

GOLDEN ENTERPRISES INC  
Form 10-Q  
April 09, 2015

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

FORM 10-Q

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

For the quarterly (thirteen weeks) period ended February 27, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-4339

GOLDEN ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

63-0250005

(State or other jurisdiction  
of  
incorporation or  
organization)

(I.R.S. Employer  
Identification No.)

One Golden Flake Drive  
Birmingham, Alabama  
(Address of Principle  
Executive Offices)

35205  
(Zip Code)

(205) 458-7316

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes (X) No ( )

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act). (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	X
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (X)

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of March 31, 2015

Class	Outstanding at March 31, 2015
Common Stock, Par Value \$0.66 2/3	11,291,757

**EXCHANGE ACT REPORTS AVAILABLE ON COMPANY WEBSITE**

Under "SEC Filings" on the "Financial" page of the Company's website located at [www.goldenflake.com](http://www.goldenflake.com), links to the following filings are made available as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (the "SEC") the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statement on Schedule 14A related to the Company's Annual Shareholders Meeting, and any amendments to those reports or statements filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Act of 1934. You may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website located at <http://www.sec.gov> that contains the information we file or furnish electronically with the SEC.

GOLDEN ENTERPRISES, INC.

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PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS  
GOLDEN ENTERPRISES, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) February 27, 2015	(Audited) May 30, 2014
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 945,440	\$ 1,160,630
Receivables, net	10,553,110	11,341,024
Inventories:		
Raw materials and supplies	1,878,664	2,123,313
Finished goods	3,302,870	3,536,326
	5,181,534	5,659,639
Prepaid expenses	1,571,842	1,277,861
Accrued income taxes	61,150	-
Deferred income taxes	559,672	559,672
Total current assets	18,872,748	19,998,826
Property, plant and equipment, net	25,316,474	25,671,344
Other assets	1,644,167	1,810,096
Total	\$ 45,833,389	\$ 47,480,266
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Checks outstanding in excess of bank balances	\$ 1,718,316	\$ 1,971,076
Accounts payable	4,333,165	3,719,102
Accrued income taxes	-	378,659
Current portion of long-term debt	792,332	369,979
Other accrued expenses	4,508,132	5,953,171
Salary continuation plan	133,657	212,970
Line of credit outstanding	2,762,759	2,528,511
Total current liabilities	14,248,361	15,133,468
<b>LONG-TERM LIABILITIES</b>		
Notes payable - bank, non-current	6,415,161	4,944,233
Salary continuation plan	911,321	920,184
Deferred income taxes	2,969,389	2,969,389
Total long-term liabilities	10,295,871	8,833,806
<b>STOCKHOLDER'S EQUITY</b>		
Common stock - \$.66-2/3 par value: 35,000,000 shares authorized		
Issued 13,828,793 shares	9,219,195	9,219,195
Additional paid-in capital	6,497,954	6,497,954

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Retained earnings	18,709,002	18,728,462
	34,426,151	34,445,611
Less: Cost of common shares in treasury (2,537,036 shares at February 27, 2015 and 2,096,161 shares at May 30, 2014)	(13,136,994)	(10,932,619)
Total stockholder's equity	21,289,157	23,512,992
Total	\$ 45,833,389	\$ 47,480,266

See Accompanying Notes to Condensed Consolidated Financial Statements

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Thirteen Weeks Ended February 27, 2015	Thirteen Weeks Ended February 28, 2014	Thirty-Nine Weeks Ended February 27, 2015	Thirty-Nine Weeks Ended February 28, 2014
Net sales	\$31,521,659	\$32,140,922	\$97,676,021	\$100,769,083
Cost of sales	16,008,972	16,717,231	49,475,833	51,755,644
Gross margin	15,512,687	15,423,691	48,200,188	49,013,439
Selling, general and administrative expenses	14,814,153	15,262,451	46,240,504	47,262,462
Operating income before reorganization costs	698,534	161,240	1,959,684	1,750,977
Reorganization costs	-	1,026,980	-	1,026,980
Operating income (loss) after reorganization costs	698,534	(865,740 )	1,959,684	723,997
Other (expenses) income:				
Gain (loss) on sale of assets	6,800	13,410	259,606	22,693
Interest expense	(93,065 )	(72,353 )	(323,515 )	(238,016 )
Other income	56,546	18,055	79,821	71,953
Total other (expenses) income	(29,719 )	(40,888 )	15,912	(143,370 )
Income before income taxes	668,815	(906,628 )	1,975,596	580,627
Income taxes	396,292	(345,775 )	895,120	343,756
Net income (loss)	\$272,523	\$(560,853 )	\$1,080,476	\$236,871
<b>PER SHARE OF COMMON STOCK</b>				
Basic earnings	\$0.02	\$(0.05 )	\$0.09	\$0.02
Weighted average number of common stock shares outstanding:				
Basic	11,451,635	11,732,632	11,638,966	11,732,632
Cash dividends paid per share of common stock	\$0.0313	\$0.0313	\$0.0938	\$0.0938

