UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 28, 2014

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

For the transition period from   to

Commission file number 0-14706.

INGLES MARKETS, INCORPORATED

(Exact name of registrant as specified in its charter)

North Carolina (State or other jurisdiction of incorporation or organization)	56-0846267 (I.R.S. Employer Identification No.)
P.O. Box 6676, Asheville NC (Address of principal executive offices)	28816 (Zip Code)

(828) 669-2941

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company.)	Smaller reporting company

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

As of August 6, 2014, the Registrant had 13,519,633 shares of Class A Common Stock, $0.05 par value per share, outstanding and 9,240,143 shares of Class B Common Stock, $0.05 par value per share, outstanding.

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INGLES MARKETS, INCORPORATED

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Part I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 28, 2014	September 28, 2013
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 4,025,031	$ 16,844,007
Receivables - net	65,261,620	59,929,491
Inventories	337,083,967	329,691,256
Other current assets	15,206,673	28,075,314
Total Current Assets	421,577,291	434,540,068
Property and Equipment – Net	1,206,295,174	1,212,132,055
Other Assets	26,433,139	22,655,614
Total Assets	$ 1,654,305,604	$ 1,669,327,737
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Current Liabilities:		
Current portion of long-term debt	$ 13,783,183	$ 18,956,761
Accounts payable - trade	153,397,178	160,314,263
Accrued expenses and current portion of other long-term liabilities	58,356,008	72,002,983
Total Current Liabilities	225,536,369	251,274,007
Deferred Income Taxes	71,261,000	86,082,000
Long-Term Debt	895,518,575	893,514,238
Other Long-Term Liabilities	28,375,898	27,818,217
Total Liabilities	1,220,691,842	1,258,688,462
Stockholders’ Equity		
Preferred stock, $0.05 par value; 10,000,000 shares authorized; no shares issued	—	—
Common stocks:		
Class A, $0.05 par value; 150,000,000 shares authorized; 13,519,633 shares issued and outstanding June 28, 2014; 13,437,975 shares issued and outstanding at September 28, 2013	675,982	671,899
Class B, convertible to Class A, $0.05 par value; 100,000,000 shares authorized; 9,240,143 shares issued and outstanding June 28, 2014; 9,321,801 shares issued	462,007	466,090

and outstanding at September 28, 2013		
Paid-in capital in excess of par value	77,186,249	77,186,249
Retained earnings	355,289,524	332,315,037
Total Stockholders' Equity	433,613,762	410,639,275
Total Liabilities and Stockholders' Equity	$ 1,654,305,604	$ 1,669,327,737

See notes to unaudited condensed consolidated financial statements.

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INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Three Months Ended	
	June 28, 2014	June 29, 2013
Net sales	$ 978,261,998	$ 934,015,475
Cost of goods sold	763,110,952	723,362,566
Gross profit	215,151,046	210,652,909
Operating and administrative expenses	182,718,535	177,812,124
Gain from sale or disposal of assets	927,851	62,172
Income from operations	33,360,362	32,902,957
Other income, net	671,320	778,323
Interest expense	11,568,452	16,001,255
Loss on early extinguishment of debt	—	43,089,248
Income (loss) before income taxes	22,463,230	(25,409,223)
Income tax expense (benefit)	8,629,000	(10,985,000)
Net income (loss)	$ 13,834,230	$ (14,424,223)
Per share amounts:		
Class A Common Stock		
Basic earnings (loss) per common share	$ 0.63	$ (0.62)
Diluted earnings (loss) per common share	$ 0.61	$ (0.62)
Class B Common Stock		
Basic earnings (loss) per common share	$ 0.57	$ (0.56)
Diluted earnings (loss) per common share	$ 0.57	$ (0.56)
Cash dividends per common share		
Class A Common Stock	$ 0.165	$ 0.165
Class B Common Stock	$ 0.150	$ 0.150

See notes to unaudited condensed consolidated financial statements.

INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Nine Months Ended	
	June 28, 2014	June 29, 2013
Net sales	$ 2,871,147,455	$ 2,789,687,266
Cost of goods sold	2,246,366,795	2,172,183,545
Gross profit	624,780,660	617,503,721
Operating and administrative expenses	538,551,319	527,635,772
Gain from sale or disposal of assets	1,136,008	4,237,814
Income from operations	87,365,349	94,105,763
Other income, net	2,249,183	2,082,218
Interest expense	35,049,245	47,281,153
Loss on early extinguishment of debt	—	43,089,248
Income before income taxes	54,565,287	5,817,580
Income tax expense	20,743,000	584,000
Net income	$ 33,822,287	$ 5,233,580
Per share amounts:		
Class A Common Stock		
Basic earnings per common share	$ 1.54	$ 0.23
Diluted earnings per common share	$ 1.49	$ 0.21
Class B Common Stock		
Basic earnings per common share	$ 1.40	$ 0.21
Diluted earnings per common share	$ 1.40	$ 0.21
Cash dividends per common share		
Class A Common Stock	$ 0.495	$ 1.155
Class B Common Stock	$ 0.450	$ 1.050

See notes to unaudited condensed consolidated financial statements.

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INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

NINE MONTHS ENDED JUNE 28, 2014 AND JUNE 29, 2013

	Class A Common Stock Shares	Class A Common Stock Amount	Class B Common Stock Shares	Class B Common Stock Amount	Paid-in Capital in Excess of Par Value	Retained Earnings	Total
Balance, September 29, 2012	12,953,635	$ 647,682	11,306,141	$ 565,307	$ 114,236,249	$ 341,964,231	$ 457,413,469
Net income	—	—	—	—	—	5,233,580	5,233,580
Cash dividends	—	—	—	—	—	(26,833,458)	(26,833,458)
Common stock conversions	53,590	2,680	(53,590)	(2,680)	—	—	—
Stock repurchases, at cost	—	—	(1,500,000)	(75,000)	(37,050,000)	—	(37,125,000)
Balance, June 29, 2013	13,007,225	$ 650,362	9,752,551	$ 487,627	$ 77,186,249	$ 320,364,353	$ 398,688,591
Balance, September 28, 2013	13,437,975	$ 671,899	9,321,801	$ 466,090	$ 77,186,249	$ 332,315,037	$ 410,639,275
Net income	—	—	—	—	—	33,822,287	33,822,287
Cash dividends	—	—	—	—	—	(10,847,800)	(10,847,800)
Common stock conversions	81,658	4,083	(81,658)	(4,083)	—	—	—
Balance, June 28, 2014	13,519,633	$ 675,982	9,240,143	$ 462,007	$ 77,186,249	$ 355,289,524	$ 433,613,762

See notes to unaudited condensed consolidated financial statements.

INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended	
	June 28, 2014	June 29, 2013
Cash Flows from Operating Activities:		
Net income	$ 33,822,287	$ 5,233,580
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	72,845,281	71,082,750
Loss on early extinguishment of debt	—	43,089,248
Gain on disposals of property and equipment	(1,136,008)	(4,237,814)
Receipt of advance payments on purchases contracts	2,518,662	3,215,720
Recognition of advance payments on purchases contracts	(2,455,180)	(2,632,535)
Deferred income taxes	(15,362,000)	479,000
Changes in operating assets and liabilities:		
Receivables	(5,332,129)	1,555,201
Inventory	(7,392,711)	(4,929,613)
Other assets	10,950,772	(10,915,150)
Accounts payable and accrued expenses	(14,443,183)	(19,884,732)
Net Cash Provided by Operating Activities	74,015,791	82,055,655
Cash Flows from Investing Activities:		
Proceeds from sales of property and equipment	278,166	7,732,616
Capital expenditures	(73,095,891)	(76,776,219)
Net Cash Used by Investing Activities	(72,817,725)	(69,043,603)
Cash Flows from Financing Activities:		
Proceeds from short-term borrowings	327,226,731	566,231,646
Payments on short-term borrowings	(327,226,731)	(602,877,000)
Proceeds from issuance of bonds	—	700,000,000
Bond issuance costs	—	(9,318,363)
Proceeds from other long-term borrowings	14,000,000	8,000,000
Principal payments on long-term borrowings	(17,169,242)	(583,461,082)
Prepayment penalties on debt extinguishment	—	(27,759,630)
Stock repurchases	—	(37,125,000)
Dividends paid	(10,847,800)	(26,833,458)
Net Cash Used by Financing Activities	(14,017,042)	(13,142,887)
Net Decrease in Cash and Cash Equivalents	(12,818,976)	(130,835)
Cash and cash equivalents at beginning of period	16,844,007	4,683,410
Cash and Cash Equivalents at End of Period	$ 4,025,031	$ 4,552,575

See notes to unaudited condensed consolidated financial statements.

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INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS

Nine Months Ended June 28, 2014 and June 29, 2013

A. BASIS OF PREPARATION

In the opinion of management, the accompanying unaudited interim financial statements contain all adjustments necessary to present fairly the financial position of Ingles Markets, Incorporated and Subsidiaries (the "Company") as of June 28, 2014, the results of operations for the three-month and nine-month periods ended June 28, 2014 and June 29, 2013, and the changes in stockholders' equity and cash flows for the nine-month periods ended June 28, 2014 and June 29, 2013. The adjustments made are of a normal recurring nature. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. It is suggested that these unaudited interim financial statements be read in conjunction with the audited financial statements and the notes thereto included in the Annual Report on Form 10-K for the year ended September 28, 2013 filed by the Company under the Securities Exchange Act of 1934 on December 12, 2013.

The results of operations for the three-month and nine-month periods ended June 28, 2014 are not necessarily indicative of the results to be expected for the full fiscal year.

B. NEW ACCOUNTING PRONOUNCEMENTS

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2014-08 "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" (ASU 2014-08). ASU 2014-08 is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or are expected to have a major impact on an entity's operations and financial results. Such a shift could include the disposal of a major line of business, a major geographical area, a major equity method of investment or other major parts of the entity. ASU 2014-08 also permits companies to have continuing cash flows and significant continuing involvement with the disposed component. ASU 2014-08 requires expanded disclosures for discontinued operations and new disclosures for individually material disposals that do not meet the definition of a discontinued operation. The Company has early adopted ASU effective June 28, 2014. ASU 2014-08 did not have a material impact on the Company's financial position or results of operations.

C. ALLOWANCE FOR DOUBTFUL ACCOUNTS

Receivables are presented net of an allowance for doubtful accounts of $763,000 at June 28, 2014 and $773,000 at September 28, 2013.

D. INCOME TAXES

The Company's continuing practice is to recognize interest and penalties related to uncertain tax positions and related matters in income tax expense. As of June 28, 2014, the Company had approximately $52,000 accrued for interest and penalties.

The Company's effective tax rate differs from the federal statutory rate primarily as a result of state income taxes and tax credits. As of June 28, 2014, the Company had gross unrecognized tax benefits of approximately $140,000, all of which, if recognized, would affect the effective tax rate. The Company does not expect that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next twelve months.

The Company files income tax returns with federal and various state jurisdictions. With few exceptions, the Company is no longer subject to state income tax examinations by tax authorities for the years before 2010. Additionally, the Internal Revenue Service has completed its examination of the Company's U.S. Federal income tax returns filed through fiscal 2011.

The Company had approximately $13.8 million of refundable income taxes included in the caption "Other current assets" in the Condensed Consolidated Balance Sheets at September 28, 2013.

On September 13, 2013, the IRS released final tangible property regulations under Sections 162(a) and 263(a) of the Internal Revenue Code regarding the deduction and capitalization of expenditures related to tangible property as well as dispositions of tangible property. These regulations will be effective for the Company's fiscal year ending September 26, 2015. Taxpayers may elect to apply them to tax years beginning on or after January 1, 2012. The Company does not anticipate that the regulations will have a material impact on the Company's consolidated results of operations, cash flows or financial position.

E. ACCRUED EXPENSES AND CURRENT PORTION OF OTHER LONG-TERM LIABILITIES

Accrued expenses and current portion of other long-term liabilities consist of the following:

	June 28, 2014	September 28, 2013
Property, payroll and other taxes payable	$ 13,575,109	$ 16,771,941
Salaries, wages and bonuses payable	23,804,445	25,129,025
Self-insurance liabilities	13,423,165	12,844,143
Interest payable	2,595,268	12,993,252
Other	4,958,021	4,264,622
	$ 58,356,008	$ 72,002,983

Self-insurance liabilities are established for general liability claims, workers' compensation and employee group medical and dental benefits based on claims filed and estimates of claims incurred but not reported. The Company is insured for covered costs in excess of $750,000 per occurrence for workers' compensation, $500,000 for general liability and $325,000 per covered person for medical care benefits for a policy year. At June 28, 2014 the Company's self-insurance reserves totaled $29.8 million. Of this amount, $13.4 million is accounted for as a current liability and $16.4 million as a long-term liability. Employee insurance expense, including workers' compensation and medical care benefits, net of employee contributions, totaled $8.0 million and $6.7 million for each of the three-month periods ended June 28, 2014 and June 29, 2013, respectively. For the nine-month periods ended June 28, 2014 and June 29, 2013, employee insurance expense, net of employee contributions, totaled $20.0 million and $24.5 million, respectively.

