BUFFALO WILD WINGS INC

FORM 10-Q
(Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 September 23, 2012

Commission File No. 000-24743

BUFFALO WILD WINGS, INC.
(Exact name of registrant as specified in its charter)

Minnesota	**No. 31-1455915**
(State or Other Jurisdiction of Incorporation or Organization)	**(IRS Employer Identification No.)**

**5500 Wayzata Boulevard, Suite 1600, Minneapolis, MN 55416
(Address of Principal Executive Offices) (Zip Code)**

**(952) 593-9943
(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 ☐

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 ☐ 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 the 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 ☐ Smaller reporting company ☐

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

The number of shares outstanding of the registrant's common stock as of October 26, 2012: 18,599,276 shares.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BUFFALO WILD WINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands)

(unaudited)

	September 23, 2012	December 25, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 31,322	20,530
Marketable securities	52,511	39,956
Accounts receivable – net of allowance of $25	17,785	12,165
Inventory	6,511	6,311
Prepaid expenses	3,128	3,707
Refundable income taxes	2,355	7,561
Deferred income taxes	7,249	6,323
Restricted assets	36,266	42,692
Total current assets	157,127	139,245
Property and equipment, net	346,963	310,170
Other assets	27,979	28,174
Goodwill	17,777	17,770
Total assets	$ 549,846	495,359
Liabilities and Stockholders' Equity		
Current liabilities:		
Unearned franchise fees	$ 1,815	1,852
Accounts payable	37,591	30,089
Accrued compensation and benefits	33,595	30,499
Accrued expenses	11,614	7,580
System-wide payables	36,503	44,250
Total current liabilities	121,118	114,270
Long-term liabilities:		
Other liabilities	1,679	1,544
Deferred income taxes	35,826	38,512
Deferred lease credits, net of current portion	25,381	23,047
Total liabilities	184,004	177,373
Commitments and contingencies (note 9)		
Stockholders' equity:		
Undesignated stock, 1,000,000 shares authorized; none issued	—	—
Common stock, no par value. Authorized 44,000,000 shares; issued and outstanding 18,590,352 and 18,377,920, respectively	120,268	113,509
Retained earnings	245,387	204,772
Accumulated other comprehensive income (loss)	187	(295)
Total stockholders' equity	365,842	317,986
Total liabilities and stockholders' equity	$ 549,846	495,359

See accompanying notes to consolidated financial statements.

BUFFALO WILD WINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(Amounts in thousands except per share data)

(unaudited)

	Three months ended		Nine months ended	
	September 23, 2012	**September 25, 2011**	**September 23, 2012**	**September 25, 2011**
Revenue:				
Restaurant sales	$ 228,418	181,036	681,284	514,459
Franchise royalties and fees	18,441	16,727	55,420	49,555
Total revenue	246,859	197,763	736,704	564,014
Costs and expenses:				
Restaurant operating costs:				
Cost of sales	71,263	51,655	213,213	143,654
Labor	68,804	54,783	203,710	154,970
Operating	34,626	28,537	99,772	78,134
Occupancy	13,458	11,195	39,349	32,081
Depreciation and amortization	16,818	12,748	48,439	35,701
General and administrative	21,813	18,336	62,213	53,394
Preopening	4,535	3,864	8,662	10,367
Loss on asset disposals and store closures	788	612	2,122	1,515
Total costs and expenses	232,105	181,730	677,480	509,816
Income from operations	14,754	16,033	59,224	54,198
Investment income (loss)	418	(374)	713	(170)
Earnings before income taxes	15,172	15,659	59,937	54,028
Income tax expense	4,464	4,393	19,322	17,228
Net earnings	$ 10,708	11,266	40,615	36,800
Earnings per common share – basic	$ 0.58	0.61	2.19	2.01
Earnings per common share – diluted	0.57	0.61	2.17	2.00
Weighted average shares outstanding – basic	18,589	18,352	18,573	18,330
Weighted average shares outstanding – diluted	18,723	18,520	18,675	18,433

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Net earnings	$ 10,708	11,266	40,615	36,800
Other comprehensive income (loss)				
Foreign currency translation adjustments, net of tax	660	(419)	482	(419)
Other comprehensive income (loss), net of tax	660	(419)	482	(419)
Comprehensive income	11,368	10,847	41,097	36,381

See accompanying notes to consolidated financial statements.

BUFFALO WILD WINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollar amounts in thousands)

(unaudited)

	Nine months ended	
	September 23, 2012	**September 25, 2011**
Cash flows from operating activities:		
Net earnings	$ 40,615	36,800
Adjustments to reconcile net earnings to cash provided by operations:		
Depreciation	46,409	35,065
Amortization	2,030	636
Loss on asset disposals and store closures	1,757	1,279
Deferred lease credits	2,966	2,703
Deferred income taxes	(3,612)	8,220
Stock-based compensation	6,207	8,642
Excess tax benefit from stock issuance	(2,024)	(700)
Change in operating assets and liabilities:		
Trading securities	(850)	37
Accounts receivable	(7,712)	(5,752)
Inventory	(199)	(632)
Prepaid expenses	583	(1,019)
Other assets	(1,826)	(2,216)
Unearned franchise fees	(37)	(124)
Accounts payable	2,088	5,704
Income taxes	7,230	2,877
Accrued expenses	13,162	13,322
Net cash provided by operating activities	106,787	104,842
Cash flows for investing activities:		
Acquisition of property and equipment	(79,007)	(84,651)
Purchase of marketable securities	(123,943)	(78,690)
Proceeds of marketable securities	112,238	94,387
Net cash used in investing activities	(90,712)	(68,954)
Cash flows for financing activities:		
Issuance of common stock	1,147	870
Tax payments for restricted stock units	(8,447)	(2,481)
Excess tax benefit from stock issuance	2,024	700
Net cash used in financing activities	(5,276)	(911)
Effect of exchange rate changes on cash and cash equivalents	(7)	(86)
Net increase in cash and cash equivalents	10,792	34,891
Cash and cash equivalents at beginning of period	20,530	15,309
Cash and cash equivalents at end of period	$ 31,322	50,200

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 23, 2012 AND SEPTEMBER 25, 2011
(Dollar amounts in thousands except share and per share data)

(1) Basis of Financial Statement Presentation

The consolidated financial statements as of September 23, 2012 and December 25, 2011, and for the three-month and nine-month periods ended September 23, 2012 and September 25, 2011 have been prepared by Buffalo Wild Wings, Inc. pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The financial information as of September 23, 2012 and December 25, 2011 and for the three-month and nine-month periods ended September 23, 2012 and September 25, 2011 is unaudited, but, in the opinion of management, reflects all adjustments and accruals necessary for a fair presentation of the financial position, results of operations, and cash flows for the interim periods.

