LIFEWAY FOODS INC
Form 10-Q
November 14, 2017

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

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(Mark One)

x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2017

o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number: 000-17363

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LIFEWAY FOODS, INC.

(Exact Name of Registrant as Specified in its Charter)

____

Illinois	**36-3442829**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

6431 West Oakton, Morton Grove, IL 60053

(Address of Principal Executive Offices, Zip Code)

(847) 967-1010

(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 x No o

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 o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one)

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o	Smaller reporting company x
Emerging growth company o	

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. o

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

As of November 3, 2017, 16,024,264 shares of the registrant's common stock, no par value, were outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

LIFEWAY FOODS, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

September 30, 2017 and December 31, 2016

(In thousands)

	September 30, 2017 (Unaudited)	**December 31, 2016**
Current assets		
Cash and cash equivalents	$ 7,264	$ 8,812
Accounts receivable, net of allowance for doubtful accounts and discounts & allowances of $1,160 and $1,600 at September 30, 2017 and December 31, 2016 respectively	10,408	9,594
Inventories, net	8,050	8,042
Prepaid expenses and other current assets	1,016	785
Refundable income taxes	771	309
Total current assets	**27,509**	**27,542**
Property, plant and equipment, net	**23,888**	**21,832**
Intangible assets		
Goodwill & indefinite-lived intangibles	14,068	14,068
Other intangible assets, net	1,143	1,647
Total intangible assets	**15,211**	**15,715**
Other assets	**150**	**125**
Total assets	**$ 66,758**	**$ 65,214**
Current liabilities		
Current maturities of notes payable	$ 3,292	$ 840
Accounts payable	7,104	5,718
Accrued expenses	2,866	2,169

Accrued income taxes	74	654
Total current liabilities	**13,336**	**9,381**
Notes payable	**3,197**	**6,279**
Deferred income taxes, net	**1,192**	**1,192**
Other long-term liabilities	**406**	**–**
Total liabilities	**18,131**	**16,852**
Stockholders' equity		
Common stock, no par value; 40,000 shares authorized; 17,274 shares issued; 16,037 and 16,154 outstanding at September 30, 2017 and December 31, 2016, respectively	6,509	6,509
Paid-in capital	2,247	2,198
Treasury stock, at cost	(11,527)	(10,340)
Retained earnings	51,398	49,995
Total stockholders' equity	**48,627**	**48,362**
Total liabilities and stockholders' equity	**$ 66,758**	**$ 65,214**

See accompanying notes to consolidated financial statements

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LIFEWAY FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

For the three months and nine months ended September 30, 2017 and 2016

(Unaudited)

(In thousands, except per share data)

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Net sales	**$28,786**	**$29,990**	**$92,636**	**$93,691**
Cost of goods sold	20,331	21,478	65,262	65,480
Depreciation expense	618	533	1,801	1,797
Total cost of goods sold	20,949	22,011	67,063	67,277
Gross profit	**7,837**	**7,979**	**25,573**	**26,414**
Selling expenses	4,010	4,306	11,648	10,733
General and administrative	3,145	3,308	10,743	10,300
Amortization expense	168	176	504	529
Total operating expenses	**7,323**	**7,790**	**22,895**	**21,562**
Income from operations	**514**	**189**	**2,678**	**4,852**
Other income (expense):				
Interest expense	(62)	(56)	(180)	(161)
Gain (loss) on sale of investments, net reclassified from OCI	–	12	–	(15)
Loss on sale of property and equipment	(34)	(156)	(39)	(307)
Other income, net	–	28	–	105
Total other income (expense)	(96)	(172)	(219)	(378)
Income before provision for income taxes	**418**	**17**	**2,459**	**4,474**
Provision for income taxes	175	81	1,056	1,476
Net income (loss)	**$243**	**$(64)**	**$1,403**	**$2,998**

Earnings per common share:				
Basic	$0.02	$0.00	$0.09	$0.19
Diluted	$0.02	$0.00	$0.09	$0.19
Weighted average common shares:				
Basic	16,093	16,141	16,133	16,159
Diluted	16,168	16,161	16,218	16,181
COMPREHENSIVE INCOME (LOSS)				
Net income (loss)	**$243**	**$(64)**	**$1,403**	**$2,998**
Other comprehensive income (loss), net of tax:				
Unrealized gains on investments, net of taxes	–	6	–	62
Reclassifications to earnings:				
Realized (gains) losses on investments, net of taxes	–	(8)	–	9
Comprehensive income (loss)	**$243**	**$(66)**	**$1,403**	**$3,069**

See accompanying notes to consolidated financial statements

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LIFEWAY FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity

For the Nine Months Ended September 30, 2017 and 2016

(Unaudited)

(In thousands)

	Common Stock Issued Shares	Common Stock Issued $	In treasury Shares	In treasury $	Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net of Tax	Total Equity
Balance, January 1, 2016	**17,274**	**$6,509**	**(1,064)**	**$(9,730)**	**$2,033**	**$46,516**	**$ (71)**	**$45,257**
Other comprehensive income	–	–	–	–	–		71	71
Treasury stock purchased	–	–	(69)	(738)	–	–	–	(738)
Stock-based compensation	–	–	–	–	100	–	–	100
Net income	–	–	–	–	–	2,998	–	2,998
Balance, September 30, 2016	**17,274**	**$6,509**	**(1,133)**	**$(10,468)**	**$2,133**	**$49,514**	**$ –**	**$47,688**
Balance, January 1, 2017	**17,274**	**$6,509**	**(1,120)**	**$(10,340)**	**$2,198**	**$49,995**	$ –	**$48,362**
Treasury stock purchased	–	–	(117)	(1,187)	–	–	–	(1,187)
Stock-based compensation	–	–	–	–	49	–	–	49
Net income	–	–	–	–	–	1,403	–	1,403
Balance, September 30, 2017	**17,274**	**$6,509**	**(1,237)**	**$(11,527)**	**$2,247**	**$51,398**	$ –	**$48,627**

