \$0.0001 par value, 45,000,000<br>shares authorized; 30,950,701 and 30,924,392 shares<br>issued and 30,209,917 and 30,234,506 shares<br>outstanding (net of treasury shares) as of August 31,<br>2014 and August 31, 2013, respectively | 3       |   | 3       |   |
| Additional paid-in capital  | 397,150 |   | 390,581 |   |
| Tax benefit from stock-based compensation   | 9,505   |   | 8,016   |   |
| Accumulated other comprehensive loss  | (49,286 | ) | (41,475 | ) |
| Retained earnings   | 215,613 |   | 143,871 |   |

---

PRICESMART, INC.  
 CONSOLIDATED BALANCE SHEETS  
 (amounts in thousands, except share data)

|  |           |   |           |   |
|--|-----------|---|-----------|---|
| Less: treasury stock at cost; 740,784 and 689,886<br>shares as of August 31, 2014 and August 31, 2013,<br>respectively | (24,720   | ) | (19,947   | ) |
| Total equity   | 548,265   |   | 481,049   |   |
| Total Liabilities and Equity   | \$940,218 |   | \$826,039 |   |