References in the remainder of this document to “company,” “we,” “us” and “our” refer to the business of Buffalo Wild Wings, Inc. and our subsidiaries.

The financial information as of December 25, 2011 is derived from our audited consolidated financial statements and notes thereto for the fiscal year ended December 25, 2011, which is included in Item 8 in the Fiscal 2011 Annual Report on Form 10-K and should be read in conjunction with such financial statements.

The results of operations for the three-month and nine-month periods ended September 23, 2012 are not necessarily indicative of the results of operations that may be achieved for the entire year ending December 30, 2012.

(2) Summary of Significant Accounting Policies

(a) *Inventories*

Inventories are stated at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method. Cash flows related to inventory sales are classified in net cash provided by operating activities in the Consolidated Statements of Cash Flows.

We purchase products from a number of suppliers and believe there are alternative suppliers. We have minimum purchase commitments from some of our vendors, but the terms of the contracts and nature of the products are such that our purchase requirements do not create a market risk. The primary food product used by our restaurants and our franchised restaurants is chicken wings. Chicken wings are purchased by us at market prices. For the three-month periods ended September 23, 2012 and September 25, 2011, chicken wings were 28.2% and 18.1%, respectively, of restaurant cost of sales. For the nine-month periods ended September 23, 2012 and September 25, 2011, chicken wings were 27.0% and 17.9%, respectively, of restaurant cost of sales.

(b) *New Accounting Pronouncements*

We reviewed all significant newly-issued accounting pronouncements and concluded that they either are not applicable to our operations or that no material effect is expected on our consolidated financial statements as a result of future adoption.

(3) Fair Value Measurements

The guidance for fair value measurements establishes the authoritative definition of fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1 – Observable inputs such as quoted prices in active markets;
- Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following table summarizes the financial instruments measured at fair value in our consolidated balance sheet as of September 23, 2012:

	Fair Value Measurements			
	Level 1	***Level 2***	***Level 3***	***Total***
Assets				
Cash Equivalents	$ 19,731	1,007	—	20,738
Marketable Securities	6,153	31,162	—	37,315

The following table summarizes the financial instruments measured at fair value in our consolidated balance sheet as of December 25, 2011:

	Fair Value Measurements			
	Level 1	***Level 2***	***Level 3***	***Total***
Assets				
Cash Equivalents	$ 10,103	1,500	—	11,603
Marketable Securities	5,304	—	—	5,304

We classified a portion of our marketable securities as available-for-sale and trading securities which were reported at fair market value, using the “market approach” valuation technique. The “market approach” valuation method uses prices and other relevant information observable in market transactions involving identical or comparable assets to determine fair market value. Our cash equivalents include commercial paper and money market funds which are valued using a Level 1 approach. Our trading securities are valued using a Level 1 approach. Our available-for-sale marketable securities are valued using a Level 2 approach, using observable direct and indirect inputs for municipal bonds.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the nine-month periods ended September 23, 2012 or September 25, 2011.

(4) Marketable Securities

Marketable securities consisted of the following:

	As of	
	September 23, 2012	**December 25, 2011**
Held-to-maturity		
Municipal securities	$ 15,196	34,652
Available-for-sale		
Municipal securities	31,162	—
Trading		
Mutual funds	6,153	5,304
Total	$ 52,511	39,956

All held-to-maturity debt securities mature within one year and had aggregate fair values of $15,195 and $34,640 as of September 23, 2012 and December 25, 2011, respectively. Trading securities represent investments held for future needs of our non-qualified deferred compensation plan.

(5) **Property and Equipment**

Property and equipment consisted of the following:

	September 23, 2012	December 25, 2011
Construction in process	$ 27,821	$ 20,078
Buildings	47,049	37,956
Furniture, fixtures, and equipment	196,613	175,718
Leasehold improvements	280,329	245,506
Property and equipment, gross	551,812	479,258
Less accumulated depreciation	(204,849)	(169,088)
Property and equipment, net	$ 346,963	$ 310,170

(6) Stockholders' Equity

(a) Stock Options

We have 5.4 million shares of common stock reserved for issuance under our Equity Incentive Plan (Plan) for our employees, officers, and directors. The exercise price for stock options issued under the Plan is to be not less than the fair market value on the date of grant with respect to incentive and nonqualified stock options. Incentive stock options become exercisable in four equal installments from the date of the grant and have a contractual life of seven to ten years. Nonqualified stock options issued pursuant to the Plan have varying vesting periods from immediately to four years and have a contractual life of seven to ten years. Incentive stock options may be granted under this Plan until March 12, 2022. We issue new shares of common stock upon exercise of stock options. Option activity is summarized for the nine months ended September 23, 2012 as follows:

	Number of shares	Weighted average exercise price	Average remaining contractual Life (years)	Aggregate intrinsic value
Outstanding, December 25, 2011	182,629	$ 34.06	4.0	$ 6,242
Granted	27,691	94.42		
Exercised	(18,127)	18.02		
Cancelled	(6,934)	53.26		
Outstanding, September 23, 2012	185,259	$ 43.93	3.8	$ 7,703
Exercisable, September 23, 2012	109,084	30.30	2.9	5,862

The aggregate intrinsic value in the table above is before applicable income taxes, based on our closing stock price of $84.04 as of the last business day of the quarter ended September 23, 2012, which would have been received by the optionees had all options been exercised on that date. As of September 23, 2012, total unrecognized stock-based compensation expense related to nonvested stock options was approximately $1,404, which is expected to be recognized over a weighted average period of approximately 2.5 years. During the nine-month periods ended September 23, 2012 and September 25, 2011, the total intrinsic value of stock options exercised was $1,183 and $1,173, respectively. During the nine-month periods ended September 23, 2012 and September 25, 2011, the weighted average grant date fair value of options granted was $43.97 and $26.07. No shares vested during the nine-month periods ended September 23, 2012 or September 25, 2011.