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Nine Months Ended September 30, 2017 and 2016

(Unaudited)

(In thousands)

	2017	2016
Cash flows from operating activities:		
Net income	$1,403	$2,998
Adjustments to reconcile net income to operating cash flow:		
Depreciation and amortization	2,305	2,326
Loss on sale of investments, net	–	15
Reserve for inventory obsolescence	320	89
Stock-based compensation	901	100
Deferred income taxes	–	444
Loss on sale of property and equipment	39	307
(Increase) decrease in operating assets:		
Accounts receivable	(814)	(823)
Inventories	(328)	(1,611)
Refundable income taxes	(462)	(72)
Prepaid expenses and other current assets	(231)	(310)
Increase (decrease) in operating liabilities:		
Accounts payable	1,384	370
Accrued expenses	252	465
Accrued income taxes	(580)	215
Net cash provided by operating activities	4,189	4,513
Cash flows from investing activities:		
Purchases of investments	(25)	(559)
Proceeds from sale of investments	–	2,751
Redemption of certificates of deposits	–	513
Purchases of property and equipment	(3,932)	(2,481)
Proceeds from sale of property and equipment	37	149
Net cash (used in) provided by investing activities	(3,920)	373
Cash flows from financing activities:		
Purchase of treasury stock	(1,187)	(738)
Repayment of notes payable	(630)	(630)
Net cash used in financing activities	(1,817)	(1,368)

Net (decrease) increase in cash and cash equivalents	(1,548)	3,518
Cash and cash equivalents at the beginning of the period	8,812	5,646
Cash and cash equivalents at the end of the period	$7,264	$9,164
Supplemental cash flow information:		
Cash paid for income taxes, net of refunds	$2,098	$886
Cash paid for interest	$180	$162

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2017 and December 31, 2016

(Unaudited)

(In thousands, except per share data)

Note 1 – Basis of Presentation

Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") for interim financial information, and do not include all of the information and disclosures required for complete, audited financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included. For further information, refer to the consolidated financial statements and disclosures included in Company's Annual Report on Form 10-K as of and for the year ended December 31, 2016. Certain amounts in prior-year financial statements were reclassified to conform to the current-year presentation. The results for the period are not necessarily indicative of the results to be expected for other interim periods or the full year.

Principles of consolidation

Our consolidated financial statements include the accounts of Lifeway Foods, Inc. and all its wholly owned subsidiaries (collectively "Lifeway" or the "Company"). All significant intercompany accounts and transactions have been eliminated.

Note 2 – Significant Accounting Policies

Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in preparing the consolidated financial statements include the reserve for promotional allowances, the valuation of goodwill and intangible assets, stock-based and incentive compensation, and deferred income taxes.

Revenue Recognition

The Company records sales when the following four criteria have been met: (i) The product has been shipped and the Company has no significant remaining obligations; (ii) Persuasive evidence of an agreement exists; (iii) The price to the buyer is fixed or determinable; and (iv) Collection is probable. In addition, shipping costs invoiced to the customers are included in net sales and the related costs are included in cost of sales.

The Company routinely offers sales allowances and discounts to our customers and consumers. These programs include rebates, in-store display and demo allowances, allowances for non-salable product, coupons and other trade promotional activities. These allowances are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain a reserve for the estimated allowances incurred but unpaid. Differences between estimated and actual allowances are normally insignificant and are recognized in income in the period such differences are determined. Product returns have historically not been material.

Bulk cream is a by-product of the Company’s fluid milk manufacturing process. The Company does not use its by-product bulk cream in any of its end products, but rather disposes of it through sales to other companies. Bulk cream by-product sales are included in net sales.

Advertising and promotional costs

The Company expenses advertising costs as incurred. For the nine months ended September 30, 2017 and 2016 total advertising expenses were $4,703 and $5,418 respectively. For the three months ended September 30, 2017 and 2016 total advertising expenses were $1,892 and $2,665 respectively.

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Recently Adopted Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-09, Compensation-Stock Compensation – Improvements to Employee Share-Based Payment Accounting. The new guidance simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, statutory tax withholding requirements, classification of awards as either equity or liabilities, and classification in the statement of cash flows. Under this ASU, excess tax benefits and deficiencies are no longer recognized as additional paid-in capital in the consolidated balance sheets. This guidance was effective on January 1, 2017. The adoption of this amendment had no impact on the consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, Income Taxes – Balance Sheet Classification of Deferred Taxes. This new guidance simplifies the presentation of deferred income taxes and requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. Previous guidance required deferred tax assets and liabilities to be separated into current and noncurrent amounts on the balance sheet. This guidance was effective on January 1, 2017. The Company elected to adopt this guidance as of the first fiscal quarter in 2017 and has applied the update on a retrospective basis. The Company changed its accounting principle to reduce the cost and complexity inherent in recording deferred taxes as current and noncurrent on the consolidated balance sheets. As a result, the Company has reclassified $662 of current deferred tax asset to noncurrent deferred tax liability in the consolidated balance sheet as of December 31, 2016.

In July 2015, the FASB issued ASU 2015-11, Inventory – Simplifying the Measurement of Inventory. The core principal of the guidance is that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This guidance was effective on January 1, 2017. The adoption of this amendment had no impact on the consolidated financial statements.

