

RADIANT LOGISTICS, INC
Form 10-Q
February 11, 2019

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 period ended December 31, 2018

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 001-35392

RADIANT LOGISTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware 04-3625550
(State or Other Jurisdiction of (IRS Employer
Incorporation or Organization) Identification No.)

405 114th Ave S.E., Bellevue, WA 98004
(Address of principal executive offices)

(425) 943-4599
(Registrant's telephone number, including area code)

N/A
(Former name, former address, and former fiscal year,
if changed since last report)

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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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 49,511,148 shares outstanding of the registrant’s common stock, par value \$.001 per share, as of February 4, 2019.

RADIANT LOGISTICS, INC.

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RADIANT LOGISTICS, INC.

Condensed Consolidated Balance Sheets

(In thousands, except share and per share data)	December 31, 2018 (unaudited)	June 30, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 11,913	\$ 6,992
Accounts receivable, net of allowance of \$2,375 and \$1,703, respectively	107,457	137,578
Contract assets	24,259	—
Income tax receivable	—	2,105
Prepaid expenses and other current assets	11,175	6,599
Total current assets	154,804	153,274
Technology and equipment, net	18,847	18,566
Goodwill	65,389	65,389
Intangible assets, net	60,554	65,264
Deposits and other assets	1,267	2,945
Total other long-term assets	127,210	133,598
Total assets	\$ 300,861	\$ 305,438
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 88,240	\$ 90,153
Operating partner commissions payable	14,395	14,322
Accrued expenses	6,429	5,404
Income tax payable	572	—
Current portion of notes payable	3,817	3,726
Current portion of contingent consideration	309	960
Transition and lease termination liability	882	1,385
Other current liabilities	408	295
Total current liabilities	115,052	116,245
Notes payable, net of current portion	55,848	43,197
Contingent consideration, net of current portion	905	1,615
Deferred rent liability	978	1,020
Deferred income taxes	7,921	8,665
Other long-term liabilities	318	1,082
Total long-term liabilities	65,970	55,579
Total liabilities	181,022	171,824

Commitments and contingencies (Note 14)

Stockholders' equity:

Preferred stock, \$0.001 par value, 5,000,000 shares authorized; nil and 839,200 shares issued

and outstanding, respectively	—	1
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Common stock, \$0.001 par value, 100,000,000 shares authorized; 49,561,374 and 49,511,907

shares issued, and 49,469,576 and 49,420,109 shares outstanding, respectively	31	31
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Additional paid-in capital	99,346	117,968
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Treasury stock, at cost, 91,798 shares	(253)	(253)
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Retained earnings	19,490	15,539
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Accumulated other comprehensive income	679	186
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Total Radiant Logistics, Inc. stockholders' equity	119,293	133,472
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Non-controlling interest	546	142
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Total equity	119,839	133,614
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Total liabilities and equity	\$ 300,861	\$ 305,438
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The accompanying notes form an integral part of these condensed consolidated financial statements.

RADIANT LOGISTICS, INC.

Condensed Consolidated Statements of Comprehensive Income

(unaudited)

	Three Months Ended December 31, 2018	2017	Six Months Ended December 31, 2018	2017
(In thousands, except share and per share data)				
Revenues				