The Plan has 1,589,101 shares available for grant as of September 23, 2012.

(b) Restricted Stock Units

Restricted stock units are granted annually under the Plan at the discretion of the Compensation Committee of the Board of Directors. Restricted stock units are subject to three-year cliff vesting and a cumulative three-year earnings target. The number of units which vest at the end of the three-year period is based on performance against the target. These restricted stock units are subject to forfeiture if they have not vested at the end of the three-year period. Stock-based compensation is recognized for the number of units expected to vest at the end of the period and is expensed beginning on the grant date through the end of the performance period.

For each grant, restricted stock units meeting the three-year performance criteria will vest as of the end of our fiscal year. The distribution of vested restricted stock units as common stock typically occurs in March of the following year. The common stock is issued to participants net of the number of shares needed for the required minimum employee withholding taxes. We issue new shares of common stock upon the disbursement of restricted stock units. Restricted stock units are contingently issuable shares, and the activity for the first nine months of fiscal 2012 is as follows:

	Number of shares	Weighted average grant date fair value
Outstanding, December 25, 2011	360,280	$ 45.95
Granted	137,111	93.23
Vested	(4,865)	86.33
Cancelled	(34,552)	53.75
Outstanding, September 23, 2012	457,974	$ 59.08

As of September 23, 2012, the total stock-based compensation expense related to nonvested awards not yet recognized was $11,177, which is expected to be recognized over a weighted average period of 1.8 years. The weighted average grant date fair value of restricted stock units granted during the nine-month periods ended September 23, 2012 and September 25, 2011 was $93.23 and $53.60, respectively. During the nine-month periods ended September 23, 2012 and September 25, 2011, we recognized $5,205 and $7,675, respectively, of stock-based compensation expense related to restricted stock units.

(c) Employee Stock Purchase Plan

We have reserved 600,000 shares of common stock for issuance under our Employee Stock Purchase Plan (ESPP). The ESPP is available to substantially all employees subject to employment eligibility requirements. Participants may purchase our common stock at 85% of the beginning or ending closing price, whichever is lower, for each six-month period ending in May and November. During the first nine months of 2012 and 2011, we issued 14,505 and 16,292 shares of common stock, respectively, under the ESPP. As of September 23, 2012, we have 260,157 shares available for future issuance under the ESPP.

(7) Earnings Per Share

The following is a reconciliation of basic and fully diluted earnings per common share for the three-month and nine-month periods ended September 23, 2012 and September 25, 2011:

	Three months ended September 23, 2012		
	Earnings (numerator)	Shares (denominator)	Per-share amount
Net earnings	$ 10,708		
Earnings per common share	10,708	18,588,598	$ 0.58
Effect of dilutive securities – stock options	—	80,487	
Effect of dilutive securities – restricted stock units	—	54,197	
Earnings per common share – assuming dilution	$ 10,708	18,723,282	0.57

	Three months ended September 25, 2011		
	Earnings (numerator)	Shares (denominator)	Per-share amount
Net earnings	$ 11,266		
Earnings per common share	11,266	18,352,012	$ 0.61
Effect of dilutive securities – stock options	—	75,381	
Effect of dilutive securities – restricted stock units	—	92,257	
Earnings per common share – assuming dilution	$ 11,266	18,519,650	0.61

	Nine months ended September 23, 2012		
	Earnings (numerator)	Shares (denominator)	Per-share amount
Net earnings	$ 40,615		
Earnings per common share	40,615	18,572,953	$ 2.19
Effect of dilutive securities – stock options	—	83,819	
Effect of dilutive securities – restricted stock units	—	18,066	
Earnings per common share – assuming dilution	$ 40,615	18,674,838	2.17

	Nine months ended September 25, 2011		
	Earnings (numerator)	Shares (denominator)	Per-share amount
Net earnings	$ 36,800		
Earnings per common share	36,800	18,329,565	$ 2.01
Effect of dilutive securities – stock options	—	73,054	
Effect of dilutive securities – restricted stock units	—	30,752	
Earnings per common share – assuming dilution	$ 36,800	18,433,371	2.00

The following is a summary of those securities outstanding at the end of the respective periods, which have been excluded from the fully diluted calculations because the effect on net earnings per common share would have been antidilutive or were performance-granted shares for which the performance criteria had not yet been met:

	Three months ended		Nine months ended	
	September 23, 2012	September 25, 2011	September 23, 2012	September 25, 2011
Stock options	27,506	6,773	18,399	15,960
Restricted stock units	403,777	556,242	439,908	617,747

(8) Supplemental Disclosures of Cash Flow Information

	Nine months ended	
	September 23, 2012	September 25, 2011
Cash paid during the period for:		
Income taxes	$ 15,880	6,339
Noncash financing and investing transactions:		
Property and equipment not yet paid for	5,374	12,534

(9) Contingencies

We are involved in various legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