F. LONG-TERM DEBT

In June 2013, the Company issued $700.0 million aggregate principal amount of senior notes due in 2023 (the "Notes") in a private placement. The Notes bear an interest rate of 5.750% per annum and were issued at par. Note proceeds were used to repay $575.0 million aggregate principal amount of senior notes maturing in 2017, $52.0 million of indebtedness outstanding under the Company's line of credit, and to pay costs related to the offering of the Notes. Remaining Note proceeds will be used for general corporate purposes, including future capital expenditures.

The Company filed a registration statement with the Securities and Exchange Commission to exchange the private placement notes with registered notes. The exchange has been completed.

The Company may redeem all or a portion of the Notes at any time on or after June 15, 2018 at the following redemption prices (expressed as percentages of the principal amount), if redeemed during the 12-month period beginning June 15 of the years indicated below:

Year	
2018	102.875%
2019	101.917%
2020	100.958%
2021 and thereafter	100.000%

In connection with the offering of the Notes, the Company extended the maturity date of its $175.0 million line of credit from December 29, 2015 to June 12, 2018 and modified certain interest rate options and covenants. At June 28, 2014, the Company had no borrowings outstanding under the line of credit.

The line of credit provides the Company with various interest rate options based on the prime rate, the Federal Funds Rate, or the London Interbank Offering Rate. The line allows the Company to issue up to $30.0 million in unused letters of credit, of which $10.9 million of unused letters of credit were issued at June 28, 2014. The Company is not required to maintain compensating balances in connection with the line of credit.

On December 29, 2010, the Company completed the funding of $99.7 million of Recovery Zone Facility Bonds (the “Bonds”) for: (A) acquisition, construction and equipping of an approximately 830,000 square foot new warehouse and distribution center located in Buncombe County, North Carolina (the “Project”), and (B) the payment of certain expenses incurred in connection with the issuance of the Bonds. The final maturity date of the Bonds is January 1, 2036.

The Bonds were issued by the Buncombe County Industrial Facilities and Pollution Control Financing Authority and were purchased by certain financial institutions. Under a Continuing Covenant and Collateral Agency Agreement (the “Covenant Agreement”) between the financial institutions and the Company, the financial institutions would hold the Bonds until January 2, 2018, subject to certain events. Mandatory redemption of the Bonds by the Company in the annual amount of $4,530,000 began on January 1, 2014.

In connection with the offering of the Notes, the Company extended the maturity date of the Covenant Agreement from January 2, 2018 to June 30, 2021 and modified certain interest rate options and covenants. The Company may redeem the Bonds without penalty or premium at any time prior to June 30, 2021.

Interest earned by bondholders on the Bonds is exempt from Federal and North Carolina income taxation. The interest rate on the Bonds is equal to one month LIBOR (adjusted monthly) plus a credit spread, adjusted to reflect the income tax exemption.

The Company's obligation to repay the Bonds is collateralized by the Project. Additional collateral was required in order to meet certain loan to value criteria in the Covenant Agreement. The Covenant Agreement incorporates substantially all financial covenants included in the line of credit.

On June 23, 2014 the Company amended the Line and the Covenant Agreement to a) reduce the Consolidated Net Worth requirement and b) increase the maximum allowed Restricted Payments in both the Line and the Covenant Agreement.

The amendments provide additional flexibility for the Company to consider stock repurchases under a plan approved by the Company's Board of Directors during the year ended September 28, 2013. Under the plan up to four million shares of the Company's Class A and Class B Common stock may be repurchased through open market purchases, block trades, purchases from the Company's Investment/Profit Sharing Plan and in negotiated private transactions. To date, 1.5 million shares have been repurchased under the plan, leaving 2.5 million shares available for repurchase.

The Notes, the Bonds and the line of credit contain provisions that under certain circumstances would permit lending institutions to terminate or withdraw their respective extensions of credit to the Company. Included among the triggering factors permitting the termination or withdrawal of the line of credit to the Company are certain events of default, including both monetary and non-monetary defaults, the initiation of bankruptcy or insolvency proceedings, and the failure of the Company to meet certain financial covenants designated in its respective loan documents. The Company was in compliance with all financial covenants related to the line of credit at June 28, 2014.

The Company's long-term debt agreements generally have cross-default provisions which could result in the acceleration of payments due under the Company's line of credit, Bond and Notes indenture in the event of default under any one instrument.

G. DIVIDENDS

The Company paid cash dividends of $0.165 for each share of Class A Common Stock and $0.15 for each share of Class B Common Stock on October 24, 2013 to stockholders of record on October 10, 2013.

The Company paid cash dividends of $0.165 for each share of Class A Common Stock and $0.15 for each share of Class B Common Stock on January 23, 2014 to stockholders of record on January 9, 2014.

The Company paid cash dividends of $0.165 for each share of Class A Common Stock and $0.15 for each share of Class B Common Stock on April 24, 2014 to stockholders of record on April 10, 2014.

On December 7, 2012, the Company declared a special dividend of $0.66 per share of Class A Common Stock and $0.60 per share of Class B Common Stock payable on December 31, 2012 to shareholders of record on December 21, 2012. The Company paid cash dividends of $0.165 for each share of Class A Common Stock and $0.15 for each share of Class B Common Stock on December 31, 2012 to stockholders of record on December 21, 2012.

For additional information regarding the dividend rights of the Class A Common Stock and Class B Common Stock, please see Note 8, “Stockholders’ Equity” to the Consolidated Financial Statements of the Annual Report on Form 10-K filed by the Company under the Securities Exchange Act of 1934 on December 12, 2013.

H. EARNINGS PER COMMON SHARE

The Company has two classes of common stock: Class A which is publicly traded, and Class B, which has no public market. The Class B Common Stock has restrictions on transfer; however, each share is convertible into one share of Class A Common Stock at any time. Each share of Class A Common Stock has one vote per share and each share of Class B Common Stock has ten votes per share. Each share of Class A Common Stock is entitled to receive cash dividends equal to 110% of any cash dividend paid on Class B Common Stock.

The Company calculates earnings per share using the two-class method in accordance with FASB ASC Topic 260.

The two-class method of computing basic earnings per share for each period reflects the cash dividends paid per share for each class of stock, plus the amount of allocated undistributed earnings per share computed using the participation percentage which reflects the dividend rights of each class of stock. Diluted earnings per share is calculated assuming conversion of all shares of Class B Common Stock to shares of Class A Common Stock on a share-for-share basis unless the conversion is anti-dilutive. For the three months ended June 29, 2013, 11,227,553 shares of convertible Class B Common Stock were not included in the diluted earnings per share calculation. The tables below reconcile the numerators and denominators of basic and diluted earnings per share for current and prior periods.