Recently Issued Accounting Pronouncements

In May 2017, the FASB issued ASU No. 2017-09, Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting. The new guidance provides clarity and reduces both diversity in practice and cost of complexity when accounting for a change to the terms of or conditions of a share-based payment award. The amendments in this Update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The new guidance will be effective for fiscal years beginning on or after December 15, 2017 and interim periods within those years. Early adoption of the guidance is permitted. The adoption of this amendment is not expected to have a material impact on the consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment. The new guidance simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The new guidance will be effective for annual periods or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. The amendment should be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The adoption of this amendment is not expected to have a material impact on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments. The new guidance is intended to address the diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows, such as debt prepayment or debt extinguishment costs, contingent consideration payments made after an acquisition, proceeds from the settlement of insurance claims, and other topics. The new guidance will be effective for fiscal years beginning on or after December 15, 2017 and interim periods within those years. Early adoption of the guidance is permitted. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The guidance requires lessees to recognize lease assets and lease liabilities in the balance sheet and disclose key information about leasing arrangements, such as information about variable lease payments and options to renew and terminate leases. The amended guidance will require both operating and finance leases to be recognized in the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. The new guidance is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those years. Early adoption is permitted. The amendments in this ASU should be adopted using a modified retrospective transition approach, which requires application of the new guidance at the beginning of the earliest comparative period presented in the year of adoption. We do not intend to early adopt the standard. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The new guidance modifies how entities measure equity investments and present changes in the fair value of financial liabilities. Under the new guidance, entities will have to measure equity investments that do not result in consolidation and are not accounted under the equity method at fair value and recognize any changes in fair value in net income unless certain conditions exist. The new guidance will be effective for fiscal years beginning on or after December 15, 2017 and interim periods within those years. Early adoption of the guidance is not permitted. The adoption of this amendment is not expected to have an impact on the consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific requirements. ASU 2014-09 establishes a five-step revenue recognition process in which an entity 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 in exchange for those goods or services. The standard allows for either “full retrospective” adoption, meaning the standard is applied to all of the periods presented, or “modified retrospective” adoption, meaning the standard is applied only to the most current period presented in the financial statements. ASU 2014-09 also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. On August 12, 2015, the FASB approved a one year delay of the effective date to reporting periods beginning after December 15, 2017, while permitting companies to voluntarily adopt the new standard as of the original effective date. In December 2016, the FASB issued ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers, which clarifies narrow aspects of ASC 606 or corrects unintended application of the guidance. The effective date and transition requirements for ASU 2016-20 are the same as the effective date and transition requirements for ASU 2014-09. Under the delayed effective date, the Company is required to adopt the new standard not later than January 1, 2018.

Management is currently evaluating the impact the adoption of this amendment will have on the Company's consolidated financial position, results of operations or cash flows and the method of retrospective application, either full or modified. Our completed evaluation will include the impact of the new standard on certain common practices currently employed by us, such as rebates, in-store display and demo allowances, allowances for non-saleable product, and coupons. We currently expect to utilize the modified retrospective transition method and to adopt the ASU on January 1, 2018. Based on our findings to date, we do not expect the standard to have a material impact on our results of operations or financial position; however, our assessment is not yet complete. During 2017, we plan to finalize our review and method of adoption.

Note 3 – Inventories, net

Inventories consisted of the following:

	September 30, 2017	December 31, 2016
Ingredients	$ 2,056	$ 2,256
Packaging	2,789	2,770
Finished goods	3,205	3,016
Total inventories	$ 8,050	$ 8,042

Note 4 – Property, Plant and Equipment, net

Property, plant and equipment consisted of the following:

	September 30, 2017	December 31, 2016
Land	$ 1,747	$ 1,747
Buildings and improvements	17,052	16,428
Machinery and equipment	26,625	23,122
Vehicles	861	848
Office equipment	734	709
Construction in process	1,454	1,873
	48,473	44,727
Less accumulated depreciation	(24,585)	(22,895)
Total property, plant and equipment, net	$ 23,888	$ 21,832

Note 5 – Intangible Assets

Goodwill & indefinite-lived intangible assets consisted of the following:

	September 30, 2017	December 31, 2016
Goodwill	$ 10,368	$ 10,368
Brand names	3,700	3,700
Goodwill and indefinite-lived intangible assets	$ 14,068	$ 14,068

Other intangible assets, net consisted of the following:

	September 30, 2017	December 31, 2016
Recipes	$ 44	$ 44
Customer lists and other customer related intangibles	4,529	4,529
Customer relationship	985	985
Trade names	2,248	2,248
Formula	438	438
	8,244	8,244
Accumulated amortization	(7,101)	(6,597)
Other intangible assets, net	$ 1,143	$ 1,647

Note 6 – Accrued Expenses

Accrued expenses consisted of the following:

	September 30, 2017	**December 31, 2016**
Payroll and incentive compensation	$ 2,318	$ 1,560
Real estate taxes	301	394

Other	247	215
	$ 2,866	$ 2,169

Note 7 – Notes Payable

	September 30, 2017	December 31, 2016
Variable rate term loan due May 31, 2018. Principal and interest (3.74% at September 30, 2017) payable monthly with a balloon payment due at maturity.	$ 2,959	$ 3,339
Variable rate term loan due May 31, 2019. Principal and interest (3.74% at September 30, 2017) payable monthly with a balloon payment due at maturity.	3,530	3,780
Total notes payable	6,489	7,119
Less current portion	(3,292)	(840)
Total long-term portion	$ 3,197	$ 6,279

The variable rate term loans are subject to interest at the prime rate or at the LIBOR rate plus 2.5% and are collateralized by substantially all of the assets of the Company. In addition, under the terms of the related agreements, the Company is subject to minimum fixed charged ratio and tangible net worth thresholds, which among other things may limit the Company's ability to pay dividends or repurchase shares of its common stock. Further, under the agreements the Company is required to deliver its annual and quarterly financial statements and related SEC filings within specified timeframes. The Company was in compliance with these financial covenants at September 30, 2017.