See Accompanying Notes to Condensed Consolidated Financial Statements

GOLDEN ENTERPRISES, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Thirty-Nine Weeks Ended February 27, 2015	Thirty-Nine Weeks Ended February 28, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash received from customers	\$98,463,935	\$100,686,185
Miscellaneous income	79,821	71,953
Cash paid to suppliers and employees	(46,423,451)	(49,528,595)
Cash paid for operating expenses	(46,923,992)	(47,061,874)
Income taxes paid	(1,334,929 )	(617,896 )
Interest expenses paid	(323,515 )	(238,016 )
Net cash provided by operating activities	3,537,869	3,311,757
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(2,584,672 )	(2,676,256 )
Proceeds from sale of property, plant and equipment	261,156	48,125
Net cash used in investing activities	(2,323,516 )	(2,628,131 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Debt proceeds	24,093,217	28,795,552
Debt repayments	(21,965,689)	(28,844,137)
Change in checks outstanding in excess of bank balances	(252,760 )	714,449
Cash dividends paid	(1,099,936 )	(1,099,936 )
Purchases of treasury shares	(2,204,375 )	-
Net cash used in financing activities	(1,429,543 )	(434,072 )
Net change in cash and cash equivalents	(215,190 )	249,554
Cash and cash equivalents at beginning of period	1,160,630	757,111
Cash and cash equivalents at end of period	\$945,440	\$1,006,665



GOLDEN ENTERPRISES, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) - CONTINUED

RECONCILIATION OF NET INCOME TO NET CASH FROM OPERATING ACTIVITIES

	Thirty-Nine Weeks Ended February 27, 2015	Thirty-Nine Weeks Ended February 28, 2014
Net Income	\$1,080,476	\$236,871
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,937,993	2,873,128
Gain on sale of property and equipment	(259,606 )	(22,693 )
Changes in operating assets and liabilities:		
Change in receivables - net	787,914	(82,898 )
Change in inventories	478,105	(271,434 )
Change in prepaid expenses	(293,981 )	(264,216 )
Change in other assets- long term	165,929	441,181
Change in accounts payable	614,063	492,097
Change in accrued expenses	(1,445,039)	266,689
Change in salary continuation	(88,176 )	(82,828 )
Change in accrued income taxes	(439,809 )	(274,140 )
Net cash provided by operating activities	\$3,537,869	\$3,311,757

See Accompanying Notes to Condensed Consolidated Financial Statements

## GOLDEN ENTERPRISES, INC. AND SUBSIDIARY

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

- The accompanying unaudited condensed consolidated financial statements of Golden Enterprises, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 to Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal, recurring accruals) necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and footnotes included in the Company's Annual Report on Form 10-K for year ended May 30, 2014 which can be found on our website at [www.goldenflake.com/financial.html](http://www.goldenflake.com/financial.html).
- The consolidated results of operations for the thirty-nine weeks ended February 27, 2015 are not necessarily indicative of the results to be expected for the fifty-two week fiscal year ending May 29, 2015.

3. The following tables summarize the prepaid assets accounts at February 27, 2015 and May 30, 2014.

	February 27, 2015	May 30, 2014
Truck shop supplies	\$ 323,916	\$ 351,985
Insurance deposit	48,548	58,548
Prepaid marketplace spending	202,643	274,571
Deferred advertising fees	174,184	-
Prepaid insurance	484,785	274,389
Prepaid taxes/licenses	94,771	88,858
Prepaid dues/supplies	126,099	7,742
Other	116,896	221,768
	\$ 1,571,842	\$ 1,277,861