	Three Months Ended June 28, 2014		Nine Months Ended June 28, 2014	
	Class A	Class B	Class A	Class B
Numerator: Allocated net income				
Net income allocated, basic	$ 8,527,374	$ 5,306,856	$ 20,784,430	$ 13,037,857
Conversion of Class B to Class A shares	5,306,856	—	13,037,857	—
Net income allocated, diluted	$ 13,834,230	$ 5,306,856	$ 33,822,287	$ 13,037,857
Denominator: Weighted average shares outstanding				
Weighted average shares outstanding, basic	13,509,637	9,250,139	13,468,474	9,291,302
Conversion of Class B to Class A shares	9,250,139	—	9,291,302	—
Weighted average shares outstanding, diluted	22,759,776	9,250,139	22,759,776	9,291,302
Earnings per share				
Basic	$ 0.63	$ 0.57	$ 1.54	$ 1.40
Diluted	$ 0.61	$ 0.57	$ 1.49	$ 1.40

The per share amounts for the third quarter of fiscal 2013 and the nine months ended June 29, 2013 are based on the following amounts:

	Three Months Ended June 29, 2013		Nine Months Ended June 29, 2013	
	Class A	Class B	Class A	Class B
Numerator: Allocated net income				
Net income (loss) allocated, basic	$ (8,081,085)	$ (6,343,138)	$ 2,904,941	$ 2,328,639
Conversion of Class B to Class A shares	—	—	2,328,639	—
Net income (loss) allocated, diluted	$ (8,081,085)	$ (6,343,138)	$ 5,233,580	$ 2,328,639
Denominator: Weighted average shares outstanding				
Weighted average shares outstanding, basic	12,982,792	11,227,533	12,966,377	11,276,916

Conversion of Class B to Class A shares	—	—	11,276,916	—
Weighted average shares outstanding, diluted	12,982,792	11,227,533	24,243,293	11,276,916
Earnings (loss) per share				
Basic	$ (0.62)	$ (0.56)	$ 0.23	$ 0.21
Diluted	$ (0.62)	$ (0.56)	$ 0.21	$ 0.21

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I. SEGMENT INFORMATION

The Company operates one primary business segment, retail grocery sales. The “Other” activities include fluid dairy and shopping center rentals. The Company previously presented the fluid dairy and shopping center rentals as separate segments; however, these have now been combined as neither meets the criteria for separate disclosure in any period presented. Prior year data has been recast to reflect the current segment presentation. In addition, the Company has historically presented the revenue and expense of the shopping center rental segment “net” on the condensed consolidated statements of income. In 2013, the Company concluded that the income and expense amounts associated with shopping center rentals should be presented as “gross” rather than “net”. Accordingly the prior period condensed consolidated statements of income have been revised to eliminate the amounts presented as rental income, net while increasing net sales by $2.1 million and cost of goods sold by $1.8 million for the three months ended June 29, 2013. The increase to net sales was $6.3 million and to cost of goods sold was $5.4 million for the nine months ended June 29, 2013. Management does not believe that these corrections are material to the financial statements. Information about the Company’s operations by lines of business (amounts in thousands) is as follows:

	Three Months Ended		Nine Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Revenues from unaffiliated customers:				
Grocery sales	$ 938,386	$ 899,535	$ 2,756,920	$ 2,685,705
Other	39,876	34,480	114,227	103,982
Total revenues from unaffiliated customers	$ 978,262	$ 934,015	$ 2,871,147	$ 2,789,687
Income from operations:				
Grocery sales	$ 30,229	$ 29,960	$ 78,678	$ 85,215
Other	3,131	2,943	8,687	8,891
Total income from operations	$ 33,360	$ 32,903	$ 87,365	$ 94,106

	June 28, 2014	September 28, 2013
Assets:		
Grocery sales	$ 1,285,696	$ 1,528,483
Other	370,790	143,237
Elimination of intercompany receivable	(2,182)	(2,392)

Total assets	$ 1,654,304	$ 1,669,328

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Sales by product category (amounts in thousands) are as follows:

	Three Months Ended		Nine Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Grocery	$ 341,719	$ 344,742	$ 1,056,276	$ 1,075,061
Non-foods	185,188	178,402	543,641	526,783
Perishables	241,899	229,523	698,951	667,905
Gasoline	169,580	146,868	458,052	415,956
Total grocery segment	$ 938,386	$ 899,535	$ 2,756,920	$ 2,685,705

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishables category includes meat, produce, deli and bakery.

For the three-month periods ended June 28, 2014 and June 29, 2013, respectively, the fluid dairy operation had $14.4 million and $13.4 million in sales to the grocery sales operation. The fluid dairy operation had $44.5 million and $44.1 million in sales to the grocery sales operation for the nine-month periods ended June 28, 2014 and June 29, 2013, respectively. These sales have been eliminated in consolidation and are excluded from the amounts in the table above.

J. FAIR VALUES OF FINANCIAL INSTRUMENTS

The carrying amounts for cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturity of these instruments.

The fair value of the Company’s debt is estimated using valuation techniques under the accounting guidance related to fair value measurements based on observable and unobservable inputs. Observable inputs reflect readily available data from independent sources, while unobservable inputs reflect the Company’s market assumptions. These inputs are classified into the following hierarchy:

Level 1 Inputs –	Quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs –	Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3 Inputs –	Pricing inputs are unobservable for the assets or liabilities and include situations where there is little, if any, market activity for the assets or liabilities. The inputs into the determination of fair value require significant management judgment or estimation.

The carrying amount and fair value of the Company's debt at June 28, 2014 is as follows (in thousands):

	Carrying Amount	Fair Value	Fair Value Measurements
Senior Notes	$ 700,000	$ 708,750	Level 2
Recovery Zone Facility Bonds	95,210	95,210	Level 2
Real estate and equipment notes payable	114,092	114,492	Level 2
Line of credit payable	—	—	Level 2
Total debt	$ 909,302	$ 918,452	

The fair values for Level 2 measurements were determined primarily using market yields and taking into consideration the underlying terms of the debt.

K. NONQUALIFIED INVESTMENT PLAN

The purpose of the Executive Nonqualified Excess Plan is to provide retirement benefits similar to the Company's Investment/Profit Sharing Plan to certain of the Company's management employees who are otherwise subject to limited participation in the 401(k) feature of the Company's Investment/Profit Sharing Plan. Participant retirement account balances are liabilities of the Company. Assets of the plan are assets of the Company and are held in trust for employees and distributed upon retirement, death, disability, in-service distributions, or other termination of employment. In accordance with the trust, the Company may not use these assets for general corporate purposes. During the nine months ended June 28, 2014, the Company invested a portion of the proceeds of liquidated life insurance policy assets in marketable securities. These marketable securities will be liquidated and invested in other life insurance policies in future periods. Life insurance policies and marketable securities held in the trust are included in the caption "Other assets" in the Condensed Consolidated Balance Sheets.

L. SUBSEQUENT EVENTS

We have evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through the day the financial statements were issued.