In addition, the Company has a $5 million revolving credit facility. Borrowings under the facility are subject to interest at the prime rate or LIBOR plus 2.5%. As of September 30, 2017 there were no borrowings under the facility. The facility expires in July 2018.

Note 8 – Commitments and contingencies

Lease obligations

The Company leases three retail stores for its Lifeway Kefir Shop subsidiary, certain machinery and equipment, and office space under operating leases. Total lease expense was $497 and $331 for the nine months ended September 30, 2017 and 2016, respectively. Total lease expense was $175 and $171 for the three months ended September 30, 2017 and 2016, respectively.

Litigation

The Company is engaged in various legal actions, claims and proceedings arising in the normal course of business, including commercial disputes, product liabilities, intellectual property matters and employment-related matters resulting from the Company's business activities.

The Company records accruals for outstanding legal matters when it believes it is probable that a loss will be incurred and the amount of such loss can be reasonably estimated. The Company evaluates, on a periodic basis, developments in legal matters that could affect the amount of any accrual and developments that would make a loss contingency both probable and reasonably estimable. If a loss contingency is not both probable and estimable, the Company does not establish an accrued liability. Currently, none of the Company's accruals for outstanding legal matters are material individually or in the aggregate to the Company's financial position and it is management's opinion that the ultimate resolution of these outstanding legal matters will not have a material adverse effect on our business, financial condition, results of operations, or cash flows. However, if the Company ultimately is required to make payments in connection with an adverse outcome, it is possible that it could have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

The Company's contingencies are subject to substantial uncertainties, including for each such contingency the following, among other factors: (i) the procedural status of the case; (ii) whether the case has or may be certified as a class action suit; (iii) the outcome of preliminary motions; (iv) the impact of discovery; (v) whether there are significant factual issues to be determined or resolved; (vi) whether the proceedings involve a large number of parties and/or parties and claims in multiple jurisdictions or jurisdictions in which the relevant laws are complex or unclear; (vii) the extent of potential damages, which are often unspecified or indeterminate; and (viii) the status of settlement discussions, if any, and the settlement posture of the parties. Consequently, the Company cannot predict with any reasonable certainty the timing or outcome of such contingencies, and the Company is unable to estimate a possible loss or range of loss.

In a letter dated May 19, 2016, the Company received a request to voluntarily produce documents in connection with a confidential, informal inquiry by the Division of Enforcement of the SEC concerning the Company's internal controls, disclosure controls procedures, and internal control over financial reporting for fiscal years 2013 through the date of the letter. The SEC has informed the Company that the inquiry should not be construed as an indication that any violation of any federal securities law has occurred or as a reflection upon the merits of any person, company, or securities involved. Since receiving the letter, the Company has been cooperating with the SEC and will continue to do so.

Note 9 – Income taxes

For each interim period, the Company estimates the effective tax rate ("ETR") expected to be applicable for the full year and applies that rate to income before provision for income taxes for the period. Additionally, the Company records discrete income tax items such as enacted tax rate changes and completed tax audits in the period in which they occur.

The effective tax rate for the three months ended September 30, 2017 was 41.9% compared to over 100.0% for the three months ended September 30, 2016. The effective tax rate for the nine months ended September 30, 2017 was 42.9% compared to 33.0% for the nine months ended September 30, 2016.

Note 10 – Fair Value Measurements

The Company's financial assets and liabilities include cash and cash equivalents, accounts receivable, accounts payable and notes payable, and are reported at carrying value which approximates fair value.

Note 11 – Stock-based and Other Compensation

Stock Options

In December 2015, Lifeway shareholders approved the 2015 Omnibus Incentive Plan, which authorized the issuance of an aggregate of 3.5 million shares to satisfy awards of stock options, stock appreciation rights, unrestricted stock, restricted stock, restricted stock units, performance shares and performance units. At September 30, 2017, 3.448 million shares remain available under the Omnibus Incentive Plan. The Company has not established a pace for the frequency of awards under the Omnibus Incentive Plan, and may choose to suspend the issuance of new awards in the future and may grant additional awards at any time including issuing special grants of restricted stock, restricted stock units, and stock options to attract and retain new and existing executives.

The following table summarizes stock option activity during the nine months ended September 30, 2017:

	Options	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value
Outstanding at December 31, 2016	45	$ 10.45		
Granted	–	$ –		
Exercised	–	$ –		
Forfeited	–	$ –		
Outstanding at September 30, 2017	45	$ 10.45	8.50	$ (70)
Exercisable at September 30, 2017	29	$ 10.42	8.50	$ (44)

For the nine months ended September 30, 2017 and 2016 total pre-tax stock-based compensation expense recognized in the consolidated statements of income and comprehensive income was $35 and $100, respectively. For the nine months ended September 30, 2017 and 2016 tax-related benefits of $14 and $37 were also recognized. For the three months ended September 30, 2017 and 2016 total pre-tax stock-based compensation expense recognized in the consolidated statements of income and comprehensive income was $6 and $58, respectively. For the three months ended September 30, 2017 and 2016 tax-related benefits of $3 and $22 were also recognized. As of September 30, 2017, the total remaining unearned compensation related to non-vested stock options was $25, which is expected to be amortized over the weighted-average remaining service period of 1.22 years.

We measure the fair value of stock options using the Black-Scholes option pricing model. The expected term of options granted was based on the weighted average time of vesting and the end of the contractual term. We utilized this simplified method as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term.