(10) Subsequent Event

In the fourth quarter of 2012, we have completed the purchase of nine franchised locations and are positioned to acquire an additional nine franchised locations. We expect the total purchase price for these locations to be approximately $44,000.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included in Item 1 of Part 1 of this Quarterly Report and the audited consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended December 25, 2011. This discussion and analysis contains certain statements that are not historical facts, including, among others, those relating to our anticipated financial performance for 2012, cash requirements, and our expected store openings and preopening costs. Such statements are forward-looking and speak only as of the date on which they are made. Actual results are subject to various risks and uncertainties including, but not limited to, those discussed in this Form 10-Q under Item 2 of Part I as well as in Item 1A of Part I of the fiscal 2011 Form 10-K. Information included in this discussion and analysis includes commentary on company-owned and franchised restaurant units, restaurant sales, same-store sales, and average weekly sales volumes. Management believes such sales information is an important measure of our performance, and is useful in assessing consumer acceptance of the Buffalo Wild Wings ® Grill & Bar concept and the overall health of the concept. Franchise information also provides an understanding of our revenues because franchise royalties and fees are based on the opening of franchised units and their sales. However, franchise sales and same-store sales information does not represent sales in accordance with U. S. generally accepted accounting principles (GAAP), should not be considered in isolation or as a substitute for other measures of performance prepared in accordance with GAAP and may not be comparable to financial information as defined or used by other companies.

Critical Accounting Estimates

Our most critical accounting estimates, which are those that require significant judgment, include: valuation of long-lived assets and store closing reserves, goodwill, vendor allowances, self-insurance liabilities, and stock-based compensation. An in-depth description of these can be found in our Annual Report on Form 10-K for the fiscal year ended December 25, 2011. There have been no changes to those policies during this period.

Overview

As of September 23 , 2012, we owned and operated 343 company-owned and franchised an additional 511 Buffalo Wild Wings ® Grill & Bar restaurants in North America. We believe that we will grow the Buffalo Wild Wings brand to about 1,700 locations in North America, continuing the strategy of developing both company-owned and franchised restaurants.

For 2012, we believe we will have about 53 company-owned and 43 franchised restaurant openings and estimate our annual net earnings growth will be 15%. Our growth and success depend on several factors and trends. First, we will continue our focus on trends in company-owned and franchised same-store sales as an indicator of the continued acceptance of our concept by consumers. We also review the overall trend in average weekly sales as an indicator of our ability to increase the sales volume and, therefore, cash flow per location. We remain committed to high quality operations and guest experience.

Our revenue is generated by:

- Sales at our company-owned restaurants, which represented 93% of total revenue in the third quarter of 2012. Food and nonalcoholic beverages accounted for 79% of restaurant sales. The remaining 21% of restaurant sales was from alcoholic beverages. The menu items with the highest sales volume are traditional and boneless wings at 21% and 19%, respectively, of total restaurant sales.

- Royalties and franchise fees received from our franchisees.

A second factor is our success in developing restaurants in new markets. There are inherent risks in opening new restaurants, especially in new markets, including the lack of experience, logistical support, and brand awareness. These factors may result in lower than anticipated sales and cash flow for restaurants in new markets along with higher preopening costs. We believe our focus on new restaurant opening procedures, along with our expanding North American presence, will help to mitigate the overall risk associated with opening restaurants in new markets.

Third, we continue to monitor and react to changes in our cost of goods sold. The cost of goods sold is difficult to predict, as it has ranged from 27.2% to 31.6% of restaurant sales per quarter in our 2011 fiscal year and year-to-date in 2012, mostly due to price and yield fluctuations in chicken wings. We work to counteract the volatility of chicken wing prices with the introduction of new menu items, marketing promotions, focused efforts on food costs and waste, and menu price increases. We will continue to monitor the cost of chicken wings, as it can significantly change our cost of sales and cash flow from company-owned restaurants. We continue to explore purchasing strategies to lessen the severity of cost increases and fluctuations, and are reviewing menu additions and other strategies that may decrease the volatility of our cost of sales percentage and decrease the percentage that chicken wings represent in terms of total restaurant sales.

We generate cash from the operation of company-owned restaurants and from franchise royalties and fees. We highlight the specific costs associated with the on-going operation of our company-owned restaurants in the consolidated statement of earnings under “Restaurant operating costs.” Nearly all of our depreciation expense relates to assets used by our company-owned restaurants. Preopening costs are those costs associated with opening new company-owned restaurants and will vary quarterly based on the number of new locations opening and under construction. Loss on asset disposals and store closures expense is related to company-owned restaurants and includes the costs associated with closures of locations and normal asset retirements. Certain other expenses, such as general and administrative, relate to both company-owned restaurant and franchising operations.

We operate on a 52 or 53-week fiscal year ending on the last Sunday in December. Both of the third quarters of 2012 and 2011 consisted of 13 weeks. We have a 53-week fiscal year in 2012, with the fourth quarter having 14 weeks.

Quarterly Results of Operations

Our operating results for the periods indicated are expressed below as a percentage of total revenue, except for the components of restaurant operating costs, which are expressed as a percentage of restaurant sales. The information for each three-month and nine-month period is unaudited, and we have prepared it on the same basis as the audited financial statements. In the opinion of management, all necessary adjustments, consisting only of normal recurring adjustments, have been included to present fairly the unaudited quarterly results.

Quarterly and annual operating results may fluctuate significantly as a result of a variety of factors, including increases or decreases in same-store sales, changes in commodity prices, the timing and number of new restaurant openings and related expenses, asset impairment charges, store closing charges, general economic conditions, stock-based compensation, and seasonal fluctuations. As a result, our quarterly results of operations are not necessarily indicative of the results that may be achieved for any future period.