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

Overview

Ingles, a leading supermarket chain in the Southeast, operates 203 supermarkets in Georgia (73), North Carolina (70), South Carolina (36), Tennessee (21), Virginia (2) and Alabama (1). The Company locates its supermarkets primarily in suburban areas, small towns and rural communities. Ingles supermarkets offer customers a wide variety of nationally advertised food products, including grocery, meat and dairy products, produce, frozen foods and other perishables and non-food products. Non-food products include fuel centers, pharmacies, health and beauty care products and general merchandise. In addition, the Company focuses on selling high-growth, high-margin products to its customers through the development of certified organic products, bakery departments and prepared foods including delicatessen sections. As of June 28, 2014, the Company operated 95 in-store pharmacies and 78 fuel centers.

Ingles also operates a fluid dairy and earns shopping center rentals. The fluid dairy processing operation sells approximately 29% of its products to the retail grocery operation and approximately 71% of its products to third parties. Real estate ownership is an important component of the Company's operations, providing both operational and economic benefits.

Critical Accounting Policies

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company's financial condition and results of operations, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Estimates are based on historical experience and other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management estimates, by their nature, involve judgments regarding future uncertainties, and actual results may therefore differ materially from these estimates.

Self-Insurance

The Company is self-insured for workers' compensation and group medical and dental benefits. Risks and uncertainties are associated with self-insurance; however, the Company has limited its exposure by maintaining excess liability coverage of $750,000 per occurrence for workers' compensation, $500,000 for general liability, and $325,000 per covered person for medical care benefits for a policy year. Self-insurance liabilities are established based on claims filed and estimates of claims incurred but not reported. The estimates are based on data provided by the respective claims administrators. These estimates can fluctuate if historical trends are not predictive of the future. The majority of the Company's properties are self-insured for casualty losses and business interruption; however, liability coverage is maintained. At June 28, 2014, the Company's self insurance reserves totaled $29.8 million for employee group insurance, workers' compensation insurance and general liability insurance.

Asset Impairments

The Company accounts for the impairment of long-lived assets in accordance with Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 360. Asset groups are primarily comprised of our individual store and shopping center properties. For assets to be held and used, the Company tests for impairment using undiscounted cash flows and calculates the amount of impairment using discounted cash flows. For assets held for sale, impairment is recognized based on the excess of remaining book value over expected recovery value. The recovery value is the fair value as determined by independent quotes or expected sales prices developed by internal associates. Estimates of future cash flows and expected sales prices are judgments based upon the Company's experience and knowledge of local operations and cash flows that are projected for several years into the future. These estimates can fluctuate significantly due to changes in real estate market conditions, the economic environment, capital spending decisions and inflation. The Company monitors the carrying value of long-lived assets for potential impairment each quarter based on whether any indicators of impairment have occurred. There were no asset impairments during the six-month period ended June 28, 2014.

Vendor Allowances

The Company receives funds for a variety of merchandising activities from the many vendors whose products the Company buys for resale in its stores. These incentives and allowances are primarily comprised of volume or purchase based incentives, advertising allowances, slotting fees, and promotional discounts. The purpose of these incentives and allowances is generally to help defray the costs incurred by the Company for stocking, advertising, promoting and selling the vendor's products. These allowances generally relate to short term arrangements with vendors, often relating to a period of a month or less, and are negotiated on a purchase-by-purchase or transaction-by-transaction basis. Whenever possible, vendor discounts and allowances that relate to buying and merchandising activities are recorded as a component of item cost in inventory and recognized in merchandise costs when the item is sold. Due to system constraints and the nature of certain allowances, it is sometimes not practicable to apply allowances to the item cost of inventory. In those instances, the allowances are applied as a reduction of merchandise costs using a rational and systematic methodology, which results in the recognition of these incentives when the inventory related to the vendor consideration received is sold. Vendor allowances applied as a reduction of merchandise costs totaled $31.7 million and $29.4 million for the fiscal quarters ended June 28, 2014 and June 29, 2013, respectively. For the nine-month periods ended June 28, 2014 and June 29, 2013, vendor allowances applied as a reduction of merchandise costs totaled $95.5 million and $93.1 million, respectively. Vendor advertising allowances that represent a reimbursement of specific identifiable incremental costs of advertising the vendor's specific products are recorded as a reduction to the related expense in the period in which the related expense is incurred. Vendor advertising allowances recorded as a reduction of advertising expense totaled $3.3 million for the fiscal quarters ended June 28, 2014 and June 29, 2013. For the nine-month periods ended June 28, 2014 and June 29, 2013, vendor advertising allowances recorded as a reduction of advertising expense totaled $6.9 million and $10.8 million, respectively.

If vendor advertising allowances were substantially reduced or eliminated, the Company would likely consider other methods of advertising, as well as the volume and frequency of the Company's product advertising, which could increase or decrease the Company's expenditures.

Similarly, the Company is not able to assess the impact of vendor advertising allowances on creating additional revenue, as such allowances do not directly generate revenue for the Company's stores.

Uncertain Tax Positions

Despite the Company's belief that its tax positions are consistent with applicable tax laws, the Company believes that certain positions are likely to be challenged by taxing authorities. Settlement of any challenge can result in no change, a complete disallowance, or some partial adjustment reached through negotiations or litigation. Significant judgment is required in evaluating the Company's tax positions. The Company's positions are evaluated in light of changing facts and circumstances, such as the progress of its tax audits as well as evolving case law. Income tax expense includes the impact of provisions for and changes to uncertain tax positions as the Company considers appropriate. Unfavorable settlement of any particular position would require use of cash. Favorable resolution would be recognized as a reduction to income tax expense at the time of resolution.

Results of Operations

Ingles operates on a 52 or 53-week fiscal year ending on the last Saturday in September. There are 13 and 39 weeks of operations included in the unaudited Condensed Consolidated Statements of Income for the three and nine-month periods ended June 28, 2014 and June 29, 2013. Comparable store sales are defined as sales by grocery stores in operation for five full fiscal quarters. Sales from replacement stores, major remodels, minor remodels and the addition of fuel stations to existing stores are included in the comparable store sales calculation from the date thereof. A replacement store is a new store that is opened to replace an existing nearby store that is closed. A major remodel entails substantial remodeling of an existing store and may include additional retail square footage. For the three and nine-month periods ended June 28, 2014 and June 29, 2013, comparable store sales include 202 and 203 stores, respectively.

The following table sets forth, for the periods indicated, selected financial information as a percentage of net sales. For information regarding the various segments of the business, see Note I "Segment Information" to the Condensed Consolidated Financial Statements.