Restricted Stock Units

Pursuant to the 2015 Omnibus Incentive Plan, Lifeway granted 2 Restricted Stock Units ("RSUs") to certain key employees in December 2016. An RSU represents the right to receive one share of common stock in the future. RSUs have no exercise price.

The following table summarizes RSU activity during the nine months ended September 30, 2017:

	RSU's
Outstanding at December 31, 2016	2
Granted	–
Shares issued upon vesting	–
Forfeited	–
Outstanding at September 30, 2017	2
Weighted average grant date fair value per share	$10.54

We expense RSU's over the service period. For the nine months ended September 30, 2017 and 2016 total pre-tax stock-based compensation expense recognized in the consolidated statements of income and comprehensive income was $14 and $0, respectively. For the nine months ended September 30, 2017 and 2016 tax-related benefits of $6 and $0 were also recognized. For the three months ended September 30, 2017 and 2016 total pre-tax stock-based compensation expense recognized in the consolidated statements of income and comprehensive income was $5 and $0, respectively. For the three months ended September 30, 2017 and 2016 tax-related benefits of $2 and $0 were also recognized. As of September 30, 2017, the total remaining unearned compensation related to non-vested RSU's was $6, which is expected to be amortized over the weighted-average remaining service period of 0.71 years.

Incentive Compensation

In March 2016 Lifeway established an incentive-based compensation program (the "2016 Plan") for certain senior executives and key employees (the "participants"). The incentive compensation was based on the achievement of certain sales and EBITDA performance levels versus respective targets in 2016. Under the 2016 Plan, the senior executives had the opportunity to earn cash and equity-based incentive compensation in amounts ranging from $0 to $4,000 for fiscal 2016 depending on the performance levels compared to the respective targets. For the nine months and three months ended September 30, 2016, bonuses of $1,280 and $240 were expensed under the 2016 Plan, respectively.

In January 2017, Lifeway established an incentive-based compensation program (the "2017 Plan") for certain senior executives and key employees (the "participants"). The number of participants under the 2017 Plan was expanded from the 2016 Plan. Under the 2017 Plan, incentive compensation is based on (a) the achievement of certain sales and EBITDA performance levels versus respective targets in 2017, and (b) for certain senior executives, the achievement of individual performance objectives. Under the 2017 Plan, collectively the participants may earn cash and equity based incentive compensation in amounts ranging from $0 to $11,025 depending on the Company's performance levels compared to the respective targets and the senior executive's performance compared to their individual objectives. The equity portion of the incentive compensation is payable in restricted stock that vests one-third in each of the three years from the 2017 grant dates. For the nine months ended September 30, 2017, $2,106 was accrued under the 2017 Plan, of which $1,254 was recorded as cash bonus expense and $852 was recorded as stock-based compensation expense in the consolidated statements of income and comprehensive income. For the three months ended September 30, 2017, $121 was accrued under the 2017 Plan, of which $6 was recorded as cash bonus expense and $115 was recorded as stock-based compensation expense in the consolidated statements of income and comprehensive income.

Retirement Benefits

The Company has a defined contribution plan which is available to substantially all full-time employees. Under the terms of the plan the Company matches employee contributions under a prescribed formula. For the nine months ended September 30, 2017 and 2016 total contribution expense recognized in the consolidated statements of income and comprehensive income was $296 and $255, respectively. For the three months ended September 30, 2017 and 2016 total contribution expense recognized in the consolidated statements of income and comprehensive income was $59 and $82, respectively.

Note 12 – Segments, Products and Customers

The Company manufactures probiotic, cultured, functional dairy health food products. The Company's primary product is kefir, a dairy beverage similar to but distinct from yogurt, in several flavors and in several package configurations. In addition to the drinkable products, Lifeway manufactures "Lifeway Farmer Cheese," a line of various farmer cheeses.

The Company has determined that it has one reportable segment based on how the Company's chief operating decision maker manages the business and in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing Company performance, has been identified collectively as the Chief Financial Officer, the Chief Operating Officer, the Chief Executive Officer and Chairperson of the board of directors. Substantially all of the consolidated revenues of the Company relate to the sale of fermented dairy products which are produced using the same processes and materials and are sold to consumers through a network of distributors and retailers in the United States.

Net sales of products by category were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Drinkable Kefir (a)	$25,134	$25,533	$80,382	$80,135
Lifeway cheese products	2,561	2,479	7,750	7,579
Pro Bugs Kefir products	819	1,606	3,586	4,962
Frozen Kefir	272	372	918	1,015
Net Sales	$28,786	$29,990	$92,636	$93,691

(a) Excludes ProBugs Kefir products, and includes cream, cupped Kefir and cupped cheese products, supplements and other.

Significant Customers – Sales are predominately to companies in the retail food industry, located within the United States. Two major customers accounted for approximately 22% and 23% of net sales for the nine months ended September 30, 2017 and 2016, respectively, and 21% and 22% of net sales for the three months ended September 30, 2017 and 2016, respectively.

Note 13 – Related party transactions

The Company obtains consulting services from the Chairperson of its board of directors. Fees earned by the Chairperson are included in general and administrative expenses in the accompanying consolidated statements of income and comprehensive income and were $750 and $787 during the nine months ended September 30, 2017 and 2016, respectively, and $250 and $248 during the three months ended September 30, 2017 and 2016, respectively.

The Company is also a party to a royalty agreement with the Chairperson of its board of directors under which the Company pays the Chairperson a royalty based on the sale of certain Lifeway product, not to exceed $50 in any fiscal month. Royalties earned by the Chairperson are included in selling expenses in the accompanying consolidated statements of income and comprehensive income and were $450 during the nine months ended September 30, 2017 and 2016, and $150 during the three months ended September 30, 2017 and 2016.