- The principal raw materials used in the manufacture of the Company's snack food products are potatoes, corn, pork skin pellets, vegetable oils, and seasoning. The principal supplies used are flexible film, cartons, trays, boxes, and bags. These raw materials and supplies are generally available in adequate quantities in the open market from sources in the United States and are generally contracted up to a year in advance.
- Inventories are stated at the lower of cost or market. Cost is computed on the first-in, first-out method.
- The Company has a letter of credit in the amount of \$1,850,000 outstanding at February 27, 2015 and at February 28, 2014. The letter of credit supports the Company's commercial self-insurance program.
- The Company has a line-of-credit agreement with a local bank that permits borrowing up to \$3,000,000. The line-of-credit is subject to the Company's continued credit worthiness and compliance with the terms and conditions of the loan agreement. The Company's line-of-credit debt as of February 27, 2015 was \$2,762,759 with an interest rate of 3.25%, leaving the Company with \$237,241 of credit availability. The Company's line-of-credit debt as of May 30, 2014 was \$2,528,511 with an interest rate of 3.25%, which left the Company with \$471,489 of credit availability.



8. The Company has two notes payable as of February 27, 2015. The first note was established as a construction loan in March 2009 to help fund the construction of a process water treatment facility. In September 2009, the note converted to a 10-year fixed-rate note at 4.25% for \$4,000,000. In March 2011, the loan was modified by taking the remaining balance of \$3,532,700 and adding another \$2,900,000 to finance the purchase and implementation of a new Enterprise Resource Planning computer software system. At that time, the interest rate on the loan was adjusted to 3.52% and the terms were re-established at 15 years for the repayment of the loan. The Company has been making monthly payments on the note and intends to repay it at the earliest practicable date, as there are no prepayment penalties. The note has a balance of \$5,037,607 as of February 27, 2015. The second note was established in order to fund the purchase of 440,875 shares of treasury stock. The \$2,204,375 note is dated January 30, 2015 and is to be repaid over 5 years at 3.3%. The note has a balance of \$2,169,886 as of February 27, 2015.
9. The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash equivalents and trade receivables.

The Company maintains deposit relationships with high credit quality financial institutions. The Company's trade receivables result primarily from its snack food operations and reflect a broad customer base, primarily large grocery store chains located in the Southeastern United States. The Company routinely assesses the financial strength of its customers. As a consequence, concentrations of credit risk are limited.

10. During the third quarter of fiscal 2014, the Company took necessary steps to streamline its management structure. As a result, the Company reduced its workforce by approximately 2% and incurred gross restructuring charges of \$1,026,980 consisting of severance costs related to the workforce reduction. As all of the restructuring activities were completed in the third quarter of fiscal 2014, the Company does not expect to recognize additional costs in future periods relating to these actions.

The activity in the restructuring accrual for the three month period ended February, 2014 was as follows:

Restructuring accrual – December 1, 2013	\$1,026,980.00
Cash payments	(286,667.00 )
Restructuring accrual – February 28, 2014	\$740,313.00

The accrual balance as of February 28, 2014 was relieved throughout fiscal year 2014 and early 2015, as severance payments were completed. The restructuring accrual is included in the balance of other accrued expenses in the unaudited condensed consolidated balance sheet.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have reviewed the accompanying condensed consolidated balance sheet of Golden Enterprises, Inc. and Subsidiary as of February 27, 2015, and the related condensed consolidated statements of income for the thirteen and thirty-nine week periods ended February 27, 2015 and February 28, 2014, and the related condensed consolidated statements of cash flows for the thirty-nine week periods ended February 27, 2015 and February 28, 2014. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated balance sheet of Golden Enterprises, Inc. and Subsidiary as of May 30, 2014, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the fiscal year then ended (not presented herein); and in our report dated August 7, 2014, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of May 30, 2014, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP

Birmingham, Alabama  
April 9, 2015

ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis of our financial condition and results of operations are based upon the condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. This discussion should be read in conjunction with our recent SEC filings, for the year ended May 30, 2014. The preparation of these financial statements requires us to make estimates and judgments about future events that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures. Future events and their effects cannot be determined with absolute certainty. Therefore, management's determination of estimates and judgments about the carrying values of assets and liabilities requires the exercise of judgment in the selection and application of assumptions based on various factors, including historical experience, current and expected economic conditions and other factors believed to be reasonable under the circumstances. We routinely evaluate our estimates including those considered significant and discussed in detail in Form 10-K for the year ended May 30, 2014. Actual results may differ from these estimates under different assumptions or conditions and such differences may be material.

Overview

The Company manufactures and distributes a full line of snack items, such as potato chips, tortilla chips, corn chips, fried pork skins, baked and fried cheese curls, onion rings, and puff corn. The products are all packaged in flexible bags or other suitable wrapping material. The Company also sells canned dips, pretzels, peanut butter crackers, cheese crackers, dried meat products, and nuts packaged by other manufacturers using the Golden Flake label.