	Three Months Ended		Nine Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Gross profit	22.0 %	22.6 %	21.8 %	22.2 %
Operating and administrative expenses	18.7 %	19.1 %	18.8 %	19.0 %
Gain from sale or disposal of assets	0.1 %	— %	— %	0.1 %
Income from operations	3.4 %	3.5 %	3.0 %	3.4 %
Other income, net	0.1 %	0.1 %	0.1 %	0.1 %
Interest expense	1.2 %	1.7 %	1.2 %	1.7 %
Loss on early extinguishment of debt	— %	4.6 %	— %	1.6 %
Income tax expense (benefit)	0.9 %	(1.2) %	0.7 %	— %
Net income (loss)	1.4 %	(1.6) %	1.2 %	0.2 %

Three Months Ended June 28, 2014 Compared to the Three Months Ended June 29, 2013

Net income for the third quarter of fiscal 2014 totaled $13.8 million, compared with a net loss of $14.4 million for the third quarter of fiscal 2013. During the third quarter of fiscal 2013, the Company incurred $43.1 million of pre-tax debt extinguishment costs in conjunction with refinancing the majority of its borrowing arrangements at lower interest rates and on more favorable terms.

Pre-tax income was higher in the fiscal 2014 period compared with the fiscal 2013 period, even after considering the effect of fiscal 2013 debt extinguishment costs and subsequent lower interest expense in the fiscal 2014 period.

Net Sales. Net sales increased $44.3 million, or 4.7% to $978.3 million for the three months ended June 28, 2014 compared with $934.0 million for the three months ended June 29, 2013. Ingles operated 203 stores at June 28, 2014, and 204 stores at June 29, 2013. Retail square footage was approximately 11.1 million at each of June 28, 2014 and June 29, 2013.

Easter occurred during the third quarter of fiscal 2014 and occurred in the second quarter of fiscal 2013. Comparable store sales, excluding the effect of gasoline and including the positive impact of approximately 88 basis points from Easter shifting from the second quarter last year to the third quarter this year, increased 2.1%. Retail gasoline sales prices decreased approximately 5.2% and the number of gallons sold increased approximately 9.8% during the third quarter of fiscal 2014 compared with the third quarter of fiscal 2013. The number of customer transactions (excluding gasoline) increased 0.3%, and the average transaction size (excluding gasoline) 1.8%.

Sales by product category (amounts in thousands) are as follows:

	Three Months Ended	
	June 28, 2014	June 29, 2013
Grocery	$ 341,719	$ 344,742
Non-foods	185,188	178,402
Perishables	241,899	229,523
Gasoline	169,580	146,868
Total grocery segment	$ 938,386	$ 899,535

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishables category includes meat, produce, deli and bakery.

Changes in grocery segment sales for the quarter ended June 28, 2014 are summarized as follows (dollars in thousands):

Total grocery sales for the three months ended June 29, 2013	$ 899,535
Comparable store sales increase (including gasoline)	28,134
Effect of Easter (excluding gasoline)	8,268
Impact of stores opened in fiscal 2014	3,754
Impact of stores closed in fiscal 2013	(1,221)
Other	(84)
Total grocery sales for the three months ended June 28, 2014	$ 938,386

Gross Profit. Gross profit for the three-month period ended June 28, 2014 increased $4.5 million, or 2.1%, to $215.2 million, or 22.0% of sales, compared with $210.7 million, or 22.6% of sales, for the three-month period ended June 29, 2013.

Gross profit and gross margin are affected by lower gasoline gross profits, which were offset by higher margins in other areas. During the late summer of 2013, the Company introduced an expanded fuel rewards program under which in-store purchases earned customers enhanced discounts at the Company's fuel centers. Excluding gasoline sales, grocery segment gross profit as a percentage of sales increased 20 basis points in the third quarter of fiscal 2014 compared with the same fiscal 2013 period.

In addition to the direct product cost, the cost of goods sold line item for the grocery segment includes inbound freight charges and the costs related to the Company's distribution network. The milk processing operation is a manufacturing process; therefore, the costs mentioned above as well as purchasing, production costs, and internal transfer costs incurred by the milk processing operation are included in the cost of goods sold line item, while these items are included in operating and administrative expenses in the grocery segment.

Operating and Administrative Expenses. Operating and administrative expenses increased $4.9 million, or 2.8%, to $182.7 million for the three months ended June 28, 2014, from $177.8 million for the three months ended June 29, 2013. As a percentage of sales, operating and administrative expenses were 18.7% for the three months ended June 28, 2014 compared to 19.1% for the three months ended June 29, 2013. Excluding gasoline sales and associated gasoline operating expenses (primarily payroll), operating expenses were 22.4% of sales for both the third fiscal quarter of 2014 and 2013.

A breakdown of the major increases (decreases) in operating and administrative expenses is as follows:

	Increase (Decrease) in millions		Increase (Decrease) as a % of sales	
Salaries and wages	$	2.6	0.27	%
Repairs and maintenance	$	1.2	0.12	%
Utilities and fuel	$	0.6	0.06	%
Depreciation and amortization	$	0.4	0.04	%
Taxes and licenses	$	(0.4)	(0.04)	%

Salaries and wages increased in dollars due to additional labor hours required for the increased sales volume, including the opening of a new store at the beginning of the third 2013 fiscal quarter.

Repairs and maintenance increased as a result of additional outsourced services.

Utilities and fuel increased as result of higher market energy cost.

Depreciation and amortization increased as a result of equipment purchases related to the larger number of interior store remodels.

Taxes and licenses decreased mostly from the timing of municipal license payments.

Gain from Sale or Disposal of Assets. Gain from Sale or Disposal of Assets was $0.9 million for the June 2014 quarter compared to an insignificant amount for the June 2013 quarter. During the quarter, the Company sold an outparcel next to a store site and recognized a gain commensurate with completion of work the Company is obligated to perform on the buyer’s behalf.

Other Income, Net. Other income, net totaled $0.7 million and $0.8 million for the three-month periods ended June 28, 2014 and June 29, 2013, respectively. The principal component of other income is waste paper and packaging sales.

Interest Expense. Interest expense decreased $4.4 million for the three-month period ended June 28, 2014 to $11.6 million from $16.0 million for the three-month period ended June 29, 2013. Total debt at June 2014 was $909.3 million compared to $934.5 million at June 2013. In addition to the decrease in total debt, interest expense decreased from lower interest rates achieved during the June 2013 refinancing more fully described in the section “Liquidity and Capital Resources”.

Loss on Early Extinguishment of Debt. In connection with the June 2013 early payoff of the $575.0 million senior notes due 2017, the Company paid $27.8 million in debt extinguishment costs and expensed $15.3 million of unamortized loan costs.

Income Taxes. As a result of the loss on early extinguishment of debt, the Company incurred a net loss before income taxes and recorded an income tax benefit during the third quarter of fiscal 2013. Income tax expense as a percentage of pre-tax income was 38.4% in the June 2014 quarter.