Note 14 – Subsequent Event

On September 24, 2015, the Company's Board of Directors authorized a stock repurchase program (the “2015 stock repurchase program”) under which the Company may, from time to time, repurchase shares of its common stock for an aggregate purchase price not to exceed the lesser of $3,500 or 250 shares. On November 1, 2017, the Company’s Board of Directors amended the Company’s 2015 stock repurchase program (the “2017 amendment”), by increasing the authorization to the lesser of $5,185 or 625 shares, exclusive of the shares previously authorized under the 2015 stock repurchase program. Under the amended authorization, share repurchases may be executed through various means, including without limitation in the open market or in privately negotiated transactions, in accordance with all applicable securities laws and regulations, including without limitation Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations. The repurchase program does not obligate the Company to purchase any shares, and the program may be terminated, suspended, increased, or decreased by the Company’s Board of Directors in its discretion at any time.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in this Form 10-Q is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements, the accompanying notes, and the MD&A included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "Form 10-K"). Unless otherwise specified, any description of "our", "we", and "us" in this MD&A refer to Lifeway Foods, Inc. and subsidiaries.

Cautionary Statement Regarding Forward-Looking Statements

In addition to historical information, this quarterly report contains "forward-looking" statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of words such as "anticipate," "intend," "plan," "believe," "estimate," "expect," "future," "likely," "may," "should," "will" and similar terms or terminology, or the negative of such terms or other comparable terminology. Examples of forward-looking statements include, among others, statements we make regarding

- Expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings;
- Strategy for acquisitions, customer retention, growth, product development, market position, financial results and reserves; Estimates of the amounts of sales allowances and discounts to our customers and consumers;
- Our belief that we will maintain compliance with our loan agreements and have sufficient liquidity to fund our business operations;

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- The impact of investigative and legal proceedings;
-

- Developments and changes in laws and regulations, including regulation of the dairy or food industries through legislative action and revised rules and standards applied by the Food & Drug Administration (FDA);
- Economic and financial conditions, including volatility in interest and exchange rates, commodity and equity prices, and the value of our assets;
- Changes in the price of milk and other key materials and disruptions in supply chains for these materials;
- Strategic actions, including acquisitions and dispositions and our success in launching new products;
- The impact on our competitive position if we do not maintain compliance with our loan agreements and/or sufficient liquidity to fund our business operations;
- Such other factors as discussed throughout Part I, Item 1 “Business”; Part I, Item 1A “Risk Factors”; and Part II, Item 7 “Management's Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2016 and that are described from time to time in our filings with the SEC.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. We intend these forward-looking statements to speak only at the date made. Except as otherwise required to be disclosed in periodic reports required to be filed by public companies with the SEC pursuant to the SEC's rules, we have no duty to update these statements, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Three Months Ended September 30, 2017 Compared to Three Months Ended September 30, 2016

Results of Operations

	September 30,		Change	
	2017	2016	$	%
Net sales	$28,786	$29,990	$(1,204)	(4.0%)
Cost of goods sold	$20,331	$21,478	$1,147	
Depreciation expense	618	533	(85)	
Total cost of goods sold	$20,949	$22,011	$1,062	4.8%
Gross profit	$7,837	$7,979	$(142)	(1.8%)
Gross Profit % to net sales	27.2%	26.6%		
Selling expenses	$4,010	$4,306	$296	6.9%
Selling expenses % to net sales	13.9%	14.4%		
General & administrative expenses	$3,145	$3,308	$163	4.9%
General & administrative % to net sales	10.9%	11.0%		
Amortization expense	$168	$176	$8	4.5%
Total operating expenses	$7,323	$7,790	$467	6.0%
Total operating expense % to net sales	25.4%	26.0%		
Income from operations	$514	$189	$325	172.0%
Income from operations % to net sales	1.8%	0.6%		

Net Sales

Net sales decreased by $1,204 or 4.0% to $28,786. Volume / mix subtracted 7.0% from net sales; pricing added 0.8% to net sales and trade promotion and allowances added 2.2% to overall net sales. The 7.0% volume / mix decline was driven by lower volumes of our branded drinkable kefir partially offset by the impact of new item introductions (primarily cupped kefir) and an increase in sales of private label products.

Gross Profit

Gross profit as a percent of net sales increased to 27.2% during the three-month period ended September 30, 2017 from 26.6% during the same three-month period in 2016. The higher gross profit percent reflects lower trade promotion and lower delivery costs partially offset by the unfavorable impact of labor and overhead costs on lower net sales in the 2017 period.

Selling Expenses

Selling expenses decreased by $296 or 6.9% to $4,010 during the three-month period ended September 30, 2017 from $4,306 during the same period in 2016. The lower selling expenses reflects lower advertising costs, partially offset by higher salaries. During the third quarter of 2017 we ran our “Probiotic Billionaire” advertising campaign focused on the functional benefits of Lifeway’s kefir. During the third quarter of 2016 we ran a broad-based advertising campaign that featured our brand ambassador and Olympic athlete Carly Lloyd. The production costs of the 2016 campaign were more costly than the 2017 campaign. The increase in salaries reflects a headcount increase in our salesforce. Selling expenses as a percentage of net sales were 13.9% for the three-month period ended September 30, 2017 compared to 14.4% for the same period in 2016.

General and administrative expenses

General and administrative expenses decreased $163 or 4.9% to $3,145 during the three-month period ended September 30, 2017 from $3,308 during the same period in 2016. The decrease is primarily a result of lower professional fees.

