

REGIS CORP
Form 10-Q/A
January 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended September 30, 2012

OR

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

For the transition period from to

Regis Corporation

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-0749934

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

7201 Metro Boulevard, Edina, Minnesota

(Address of principal executive offices)

55439

(Zip Code)

(952) 947-7777

(Registrant's telephone number, including area code)

N/A

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

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 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 be submit and post such files). Yes 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. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

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

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Indicate the number of shares outstanding of each of the issuer's classes of common stock as of October 24, 2012:

Common Stock, \$.05 par value
Class

57,526,940
Number of Shares

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EXPLANATORY NOTE

Regis Corporation (the Company) previously filed the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 with the SEC on November 9, 2012 (the Original Filing). The Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (Form 10-Q/A) to reflect the restatement of its interim Condensed Consolidated Financial Statements, and the related notes thereto, for the quarter ended September 30, 2012. For a more detailed description of this restatement, see "Restatement of Financial Statements" in Note 2 of the Notes to the Condensed Consolidated Financial Statements included in Item 1, "Financial Statements" of this Form 10-Q/A. Information presented in the section entitled Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" has also been restated, as applicable. Information presented in the section entitled in Item 4, "Controls and Procedures" has also been restated.

Subsequent to September 30, 2012, the Company determined that the \$24.0 million foreign currency gain recognized during the quarter ended September 30, 2012 was understated by \$9.9 million as the actual net gain was \$33.8 million. The Company completed the sale of its investment in Provalliance and subsequently liquidated all foreign entities with Euro denominated operations during the three months ended September 30, 2012. Within the Original Filing, amounts previously classified within accumulated other comprehensive income that were recognized in earnings were foreign currency translation rate gain adjustments of \$33.6 million, a cumulative tax-effected net loss of \$7.9 million associated with a cross-currency swap that was settled in fiscal year 2007 that hedged the Company's European operations, and a \$1.7 million net loss associated with cash repatriation from the Company's European operations. The foreign currency translation rate gain reflected within this Form 10-Q/A is \$43.4 million, resulting in a net gain of \$33.8 million.

This Form 10-Q/A sets forth the content of the Original Filing in its entirety, with changes to Items 1, 2, and 4 of Part I and Item 6 of Part II of the Original Filing amended, in each case, solely as a result of, and to reflect, the restatement. No other information in the Original Filing has been amended in this Form 10-Q/A. Pursuant to the rules of the SEC, Item 6 of Part II of the Original Filing has been amended to contain the awareness letter of the Company's independent registered public accountants and currently-dated certifications from the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The awareness letter of the Company's independent registered public accountant is attached to this Form 10-Q/A as Exhibit 15. The certifications of the Company's CEO and CFO are attached to this Form 10-Q/A as Exhibits 31.1, 31.2, 32.1 and 32.2.

Except for the foregoing amended information, this Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and the Company has not updated the disclosures contained herein to reflect events that have occurred subsequent to that date.

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REGIS CORPORATION

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As of September 30, 2012 and June 30, 2012

(Dollars in thousands, except per share data)

	September 30, 2012 (as restated, see Note 2)	June 30, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 222,458	\$ 111,943
Receivables, net	32,424	28,954
Inventories	155,990	142,276
Deferred income taxes	14,520	14,503
Income tax receivable	14,175	14,098
Other current assets	24,233	55,903
Current assets held for sale (Note 3)	17,202	17,000
Total current assets	481,002	384,677
Property and equipment, net	303,150	305,799
Goodwill	463,917	462,279
Other intangibles, net	23,375	23,395
Investment in and loans to affiliates	59,910	160,987
Other assets	60,824	59,488
Long-term assets held for sale (Note 3)	176,204	175,221
Total assets	\$ 1,568,382	\$ 1,571,846
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Long-term debt, current portion	\$ 28,883	\$ 28,937
Accounts payable	63,428	47,890
Accrued expenses	134,565	157,026
Current liabilities related to assets held for sale (Note 3)	15,959	18,120
Total current liabilities	242,835	251,973
Long-term debt and capital lease obligations	251,178	258,737
Other noncurrent liabilities	148,594	143,972
Long-term liabilities related to assets held for sale (Note 3)	28,063	28,007
Total liabilities	670,670	682,689
Commitments and contingencies (Note 9)		

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Shareholders' equity:

Common stock, \$0.05 par value; issued and outstanding 57,527,496 and 57,415,241 common shares at September 30, 2012 and June 30, 2012, respectively	2,876	2,871
Additional paid-in capital	347,408	346,943
Accumulated other comprehensive income	28,287	55,114
Retained earnings	519,141	484,229
Total shareholders' equity	897,712	889,157
Total liabilities and shareholders' equity	\$ 1,568,382	\$ 1,571,846