Net Income (loss). Net income totaled $13.8 million for the three-month period ended June 28, 2014. Basic and diluted earnings per share for Class A Common Stock were each $0.63 and $0.61, respectfully for the June 2014 quarter. Basic and diluted earnings per share for Class B Common Stock were each $0.57 for the June 2014 quarter. Net loss totaled $14.4 million for the three-month period ended June 29, 2013. Basic and diluted loss per share for Class A Common Stock were each $0.62 for the June 2013 quarter. Basic and diluted loss per share for Class B Common Stock were each $0.56 for the June 2013 quarter.

Nine Months Ended June 28, 2014 Compared to the Nine Months Ended June 29, 2013

Net income for the first nine months of fiscal 2014 totaled $33.8 million, compared with net income of $5.2 million earned for the first nine months of fiscal 2013. Pre-tax income was higher in the fiscal 2014 period compared with the fiscal 2013 period, even after considering the effect of fiscal 2013 debt extinguishment costs and subsequent lower interest expense in the fiscal 2014 period.

Net Sales. Net sales for the nine months ended June 28, 2014 increased 2.9% to $2.87 billion, compared to $2.79 billion for the nine months ended June 29, 2013.

Grocery segment comparable store sales excluding gasoline for the nine-month period grew 0.9%. The number of customer transactions (excluding gasoline) increased 0.3%, while the average transaction size (excluding gasoline) increased 1.0%. The average per gallon retail price of gasoline was approximately 1.9% lower and the number of gallons sold approximately 12.1% higher comparing the nine months of fiscal 2014 with the previous year.

Sales by product category (amounts in thousands) are as follows:

	Nine Months Ended	
	June 28, 2014	June 29, 2013
Grocery	$ 1,056,276	$ 1,075,061
Non-foods	543,641	526,783
Perishables	698,951	667,905
Gasoline	458,052	415,956
Total grocery segment	$ 2,756,920	$ 2,685,705

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishables category includes meat, produce, deli and bakery.

Changes in grocery segment sales for the nine months ended June 28, 2014 can be summarized as follows (dollars in thousands):

Total grocery sales for the nine months ended June 29, 2013	$ 2,685,705
Comparable store sales increase (including gasoline)	53,359
Impact of stores opened in fiscal 2014	21,786
Impact of stores closed in fiscal 2013	(3,883)
Other	(47)
Total grocery sales for the nine months ended June 28, 2014	$ 2,756,920

Sales growth for the remainder of fiscal 2014 will depend upon the pace of economic improvement, inflation and market prices for gasoline and raw milk. In addition to a new store that opened in April 2013, the Company expects that the maturation of previous new and expanded stores will contribute to sales growth. The Company continues to remodel existing stores in order to increase sales at a lower cost than additional square footage.

Gross Profit. Gross profit for the nine months ended June 28, 2014 increased $7.3 million, or 1.2%, to $624.8 million compared with $617.5 million, for the nine months ended June 29, 2013. As a percentage of sales, gross profit totaled 21.8% for the nine months ended June 28, 2014 and 22.2% for the nine months ended June 29, 2013.

Grocery segment gross profit as a percentage of total sales was affected by a more favorable mix of products sold and by lower gasoline margins. Excluding gasoline sales, grocery segment gross profit as a percentage of sales increased 20 basis points for the first nine months of fiscal 2014 compared with the same fiscal 2013 period.

Operating and Administrative Expenses. Operating and administrative expenses increased $11.0 million, or 2.1%, to $538.6 million for the nine months ended June 28, 2014, from $527.6 million for the nine months ended June 29, 2013. As a percentage of sales, operating and administrative expenses were 18.8% for the June 2014 nine-month period compared with 19.0% for the same period last year. Excluding gasoline sales and associated gasoline operating expenses (primarily payroll), operating expenses were 22.1% of sales for each of the nine-month fiscal 2014 and 2013 periods.

A breakdown of the major increases (decreases) in operating and administrative expenses is as follows:

	Increase (Decrease) in millions		Increase (Decrease) as a % of sales	
Salaries and wages	$	8.6	0.30	%
Insurance expenses	$	(5.2)	(0.18)	%
Repairs and maintenance	$	2.1	0.07	%
Utilities and fuel	$	2.0	0.07	%

Salaries and wages increased in dollars due to additional labor hours required for the increased sales volume, including the opening of a new store at the beginning of the third 2013 fiscal quarter.

Insurance expense decreased due to favorable claims experience under the Company’s self-insurance programs.

Repairs and maintenance increased as a result of additional outsourced services.

Utilities and fuel increased as a result of higher market energy costs.

Gain from sale or disposal of assets. During the fiscal 2014 period, the Company sold an outparcel next to a store site and recognized a gain commensurate with completion of work the Company is obligated to perform on the buyer's behalf. During the second quarter of fiscal 2013, the Company sold a former store property for $7.5 million and recognized a pre-tax gain of $3.9 million.

Other Income, Net. Other income, net totaled $2.2 million for the nine-month period ended June 28, 2014 compared with $2.1 million for the nine-month period ended June 29, 2013. The principal component of other income is waste paper and packaging sales.

Interest Expense. Interest expense decreased $12.3 million to $35.0 million for the nine months ended June 28, 2014 from $47.3 million for the nine months ended June 29, 2013. Interest expense decreased from lower interest rates achieved during the June 2013 refinancing more fully described in the section "Liquidity and Capital Resources".

Loss on Early Extinguishment of Debt. In connection with the fiscal 2013 early payoff of the $575.0 million senior notes due 2017, the Company paid $27.8 million in debt extinguishment costs and expensed $15.3 million of unamortized loan costs.

Income Taxes. Income tax expense as a percentage of pre-tax income was 38.0% in the June 2014 nine-month period compared to 10.0% in the June 2013 nine-month period. The $43.1 pretax write off of debt extinguishment costs resulted in income tax credits offsetting a higher portion of the remaining pre-tax income, resulting in a lower effective tax rate.

Net Income. Net income totaled $33.8 million for the nine-month period ended June 28, 2014. Basic and diluted earnings per share for Class A Common Stock were $1.54 and $1.49, respectively, for the June 2014 nine-month period. Basic and diluted earnings per share for Class B Common Stock were each $1.40 for the June 2014 nine-month period. Net income totaled $5.2 million for the nine-month period ended June 29, 2013. Basic and diluted earnings per share for Class A Common Stock were $0.23 and $0.21,

respectively, for the June 2013 nine-month period. Basic and diluted earnings per share for Class B Common Stock were each $0.21 for the June 2013 nine-month period.