Income from operations and net income

The company reported income from operations of $514 during the three months ended September 30, 2017, compared to $189 during the same period in 2016. Provision for income taxes was $175 during the three months ended September 30, 2017, compared to a provision for income taxes of $81 during the same period in 2016. Our effective tax rate (ETR) for the three months ended September 30, 2017 was 41.9% compared to an ETR which exceeded 100.0% in the same period last year. The ETR for the three months ended September 30, 2016 reflects a change in the estimated U.S. manufacturing deduction and the relatively small amount of income before provision for income taxes.

Income taxes are discussed in Note 9 in the Notes to the Consolidated Financial Statements.

We reported net income of $243 or $0.02 per basic and diluted common share for the three-month period ended September 30, 2017 compared to a net loss of $64 or $0.00 per basic and diluted common share in the same period in 2016.

Comparison of the nine-month period ended September 30, 2017 to the nine-month period ended September 30, 2016

Results of Operations

	September 30,		Change	
	2017	2016	$	%
Net sales	$92,636	$93,691	$(1,055)	(1.1%)
Cost of goods sold	$65,262	$65,480	$218	
Depreciation expense	1,801	1,797	(4)	
Total cost of goods sold	$67,063	$67,277	$214	0.3%
Gross profit	$25,573	$26,414	$(842)	(3.2%)
Gross Profit % to net sales	27.6%	28.2%		
Selling expenses	$11,648	$10,733	$(915)	(8.5%)
Selling expenses % to net sales	12.6%	11.5%		

General & administrative expenses	$10,743	$10,300	$(443)	(4.3%)
General & administrative % to net sales	11.6%	11.0%		
Amortization expense	$504	$529	$25	4.7%
Total operating expenses	$22,895	$21,562	$(1,333)	(6.2%)
Total operating expense % to net sales	24.7%	23.0%		
Income from operations	$2,678	$4,852	$(2,174)	(44.8%)
Income from operations % to net sales	2.9%	5.2%		

Net Sales

Net sales decreased by $1,055 or 1.1% to $92,636. Volume / mix subtracted 1.6% from net sales; pricing added 0.7% to net sales and trade promotion subtracted 0.2% from overall net sales. The 1.6% decline in volume / mix was driven by lower volumes of our branded drinkable kefir partially offset by the impact of new item introductions and an increase in sales of private label product.

Gross Profit

Gross profit as a percent of net sales decreased to 27.6% during the nine-month period ended September 30, 2017 from 28.2% during the same period in 2016. The lower gross profit percent was driven by higher milk costs and increased trade promotion partially offset by lower delivery costs.

Selling Expenses

Selling expenses increased by $915 or 8.5% to $11,648 during the nine-month period ended September 30, 2017 from $10,733 during the same period in 2016. The increased selling expenses reflects higher salaries partially offset by lower advertising and marketing related costs. The higher salaries was driven by a headcount increase in our salesforce. The lower advertising and marketing related costs were driven by the lower production costs of our 2017 advertising campaign. Selling expenses as a percentage of net sales were 12.6% for the nine-month period ended September 30, 2017 compared to 11.5% for the same period in 2016.

General and administrative expenses

General and administrative expenses increased $443 or 4.3% to $10,743 during the nine-month period ended September 30, 2017 from $10,300 during the same period in 2016. The increase is primarily a result of higher salaries partially offset by lower professional fees. The increase in salaries reflects higher levels of executive compensation for senior management driven by incentive compensation and an increase in the headcount of the overall management team.

Income from operations and net income

The company reported income from operations of $2,678 during the nine months ended September 30, 2017, compared to $4,852 during the same period in 2016. Provision for income taxes was $1,056, or a 42.9% effective tax rate (ETR) during the nine months ended September 30, 2017, compared to a provision for income taxes of $1,476 or a 33.0% effective tax rate, during the same period in 2016. During the nine months ended September 30, 2016 the Company recorded an income tax benefit of $265 as a result of the favorable settlement of uncertain tax positions, which reduced the ETR by 5.9%.

Income taxes are discussed in Note 9 in the Notes to the Consolidated Financial Statements.

We reported net income of $1,403 or $0.09 per basic and diluted common share for the nine-month period ended September 30, 2017 compared to $2,998 or $0.19 per basic and diluted common share in the same period in 2016.

Liquidity and Capital Resources

Sources and Uses of Cash

We anticipate being able to fund the Company's foreseeable liquidity requirements internally. We also have unused credit lines as discussed in Note 7 to the consolidated financial statements and we anticipate future compliance with our loan agreements. We continue to explore potential acquisition opportunities in our industry in order to boost sales while leveraging our distribution system to consolidate and lower costs.

Net cash provided by operating activities was $4,189 during the nine months ended September 30, 2017 compared to net cash provided by operating activities of $4,513 in the same period in 2016. The decline in cash provided by operating activities reflects relatively lower net income partially offset by an increase in non-cash charges primarily related to stock-based compensation and the favorable impact of relatively lower working capital during 2017. The favorable impact of working capital on operating cash flow was driven by the favorable timing of payments to suppliers and service providers and lower inventory levels in the 2017 period.

Net cash used in investing activities was $3,920 during the nine months ended September 30, 2017 compared to net cash provided by investing activities of $373 in the same period in 2016. The lower level of net cash used in investing activities in the 2016 period reflects liquidity provided from our investments in part to fund share repurchase activity. Capital spending was $3,932 during the nine months ended September 30, 2017 compared to $2,481 in the same period in 2016 reflecting our continuing investments in new production equipment.

Net cash used in financing activities was $1,817 during the nine months ended September 30, 2017 compared to net cash used in financing activities of $1,368 in the same period in 2016. We repurchased approximately 117 and 69 shares of common stock at a cost of $1,187 and $738 in the nine-month periods ended September 30, 2017 and September 30, 2016 respectively.