No single product or product line accounts for more than 50% of the Company's sales, which affords some protection against loss of volume due to a crop failure of major agricultural raw materials or failure to procure an adequate supply of pork skin pellets. Raw materials used in manufacturing and processing the Company's snack food products are purchased on the open market and under contract through brokers and directly from growers. A large part of the raw materials used by the Company consists of farm commodities which are subject to precipitous changes in supply and price. Weather varies from season to season and directly affects both the quality and supply of farm commodities available. The Company has no control of the agricultural aspects and its profits are affected accordingly.

The Company sells its products through its own sales organization and independent distributors to commercial establishments that sell food products primarily in the Southeastern United States. The products are distributed through the independent distributors and route representatives who are supplied with selling inventory by the Company's trucking fleet. All of the route representatives are employees of the Company and use the Company's direct-store delivery system.

Liquidity and Capital Resources

At February 27, 2015 and May 30, 2014, working capital was \$4,624,387 and \$4,865,358, respectively.

The Company purchased 440,875 shares of treasury stock in the amount of \$2,204,375 during the period ending February 27, 2015. The Company's current ratio was 1.32 to 1.00 at February 27, 2015 compared to 1.32 to 1.00 at May 30, 2014.



## Accounts Receivable and Allowance for Doubtful Accounts

At February 27, 2015 and May 30, 2014 the Company had accounts receivables in the amount of \$10,553,110 and \$11,341,024 respectively, net of an allowance for doubtful accounts of \$70,000.

## Other Commitments

Available cash, cash from operations and available credit under the line-of-credit are expected to be sufficient to meet anticipated cash expenditures and normal operating requirements for the foreseeable future.

## Operating Results

For the thirteen weeks ended February 27, 2015, net sales decreased 1.9% from the comparable period in fiscal 2014. For the thirty-nine weeks ended February 27, 2015, net sales decreased 3.1% from the comparable period in fiscal 2014. Revenues this year were negatively impacted by a loss in part of contract business that was not renewed. This year's third quarter cost of sales was 50.8% of net sales compared to 52.0% for last year's third quarter. This year's cost of sales year to date was 50.7% of net sales compared to 51.4% for last year's year to date. This year's third quarter, selling, general and administrative expenses were 47.0% of net sales compared to 47.5% for last year's third quarter. This year's selling, general and administrative expenses year to date were 47.3% of net sales compared to 46.9% for last year's year to date.

The following tables compare manufactured products to resale products:

## Manufactured Products-Resale Products

	Thirteen Weeks Ended February 27, 2015		Thirteen Weeks Ended February 28, 2014			
Sales	%		%			
Manufactured Products	\$25,656,300	81.4	%	\$26,372,237	82.1	%
Resale Products	5,865,359	18.6	%	5,768,685	17.9	%
Total	\$31,521,659	100.0	%	\$32,140,922	100.0	%
Gross Margin	%		%			
Manufactured Products	\$13,102,706	51.1	%	\$13,109,843	49.7	%
Resale Products	2,409,981	41.1	%	2,313,848	40.1	%
Total	\$15,512,687	49.2	%	\$15,423,691	48.0	%
	Thirty-Nine Weeks Ended February 27, 2015		Thirty-Nine Weeks Ended February 28, 2014			
Sales	%		%			
Manufactured Products	\$78,874,241	80.8	%	\$81,135,991	80.5	%
Resale Products	18,801,780	19.2	%	19,633,092	19.5	%
Total	\$97,676,021	100.0	%	\$100,769,083	100.0	%
Gross Margin	%		%			
Manufactured Products	\$40,315,840	51.1	%	\$40,859,960	50.4	%
Resale Products	7,884,348	41.9	%	8,153,479	41.5	%



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Total	\$48,200,188	49.3	%	\$49,013,439	48.6	%
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The Company's gain on sale of assets for the thirteen weeks ended February 27, 2015 in the amount of \$6,800 was from the sale of used transportation equipment.

For last year's thirteen weeks, the gain on sale of assets in the amount of \$13,410 was from the sale of used transportation equipment.

The Company's effective tax rate for the thirteen weeks was 59.3% compared to (38.1%) for the last year's thirteen weeks. The Company's effective tax rate for the thirty-nine weeks ended February 27, 2015 was 45.3% and 59.2% for the comparable period last year.