	Three months ended		**Nine months ended**	
	September 23, 2012	**September 25, 2011**	**September 23, 2012**	**September 25, 2011**
Revenue:				
Restaurant sales	92.5%	91.5%	92.5%	91.2%
Franchising royalties and fees	7.5	8.5	7.5	8.8
Total revenue	100.0	100.0	100.0	100.0
Costs and expenses:				
Restaurant operating costs:				
Cost of sales	31.2	28.5	31.3	27.9
Labor	30.1	30.3	29.9	30.1
Operating	15.2	15.8	14.6	15.2
Occupancy	5.9	6.2	5.8	6.2
Depreciation and amortization	6.8	6.4	6.6	6.3
General and administrative	8.8	9.3	8.4	9.5
Preopening	1.8	2.0	1.2	1.8
Loss on asset disposals and store closures	0.3	0.3	0.3	0.3
Total costs and expenses	94.0	91.9	92.0	90.4
Income from operations	6.0	8.1	8.0	9.6
Investment income (loss)	0.2	(0.2)	0.1	0.0
Earnings before income taxes	6.1	7.9	8.1	9.6
Income tax expense	1.8	2.2	2.6	3.1
Net earnings	4.3	5.7	5.5	6.5

The number of company-owned and franchised restaurants open are as follows:

	As of	
	September 23, 2012	September 25, 2011
Company-owned restaurants	343	288
Franchised restaurants	511	498

The restaurant sales for company-owned and franchised restaurants are as follows (amounts in thousands):

	Three months ended		Nine months ended	
	September 23, 2012	September 25, 2011	September 23, 2012	September 25, 2011
Company-owned restaurant sales	$ 228,418	181,036	681,284	514,459
Franchised restaurant sales	364,467	329,053	1,096,097	978,520

Increases in comparable same-store sales are as follows (based on restaurants operating at least fifteen months):

	Three months ended		Nine months ended	
	September 23, 2012	September 25, 2011	September 23, 2012	September 25, 2011
Company-owned same-store sales	6.2%	5.7%	6.9%	5.2%
Franchised same-store sales	5.8	4.2	6.2	2.8

The average prices paid per pound for chicken wings are as follows:

	Three months ended		Nine months ended	
	September 23, 2012	September 25, 2011	September 23, 2012	September 25, 2011
Average price per pound	$ 1.97	1.16	1.93	1.13

Results of Operations for the Three Months Ended September 23, 2012 and September 25, 2011

Restaurant sales increased by $47.4 million, or 26.2%, to $228.4 million in 2012 from $181.0 million in 2011. The increase in restaurant sales was due to a $37.5 million increase associated with 29 new company-owned restaurants that opened in 2012 and 68 company-owned restaurants that opened or were acquired before 2012 that did not meet the criteria for same-store sales for all or part of the three-month period, and $9.9 million related to a 6.2% increase in same-store sales.

Franchise royalties and fees increased by $1.7 million, or 10.2%, to $18.4 million in 2012 from $16.7 million in 2011. The increase was primarily due to royalties related to additional sales at 13 more franchised restaurants in operation at the end of the period compared to prior year, and an increase in same-store sales for franchised restaurants of 5.8% in the third quarter of 2012.

Cost of sales increased by $19.6 million, or 38.0%, to $71.3 million in 2012 from $51.7 million in 2011 due primarily to more restaurants being operated in 2012. Cost of sales as a percentage of restaurant sales increased to 31.2% in 2012 from 28.5% in 2011. Cost of sales as a percentage of restaurant sales increased primarily due to higher chicken wing prices and a lower wing-per-pound yield. For the third quarter of 2012, the cost of chicken wings averaged $1.97 per pound which was a 69.8% increase over the same period in 2011.

Labor expenses increased by $14.0 million, or 25.6%, to $68.8 million in 2012 from $54.8 million in 2011 due primarily to more restaurants being operated in 2012. Labor expenses as a percentage of restaurant sales decreased to 30.1% in 2012 from 30.3% in 2011. Cost of labor as a percentage of restaurant sales decreased primarily due to lower workers compensation costs.

Operating expenses increased by $6.1 million, or 21.3%, to $34.6 million in 2012 from $28.5 million in 2011 due primarily to more restaurants being operated in 2012. Operating expenses as a percentage of restaurant sales decreased to 15.2% in 2012 from 15.8% in 2011. The decrease in operating expenses as a percentage of restaurant sales is primarily due to lower natural gas utility costs and debit card fees.

Occupancy expenses increased by $2.3 million, or 20.2%, to $13.5 million in 2012 from $11.2 million in 2011 due primarily to more restaurants being operated in 2012. Occupancy expenses as a percentage of restaurant sales decreased to 5.9% in 2012 from 6.2% in 2011 due primarily to leveraging rent cost with higher sales and a shift toward more company-owned buildings.

Depreciation and amortization increased by $4.1 million, or 31.9%, to $16.8 million in 2012 from $12.7 million in 2011. The increase was primarily due to the additional depreciation related to the 55 additional company-owned restaurants compared to the third quarter of 2011 and incremental amortization related to the acquisition of franchised restaurants.

General and administrative expenses increased by $3.5 million, or 19.0%, to $21.8 million in 2012 from $18.3 million in 2011 primarily due to additional headcount and higher costs for our deferred compensation plan partially offset by lower stock-based compensation expense. General and administrative expenses as a percentage of total revenue decreased to 8.8% in 2012 from 9.3% in 2011. Exclusive of stock-based compensation, our general and administrative expenses as a percentage of revenue remained consistent at 7.9% in 2012 and 2011. Higher costs for our deferred compensation plan were offset by lower legal fees.

Preopening costs increased by $671,000 to $4.5 million in 2012 from $3.9 million in 2011. In 2012, we incurred costs of $3.2 million for 15 new company-owned restaurants opened in the third quarter of 2012 and costs of $1.4 million for restaurants that will open in the fourth quarter of 2012 or later. In 2011, we incurred costs of $2.2 million for 10 new company-owned restaurants opened in the third quarter of 2011 and costs of $1.6 million for restaurants that opened in the fourth quarter of 2011 or later.

Loss on asset disposals and store closures increased by $176,000 to $788,000 in 2012 from $612,000 in 2011. In 2012, the loss was related to two store closures of $53,000, the write-off of equipment related to the rollout of new point-of-sale and back-office systems of $395,000, and the write-off of miscellaneous equipment. In 2011, the loss was related to store closing costs related to one store closure of $128,000 and the write-off of miscellaneous equipment and disposals due to remodels.