On September 24, 2015, the Company's Board of Directors authorized a stock repurchase program (the “2015 stock repurchase program”) under which the Company may, from time to time, repurchase shares of its common stock for an aggregate purchase price not to exceed the lesser of $3,500 or 250 shares. On November 1, 2017, the Company’s Board of Directors amended the Company’s 2015 stock repurchase program (the “2017 amendment”), by increasing the authorization to the lesser of $5,185 or 625 shares, exclusive of the shares previously authorized under the 2015 stock repurchase program. Under the amended authorization, share repurchases may be executed through various means, including without limitation in the open market or in privately negotiated transactions, in accordance with all applicable securities laws and regulations, including without limitation Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations. The repurchase program does not obligate the Company to purchase any shares, and the program may be terminated, suspended, increased, or decreased by the Company’s Board of Directors in its discretion at any time.

The Company had a net decrease in cash and cash equivalents of $1,548 during the nine-month period ended September 30, 2017 compared to a net increase in cash and cash equivalents of $3,518 in the same period in 2016.

At September 30, 2017, the Company had $3,292 of current maturities of notes payable. We intend to fund these maturities with available cash balances and / or new financing facilities. The Company also has a $5 million revolving credit facility. This facility expires in July 2018, remained unused at September 30, 2017 and is available for other general corporate purposes. The company is in compliance with the covenants contained in its loan agreements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

For information regarding our exposure to certain market risk, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in the Form 10-K. There have been no significant changes in our market risk exposures from the 2016 year-end.

ITEM 4. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures

Our evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act was performed under the supervision and with the participation of our senior management, including our Chief Executive Officer and Chief Financial Officer. The purpose of disclosure controls and procedures is to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

As previously disclosed under "Item 9A—Controls and Procedures" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, we concluded that our internal control over financial reporting was not effective based on the material weakness identified. Based on the material weakness, which we view as an integral part of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the quarter ended September 30, 2017, our disclosure controls and procedures were not effective. Nevertheless, based on a number of factors, including the performance of additional procedures by management designed to ensure the reliability of our financial reporting, we believe that the consolidated financial statements in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

(b) Changes in Internal Control over Financial Reporting

Our remediation efforts were ongoing during the three months ended September 30, 2017. Remediation generally requires making changes to how controls are designed and implemented and then adhering to those changes for a sufficient period of time such that the effectiveness of those changes is demonstrated with an appropriate amount of consistency. We have taken certain remediation steps to address the material weaknesses referenced above and to improve our control over financial reporting. If not remediated these deficiencies could result in material misstatements to our consolidated financial statements.

In addition to the actions previously disclosed under "Item 9A—Controls and Procedures" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, our remediation initiatives summarized below, are intended to further address our specific material weaknesses and to continue to enhance our internal control over financial reporting.

Management's Remediation Initiatives

During the nine months ended September 30, 2017 we took the following actions to improve our internal controls over financial reporting:

- We have continued to emphasize the importance of, and monitor the sustained compliance with, the execution of our internal controls over financial reporting.
- We have continued to work with our third-party service provider to ensure that our accounting and reporting for income taxes are timely and accurate.
- We have increased the number of employees authorized to review and sign checks from two to three to improve timeliness and add redundancy to the internal controls over the cash disbursements process. We have also updated our invoice approval policy to clarify authority levels of company personnel submitting invoices to our accounts payable department for payment.
- We have installed software and implemented new procedures designed to improve user provisioning and user access rights to our ERP system.
- We have hired a senior staff accountant to increase the size of our controller's department. We began on-boarding the senior staff accountant in connection with our third quarter reporting period.

There were no other material changes in our internal control over financial reporting that occurred during the nine months ended September 30, 2017 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are a party to various lawsuits, proceedings, and other matters arising out of the conduct of our business. Currently, it is management’s opinion that the ultimate resolution of these matters will not have a material adverse effect on our business, financial condition, results of operation, or cash flows.

ITEM 1A. RISK FACTORS.

There have been no material changes to the Risk Factors disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Issuer Purchases of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURE.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

10.1	Thirteenth Modification to Loan and Security Agreement effective July 6, 2017, by and among The PrivateBank and Trust Company, Lifeway Foods, Inc., Fresh Made, Inc., Helios Nutrition Limited, The Lifeway Kefir Shop, LLC and Lifeway Wisconsin, Inc.
10.2	Fourteenth Modification to Loan and Security Agreement effective July 20, 2017, by and among The PrivateBank and Trust Company, Lifeway Foods, Inc., Fresh Made, Inc., Helios Nutrition Limited, The Lifeway Kefir Shop, LLC and Lifeway Wisconsin, Inc.
10.3	Fifteenth Modification to Loan and Security Agreement effective November 1, 2017, by and among CIBC Bank USA f/k/a The PrivateBank and Trust Company, Lifeway Foods, Inc., Fresh Made, Inc., Helios Nutrition Limited, The Lifeway Kefir Shop, LLC and Lifeway Wisconsin, Inc.
31.1	Officer’s Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Officer’s Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Press release dated November 14, 2017 reporting the Company's financial results for the three and nine months ended September 30, 2017.
101	Interactive Data Files.

* This exhibit is furnished and will not be deemed "filed.”

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, thereunto duly authorized.

LIFEWAY FOODS, INC.

Date: November 14, 2017	By:	/s/ Julie Smolyansky Julie Smolyansky Chief Executive Officer, President, and Director (Principal Executive Officer)
Date: November 14, 2017	By:	/s/ John P. Waldron John P. Waldron Chief Financial Officer (Principal Financial and Accounting Officer)

INDEX OF EXHIBITS

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