#### Market Risk

The principal market risks (i.e., the risk of loss arising from adverse changes in market rates and prices), to which the Company is exposed, are interest rates on its cash equivalents and bank loans, fuel costs, and commodity prices affecting the cost of its raw materials.

The Company is subject to market risk with respect to commodities because its ability to recover increased costs through higher pricing may be limited by the competitive environment in which it operates. The Company purchases its raw materials on the open market and under contract through brokers or directly from growers. Future contracts have been used occasionally to hedge immaterial amounts of commodity purchases, but none are presently being used.

#### Inflation

Certain costs and expenses of the Company are affected by inflation. The Company's prices for its products over the past several years have remained relatively flat. The Company plans to contend with the effect of future inflation, to the extent possible, through efficient purchasing, improved manufacturing methods, pricing, and by monitoring and controlling expenses.

#### Environmental Matters

Golden Flake's waste water treatment plant is an environmentally-friendly way to dispose of process water at the Birmingham plant. The treatment plant has allowed Golden Flake to release the processing water into a neighboring creek which has improved the flow of water in the creek and has positively impacted the environment in the area surrounding the plant. This treatment plant has also helped to reduce expenses associated with sewer charges by the elimination of the disposal of process water through the public sewer system.

#### Subsequent Event

Not applicable.

#### Forward-Looking Statements

This discussion contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those forward-looking statements. Factors that may cause actual results to differ materially include, but are not limited to, price competition, industry consolidation, raw material costs, and effectiveness of sales and marketing activities, as described in the Company's filings with the Securities and Exchange Commission.



ITEM 3

QUANTITATIVE AND QUALITATIVE  
DISCLOSURE ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K (Section 229.305(e)) the Company is not required to provide the Information under this item, as it is a “Smaller Reporting Company” as defined by Rule 229.10(f)(1).

ITEM 4

CONTROLS AND PROCEDURES

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of the end of the period covered by this report. Any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives. Based on such evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company’s disclosure controls and procedures provided reasonable assurance that the disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and in accumulating and communicating such information to management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the Company’s internal control over financial reporting to determine whether any changes occurred during the Company’s third fiscal quarter ended February 27, 2015 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

PART II OTHER INFORMATION

ITEM 1

LEGAL PROCEEDINGS

There are no material pending legal proceedings against the Company or its subsidiary other than routine litigation incidental to the business of the Company and its subsidiary.

ITEM 1A

RISK FACTORS

As a “Smaller reporting company”, the Company is not required to provide the information under this item.

ITEM 2

UNREGISTERED SALES OF EQUITY SECURITIES  
AND USE OF PROCEEDS

The Company did not sell any equity securities during the period covered by this report.

Registrant Purchases of Equity Securities.

The Company purchased 440,875 shares of treasury stock in the amount of \$2,204,375 for the quarterly period ending February 27, 2015. The purchase was unanimously approved by the Company's Board of Directors.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
November 29 to December 26	-0-	-0-		
December 27 to January 30	440,875	\$5.00		
January 31 to February 27	-0-	-0-		
Total Third Quarter	440,875	\$5.00		

ITEM 3

DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4

MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5

OTHER INFORMATION

Not applicable.



ITEM 6

EXHIBITS

(3) Articles of Incorporation and By-laws of Golden Enterprises, Inc.

3.1 Certificate of Incorporation of Golden Enterprises, Inc. (originally known as “Golden Flake, Inc.”) dated December 11, 1967 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission).

3.2 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated December 22, 1976 (incorporated by reference to Exhibit 3.2 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission).

3.3 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 2, 1978 (incorporated by reference to Exhibit 3 to Golden Enterprises, Inc. May 31, 1979 Form 10-K filed with the Commission).

3.4 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 4, 1979 (incorporated by reference to Exhibit 3 to Golden Enterprises, Inc. May 31, 1980 Form 10-K filed with the Commission).

3.5 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 24, 1982 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 1983 Form 10-K filed with the Commission).

3.6 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 22, 1983 (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1983 filed with the Commission).

3.7 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated October 3, 1985 (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1985 filed with the Commission).

3.8 Certificate of Amendment of Certificate of Incorporation of Golden Enterprises, Inc. dated September 23, 1987 (incorporated by reference to Exhibit 3.1 to Golden Enterprises, Inc. May 31, 1988 Form 10-K filed with the Commission).

3.9 By-Laws of Golden Enterprises, Inc. (incorporated by reference to Exhibit 3.4 to Golden Enterprises, Inc. May 31, 1988 Form 10-K filed with the Commission).

(10) Material Contracts.