Investment income (loss) was $418,000 and ($374,000) in 2012 and 2011 respectively. The income in 2012 and the loss in 2011 were primarily related to investments held for our deferred compensation plan. Cash and marketable securities balances at the end of the third quarter totaled $83.8 million in 2012 compared to $91.3 million at the end of the third quarter of 2011.

Provision for income taxes increased $71,000 to $4.5 million in 2012 from $4.4 million in 2011. The effective tax rate as a percentage of income before taxes increased to 29.4% in 2012 from 28.1% in 2011. For 2012, we believe our effective annual tax rate will be approximately 32-32.5%.

Results of Operations for the Nine Months Ended September 23, 2012 and September 25, 2011

Restaurant sales increased by $166.8 million, or 32.4%, to $681.3 million in 2012 from $514.5 million in 2011. The increase in restaurant sales was due to a $135.3 million increase associated with 29 new company-owned restaurants that opened in 2012 and 109 company-owned restaurants that opened or acquired before 2012 that did not meet the criteria for same-store sales for all or part of the nine-month period, and $31.5 million related to a 6.9% increase in same-store sales.

Franchise royalties and fees increased by $5.9 million, or 11.8%, to $55.4 million in 2012 from $49.6 million in 2011. The increase was primarily due to royalties related to additional sales at 13 more franchised restaurants in operation at the end of the period compared to prior year, and an increase in same-store sales at franchised restaurants of 6.2% in the first nine months of 2012.

Cost of sales increased by $69.6 million, or 48.4%, to $213.2 million in 2012 from $143.7 million in 2011 due primarily to more restaurants being operated in 2012. Cost of sales as a percentage of restaurant sales increased to 31.3% in 2012 from 27.9% in 2011. Cost of sales as a percentage of restaurant sales increased primarily due to higher chicken wing prices and a lower wing-per-pound yield. For the first nine months of 2012, the cost of chicken wings averaged $1.93 per pound which was a 70.8% increase over the same period in 2011.

Labor expenses increased by $48.7 million, or 31.5%, to $203.7 million in 2012 from $155.0 million in 2011 due primarily to more restaurants being operated in 2012. Labor expenses as a percentage of restaurant sales decreased to 29.9% in 2012 from 30.1% in 2011. Cost of labor as a percentage of restaurant sales decreased primarily due to same-store sales leveraging of payroll and related taxes partially offset by higher medical insurance costs.

Operating expenses increased by $21.6 million, or 27.7%, to $99.8 million in 2012 from $78.1 million in 2011 due primarily to more restaurants being operated in 2012. Operating expenses as a percentage of restaurant sales decreased to 14.6% in 2012 from 15.2% in 2011. The decrease in operating expenses as a percentage of restaurant sales was primarily due to lower natural gas utility costs and debit card fees.

Occupancy expenses increased by $7.3 million, or 22.7%, to $39.3 million in 2012 from $32.1 million in 2011 due primarily to more restaurants being operated in 2012. Occupancy expenses as a percentage of restaurant sales decreased to 5.8% in 2012 from 6.2% in 2011 due primarily to leveraging rent cost with higher sales and a shift toward more company-owned buildings.

Depreciation and amortization increased by $12.7 million, or 35.7%, to $48.4 million in 2012 from $35.7 million in 2011. The increase was primarily due to the additional depreciation related to the 55 additional company-owned restaurants compared to the third quarter of 2011 and incremental amortization related to the acquisition of franchised restaurants.

General and administrative expenses increased by $8.8 million, or 16.5%, to $62.2 million in 2012 from $53.4 million in 2011 primarily due to additional headcount and higher professional fees. General and administrative expenses as a percentage of total revenue decreased to 8.4% in 2012 from 9.5% in 2011. Exclusive of stock-based compensation, our general and administrative expenses as a percentage of revenue decreased to 7.6% in 2012 from 7.9% in 2011 due primarily to leveraging of salaries and cash incentive plan expenses.

Preopening costs decreased by $1.7 million, to $8.7 million in 2012 from $10.4 million in 2011. In 2012, we incurred costs of $7.0 million for 29 new company-owned restaurants opened in the first nine months of 2012 and costs of $1.6 million for restaurants that will open in the fourth quarter of 2012 or later. In 2011, we incurred costs of $8.5 million for 32 new company-owned restaurants opened in the first nine months of 2011 and costs of $1.7 million for restaurants that opened in the fourth quarter of 2011 or later. Preopening costs per restaurant averaged $274,000 and $279,000 in the first nine months of 2012 and 2011, respectively.

Loss on asset disposals and store closures increased by $607,000, to $2.1 million in 2012 from $1.5 million in 2011. In 2012, the loss was related to store closing costs related to five store closures of $400,000, write-offs related to the rollout of new point-of-sale and back-office systems of $670,000 and the write-off of miscellaneous equipment and disposals due to remodels. In 2011, the loss was related to store closing costs related to seven store closures of $200,000 and the write-off of miscellaneous equipment and disposals due to remodels.

Investment income(loss) was $713,000 and ($170,000) in 2012 and 2011 respectively. The investment income in 2012 and loss in 2011 were primarily related to investments held for our deferred compensation plan. Cash and marketable securities balances at the end of the third quarter totaled $83.8 million in 2012 compared to $91.3 million at the end of the third quarter of 2011.

Provision for income taxes increased by $2.1 million to $19.3 million in 2012 from $17.2 million in 2011. The effective tax rate as a percentage of income before taxes increased to 32.2% in 2012 from 31.9% in 2011.

Liquidity and Capital Resources

Our primary liquidity and capital requirements have been for constructing, remodeling and maintaining our new and existing company-owned restaurants; working capital; acquisitions; and other general business needs. We fund these expenses, except for acquisitions, primarily with cash from operations. Depending on the size of the transaction, acquisitions would generally be funded from cash and marketable securities balances. The cash and marketable securities balance at September 23, 2012 was $83.8 million. We invest our cash balances in debt securities with the focus on protection of principal, adequate liquidity, and return on investment based on risk. As of September 23, 2012, nearly all excess cash was invested in high quality municipal securities.

For the nine months ended September 23, 2012, net cash provided by operating activities was $106.8 million. Net cash provided by operating activities consisted primarily of net earnings adjusted for non-cash expenses, and an increase in accrued expenses, partially offset by an increase in accounts receivable. The increase in accrued expenses was primarily due to the timing of our bi-weekly payroll. The increase in accounts receivable was due to higher credit card sales at the end of the quarter.

For the nine months ended September 25, 2011, net cash provided by operating activities was $104.8 million. Net cash provided by operating activities consisted primarily of net earnings adjusted for non-cash expenses, and an increase in accounts payable and accrued expenses, partially offset by an increase in accounts receivable. The increase in accounts payable was primarily due to an increase in amounts due related to restaurants under construction at the end of the quarter, as well as an increase in the number of restaurants. The increase in accrued expenses was primarily due to higher cash incentive costs and the timing of our bi-weekly payroll. The increase in accounts receivable was due to higher credit card sales at the end of the quarter.

For the nine months ended September 23, 2012 and September 25, 2011, net cash used in investing activities was $90.7 million and $69.0 million, respectively. Investing activities included acquisitions of property and equipment related to the additional company-owned restaurants and restaurants under construction in both periods. During the first nine months of 2012 and 2011, we opened or purchased 29 and 35 restaurants, respectively. For the full year of 2012, we expect capital expenditures to be approximately $175.0 million for an estimated 53 new or relocated company-owned restaurants, technology improvements on our restaurant and corporate systems, capital expenditures at existing restaurants, and franchise acquisitions. In the first nine months of 2012, we purchased $123.9 million of marketable securities and received proceeds of $112.2 million as these investments matured or were sold. In the first nine months of 2011, we purchased $ 78.7 million of marketable securities and received proceeds of $ 94.4 million as these investments matured or were sold.

For the nine months ended September 23, 2012 and September 25, 2011, net cash used in financing activities was $5.3 million and $911,000, respectively. Net cash used in financing activities for 2012 resulted primarily from tax payments for restricted stock units of $8.4 million, offset by proceeds from the exercise of stock options of $1.1 million and the excess tax benefit from stock issuance of $2.0 million. Net cash used in financing activities for 2011 resulted primarily from tax payments for restricted stock units of $2.5 million, offset by proceeds from the exercise of stock options of $870,000 and the excess tax benefit from stock issuance of $700,000. No additional funding from the issuance of common stock (other than from the exercise of options and purchase of stock under the employee stock purchase plan) is anticipated for the remainder of 2012.

Our liquidity is impacted by minimum cash payment commitments resulting from operating lease obligations for our restaurants and our corporate offices. Lease terms are generally 10 to 15 years with renewal options and generally require us to pay a proportionate share of real estate taxes, insurance, common area maintenance, and other operating costs. Some restaurant leases provide for contingent rental payments based on sales thresholds. We own the buildings in which 78 of our restaurants operate and therefore have a limited ability to enter into sale-leaseback transactions as a potential source of cash.

The following table presents a summary of our contractual operating lease obligations and commitments as of September 23, 2012:

		Payments Due By Period (in thousands)			
	Total	Lessthan One year	1-3 years	3-5 years	After 5 years
Operating lease obligations	$ 401,477	43,903	85,508	78,042	194,024
Lease commitments for restaurants under development	100,587	4,419	13,780	13,845	68,543
Total	$ 502,064	48,322	99,288	91,877	262,567

We believe the cash flows from our operating activities and our balance of cash and marketable securities will be sufficient to fund our operations and building commitments and meet our obligations for the foreseeable future. Our future cash outflows related to income tax uncertainties amounted to $820,000 as of September 23, 2012. These amounts are excluded from the contractual obligations table due to the high degree of uncertainty regarding the timing of these liabilities.

Off-Balance Sheet Arrangements

As of September 23, 2012, we had no off-balance sheet arrangements or transactions.

Risk Factors/Forward-Looking Statements

The foregoing discussion and other statements in this report contain various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on current expectations or beliefs concerning future events. Such statements can be identified by the use of terminology such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “could,” “possible,” “plan,” “project,” “will,” “forecast” or similar words or expressions. Our forward-looking statements generally relate to our growth strategy, financial results, sales efforts, franchise expectations, restaurant openings and related expense, and cash requirements. Although we believe there is a reasonable basis for the forward-looking statements, our actual results could be materially different. While it is not possible to foresee all of the factors that may cause actual results to differ from our forward-looking statements, such factors include, among others, the following (some of which are discussed in greater detail in the risk factor section of our Annual Report on Form 10-K for the fiscal year ended December 25, 2011). Investors are cautioned that all forward-looking statements involve risks and uncertainties and speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement.

- Price and yield fluctuations related to chicken wings could impact our operating income.
- If we are unable to successfully open new restaurants, our revenue growth rate and profits may be reduced.
- We must identify and obtain a sufficient number of suitable new restaurant sites for us to sustain our growth.

- Shortages or interruptions in the availability and delivery of food and other supplies may increase costs or reduce revenues.
- We may experience higher-than-anticipated costs associated with the opening of new restaurants or with the closing, relocating, and remodeling of existing restaurants, which may adversely affect our results of operations.
- Our restaurants may not achieve market acceptance in the new domestic and international geographic regions we enter.
- New restaurants added to our existing markets may take sales from existing restaurants.
- Failure of our internal controls over financial reporting could harm our business and financial results.
- Economic conditions could have a material adverse impact on our landlords or other tenants in retail centers in which we or our franchisees are located, which in turn could negatively affect our financial results.
- An impairment in the carrying value of our goodwill or other intangible assets could adversely affect our financial condition and consolidated results of operations.
- We are dependent on franchisees and their success.
- Franchisees may take actions that could harm our business.
- We could face liability from our franchisees.
- We may be unable to compete effectively in the restaurant industry.
- Our success depends substantially on the value of our brand and our reputation for offering guests an unparalleled guest experience.
- Our inability to successfully and sufficiently raise menu prices could result in a decline in profitability.
- A reduction in vendor allowances currently received could affect our costs of goods sold.
- Our quarterly operating results may fluctuate due to the timing of special events and other factors, including the recognition of impairment losses.
- We may not be able to attract and retain qualified team members and key executives to operate and manage our restaurants.
- We may not be able to obtain and maintain licenses and permits necessary to operate our restaurants.
- Unfavorable publicity could harm our business.
- The sale of alcoholic beverages at our restaurants subjects us to additional regulations and potential liability.
- Changes in employment laws or regulations could harm our performance.
- Changes in consumer preferences or discretionary consumer spending could harm our performance.
- A regional or global health pandemic could severely affect our business.
- The acquisition of existing restaurants from our franchisees or other acquisitions may have unanticipated consequences that could harm our business and our financial condition.
- There is volatility in our stock price.
- We may be subject to increased labor and insurance costs.