10.1 A Form of Indemnity Agreement executed by and between Golden Enterprises, Inc. and Each of its Directors (incorporated by reference as Exhibit 19.1 to Golden Enterprises, Inc. Form 10-Q Report for the quarter ended November 30, 1987 filed with the Commission).





- 10.2 Amended and Restated Salary Continuation Plans for John S. Stein (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. May 31, 1990 Form 10-K filed with the Commission).
- 10.3 Indemnity Agreement executed by and between the Company and S. Wallace Nall, Jr. (incorporated by reference as Exhibit 19.4 to Golden Enterprises, Inc. May 31, 1991 Form 10-K filed with the Commission).
- 10.4 Salary Continuation Plans - Retirement Disability and Death Benefits for F. Wayne Pate (incorporated by reference to Exhibit 19.1 to Golden Enterprises, Inc. May 31, 1992 Form 10-K filed with the Commission).
- 10.5 Indemnity Agreement executed by and between the Registrant and F. Wayne Pate (incorporated by reference as Exhibit 19.3 to Golden Enterprises, Inc. May 31, 1992 Form 10-K filed with the Commission).
- 10.9 Amendment to Salary Continuation Plans, Retirement and Disability for F. Wayne Pate dated April 9, 2002 (incorporated by reference to Exhibit 10.2 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.10 Amendment to Salary Continuation Plans, Retirement and Disability for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.3 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.11 Amendment to Salary Continuation Plan, Death Benefits for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.4 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.12 Retirement and Consulting Agreement for John S. Stein dated April 9, 2002 (incorporated by reference to Exhibit 10.5 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.13 Salary Continuation Plan for Mark W. McCutcheon dated May 15, 2002 (incorporated by reference to Exhibit 10.6 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.14 Trust Under Salary Continuation Plan for Mark W. McCutcheon dated May 15, 2002 (incorporated by reference to Exhibit 10.7 to Golden Enterprises, Inc. May 31, 2002 Form 10-K filed with the Commission).
- 10.20 Amendment to Salary Continuation Plan for Mark W. McCutcheon dated December 30, 2008 (incorporated by reference to Exhibit 10.20 Golden Enterprises, Inc. February 27, 2009 Form 10-Q filed with the Commission).
- 10.24 A Form of Indemnity Agreement to be executed by and between Golden Enterprises, Inc. and the following directors: Mark W. McCutcheon, Joann F. Bashinsky, John S. Stein, III, William B. Morton, Jr., Paul R. Bates and David A. Jones (incorporated by reference to Exhibit 10.24 to Golden Enterprises, Inc. January 13, 2011 Form 10-Q filed with the Commission).

10.26A Purchase Agreement was executed by and between Golden Flake Snack Foods, Inc. as Seller, and Redwine Property Management, Inc. as Purchaser, with a transfer date of July 25, 2014, for the sale of real property and improvements located thereon in Decatur, Georgia (incorporated by reference to Exhibit 10.26 to Golden Enterprises, Inc. May 30, 2014 Form 10-K filed with the Commission).

14.1 Golden Enterprises, Inc.'s Code of Conduct and Ethics adopted by the Board of Directors on April 8, 2004 (incorporated by reference to Exhibit 14.1 to Golden Enterprises, Inc. May 31, 2004 Form 10-K with the Commission).

21 Subsidiaries of the Registrant (incorporated by reference to Exhibit 21 to Golden Enterprises, Inc. May 31, 2004 Form 10-K filed with the Commission)

(31) Certifications

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(99) Additional Exhibits

99.1 A copy of excerpts of the Last Will and Testament and Codicils thereto of Sloan Y. Bashinsky, Sr. and of the SYB Common Stock Trust created by Sloan Y. Bashinsky, Sr. providing for the creation of a Voting Committee to vote the shares of common stock of Golden Enterprises, Inc. held by SYB, Inc. and the Estate/Testamentary Trust of Sloan Y. Bashinsky, Sr. (Incorporated by reference to Exhibit 99.1 to Golden Enterprises, Inc. May 31, 2005 Form 10-k filed with the Commission).

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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.

GOLDEN ENTERPRISES,  
INC.

(Registrant)

Dated: April 9, 2015

/s/Mark W. McCutcheon  
Mark W. McCutcheon  
Chairman of the Board,  
President and  
Chief Executive Officer

Dated: April 9, 2015

/s/ Patty Townsend  
Patty Townsend  
Vice-President and  
Chief Financial Officer  
(Principal Accounting  
Officer)