- Our current insurance may not provide adequate levels of coverage against claims.
- We are dependent on information technology and any material failure of that technology could impair our ability to efficiently operate our business.
- If we are unable to maintain our rights to use key technologies of third parties, our business may be harmed.
- We may not be able to protect our trademarks, service marks or trade secrets.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to international market risk related to our cash and cash equivalents and marketable securities. We invest our excess cash in highly liquid short-term investments with maturities of less than one year. These investments are not held for trading or other speculative purposes. We invest with a strategy focused on principal preservation. Changes in interest rates affect the investment income we earn on our cash and cash equivalents and marketable securities and, therefore, impact our cash flows and results of operations. We also have trading securities, which are held to generate returns that seek to offset changes in liabilities related to the equity market risk of our deferred compensation arrangements.

Financial Instruments

Financial instruments that potentially subject us to concentrations of credit risk consist principally of municipal securities. We do not believe there is a significant risk of non-performance by these municipalities because of our investment policy restrictions as to acceptable investment vehicles.

Inflation

The primary inflationary factors affecting our operations are food, labor, and restaurant operating costs. Substantial increases in these costs in any country that we operate in could impact operating results to the extent that such increases cannot be passed along through higher menu prices. A large number of our restaurant personnel are paid at rates based on the applicable federal and state minimum wages, and increases in the minimum wage rates and tip-credit wage rates could directly affect our labor costs. Many of our leases require us to pay taxes, maintenance, repairs, insurance, and utilities, all of which are generally subject to inflationary increases.

Commodity Price Risk

Many of the food products purchased by us are affected by weather, production, availability, and other factors outside our control. We believe that almost all of our food and supplies are available from several sources, which helps to control food product risks. We negotiate directly with independent suppliers for our supply of food and paper products. Domestically, we use members of UniPro Food Services, Inc., a national cooperative of independent food distributors, to distribute these products from the suppliers to our restaurants. We have signed a new distribution contract that covers food, paper, and non-food products and will begin transitioning locations to the new provider in December 2012 with full rollout expected to be completed by June 2013. We have minimum purchase requirements with some of our vendors, but the terms of the contracts and nature of the products are such that our purchase requirements do not create a market risk. The primary food product used by company-owned and franchised restaurants is chicken wings. We work to counteract the effect of the volatility of chicken wing prices, which can significantly change our cost of sales and cash flow, with the introduction of new menu items, effective marketing promotions, focused efforts on food costs and waste, and menu price increases. We also explore purchasing strategies to reduce the severity of cost increases and fluctuations. Chicken wings accounted for approximately 28.2% and 18.1% of our cost of sales in the third quarters of 2012 and 2011, respectively, with a quarterly average price per pound of $1.97 and $1.16, respectively.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based on that evaluation, the chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the date of such evaluation to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Occasionally, we are a defendant in litigation arising in the ordinary course of our business, including claims arising from personal injuries, contract claims, franchise-related claims, dram shop claims, employment-related claims and claims from guests or employees alleging injury, illness or other food quality, health or operational concerns. To date, none of these types of litigation, most of which are typically covered by insurance, has had a material effect on us. We have insured and continue to insure against most of these types of claims. A judgment on any claim not covered by or in excess of our insurance coverage could adversely affect our financial condition or results of operations.

ITEM 6. EXHIBITS

See Exhibit Index following the signature page of this report.

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.

Date: November 1, 2012

BUFFALO WILD WINGS, INC.

By: /s/ Sally J. Smith
Sally J. Smith, President and Chief Executive Officer
(principal executive officer)

By: /s/ Mary J. Twinem
Mary J. Twinem, Executive Vice President, Chief
Financial Officer and Treasurer (principal financial and
accounting officer)

EXHIBIT INDEX

BUFFALO WILD WINGS, INC.
FORM 10-Q FOR QUARTER ENDED SEPTEMBER 23, 2012

Exhibit Number	Description
3.1	Restated Articles of Incorporation, as amended (Incorporated by reference to Exhibit 3.1 to our Form 10-Q for the fiscal quarter ended June 29, 2008).
3.2	Amended and Restated Bylaws, as amended (Incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed May 27, 2009).
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be "furnished" and not "filed."

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Sally J. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Buffalo Wild Wings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2012

By: /s/ Sally J. Smith

Sally J. Smith
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Mary J. Twinem, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Buffalo Wild Wings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2012

By: /s/ Mary J. Twinem
Mary J. Twinem
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Buffalo Wild Wings, Inc. (the “Company”) on Form 10-Q for the quarter ended September 23, 2012 as filed with the Securities and Exchange Commission (the “Report”), I, Sally J. Smith, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 1, 2012

By: /s/ Sally J. Smith
Sally J. Smith
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Buffalo Wild Wings, Inc. (the “Company”) on Form 10-Q for the quarter ended September 23, 2012 as filed with the Securities and Exchange Commission (the “Report”), I, Mary J. Twinem, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 1, 2012

By: /s/ Mary J. Twinem
Mary J. Twinem
Chief Financial Officer