Liquidity and Capital Resources

Capital Expenditures

The Company believes that a key to its ability to continue to develop a loyal customer base is providing conveniently located, clean and modern stores which provide customers with good service and a broad selection of competitively priced products. As such, the Company has invested and will continue to invest significant amounts of capital toward the modernization of its store base. The Company's modernization program includes the opening of new stores, the completion of major remodels and expansion of selected existing stores, the relocation of selected existing stores to larger, more convenient locations and the completion of minor remodeling of its remaining existing stores. The Company will also add fuel centers and other products complementary to grocery sales where market conditions and real estate considerations warrant. During June 2012 the Company began operations in its newly constructed 836,000 square foot warehouse and distribution facility located adjacent to its existing 919,000 square foot facility.

Capital expenditures totaled $72.6 million for the nine-month period ended June 28, 2014. Most of these capital expenditures were related to smaller-scale remodeling projects in a number of the Company's stores. Capital expenditures also included the costs of upgrading and replacing store equipment, technology investments, capital expenditures related to the Company's milk processing plant, and expenditures for stores scheduled to open in fiscal 2015.

Ingles' capital expenditure plans for fiscal 2014 include investments of approximately $100 to $120 million. The majority of the Company's fiscal 2014 capital expenditures will be dedicated to continued improvement of its store base and also include investments in stores expected to open in fiscal 2015 as well as technology improvements, upgrading and replacing existing store equipment and warehouse and transportation equipment and improvements to the Company's milk processing plant.

The Company expects that its net annual capital expenditures will be in the range of approximately $110 to $120 million going forward in order to maintain a modern store base. Planned expenditures for any given future fiscal year will be affected by the availability of financing, which can affect both the number of projects pursued at any given time and the cost of those projects. The number of projects may also fluctuate due to the varying costs of the types of projects pursued including new stores and major remodel/expansions. The Company makes decisions on the allocation of capital expenditure dollars based on many factors including the competitive environment, other Company capital initiatives and its financial condition.

The Company does not generally enter into commitments for capital expenditures other than on a store-by-store basis at the time it begins construction on a new store or begins a major or minor remodeling project. Outstanding construction commitments totaled $2.5 million at June 28, 2014.

Liquidity

The Company generated net cash from operations of $74.0 million in the June 2014 nine-month period compared to $82.1 million for the comparable 2013 period. Most of the change is attributable to increased cash tax payments.

Cash used by investing activities for the nine-month period ended June 28, 2014 totaled $72.8 million, compared with cash used of $69.0 million for the nine-month period ended June 29, 2013. During the fiscal 2013 period, capital expenditures and proceeds from asset sales were higher than in the current fiscal year period.

In June 2013, the Company issued $700.0 million aggregate principal amount of senior notes due in 2023 (the "Notes") in a private placement. The Notes bear an interest rate of 5.75-% per annum and were issued at par. Note proceeds were used to repay $575.0 million aggregate principal amount of senior notes maturing in 2017, $52.0 million of indebtedness outstanding under the Company's line of credit, and pay costs related to the offering of the Notes. Remaining Note proceeds are being used for general corporate purposes. The Company's effective interest rate on senior notes borrowings decreased from 9.5% to 5.75%. Applying this rate reduction to the $575 million of notes repaid results in an annual interest savings of $21.6 million.

In connection with the offering of the Notes, the Company extended the maturity date of its $175.0 million line of credit from December 29, 2015 to June 12, 2018 and modified certain interest rate options and covenants. At June 28, 2014 the Company had no borrowing outstanding under the line of credit.

The line of credit provides the Company with various interest rate options based on the prime rate, the Federal Funds Rate, or the London Interbank Offering Rate. The line allows the Company to issue up to $30.0 million in unused letters of credit, of which $10.9 million of unused letters of credit were issued at June 28, 2014. The Company is not required to maintain compensating balances in connection with this line of credit.

On December 29, 2010, the Company completed the funding of $99.7 million of Recovery Zone Facility Bonds (the "Bonds") for: (A) acquisition, construction and equipping of an approximately 830,000 square foot new warehouse and distribution center located in

Buncombe County, North Carolina (the “Project”), and (B) the payment of certain expenses incurred in connection with the issuance of the Bonds. The final maturity date of the Bonds is January 1, 2036.

Under a Continuing Covenant and Collateral Agency Agreement (the “Covenant Agreement”) between certain financial institutions and the Company, the financial institutions would hold the Bonds until January 2, 2018, subject to certain events. Mandatory redemption of the Bonds by the Company in the annual amount of $4,530,000 began on January 1, 2014.

In connection with the offering of the Notes, the Company extended the maturity date of the Covenant Agreement from January 2, 2018 to June 30, 2021 and modified certain interest rate options and covenants. The Company may redeem the Bonds without penalty or premium at any time prior to June 30, 2021.

On June 23, 2014 the Company amended the Line and the Covenant Agreement to a) reduce the Consolidated Net Worth requirement and b) increase the maximum allowed Restricted Payments in both the Line and the Covenant Agreement.

The amendments provide additional flexibility for the Company to consider stock repurchases under a plan approved by the Company’s Board of Directors during the year ended September 28, 2013. Under the plan, up to four million shares of the Company’s Class A and Class B Common stock may be repurchased through open market purchases, block trades, purchases from the Company’s Investment/Profit Sharing Plan and in negotiated private transactions. To date, 1.5 million shares have been repurchased under the plan, leaving 2.5 million shares available for repurchase.

The Company’s long-term debt agreements generally have cross-default provisions which could result in the acceleration of payments due under the Company’s line of credit, Bond and Notes indenture in the event of default under any one instrument.

The Notes, the Bonds and the line of credit contain provisions that under certain circumstances would permit lending institutions to terminate or withdraw their respective extensions of credit to the Company. Included among the triggering factors permitting the termination or withdrawal of the line of credit to the Company are certain events of default, including both monetary and non-monetary defaults, the initiation of bankruptcy or insolvency proceedings, and the failure of the Company to meet certain financial covenants designated in its respective loan documents. As of June 28, 2014, the Company was in compliance with these covenants. Under the most restrictive of these covenants, the Company would be able to incur approximately $243 million of additional borrowings (including borrowings under the line of credit) as of June 28, 2014.

Other cash used by financing activities during the nine-month period ended June 29, 2013 included $26.8 million of dividends and $37.1 million to repurchase 1.5 million shares of Class B Common Stock from a trust that is part of the estate of Robert P. Ingle, former CEO and Director of the Company. The transaction was approved by the Company's Executive Committee and Audit Committee in accordance with Company policy and regulatory guidelines.

The Company's principal sources of liquidity are expected to be cash flow from operations, borrowings under the line of credit and long-term financing. As of June 28, 2014, the Company had unencumbered real property and equipment with a net book value of approximately $941 million. The Company believes, based on its current results of operations and financial condition, that its financial resources, including the line of credit, short- and long-term financing expected to be available to it and internally generated funds, will be sufficient to meet planned capital expenditures and working capital requirements for the foreseeable future, including any debt service requirements of additional borrowings. However, there is no assurance that any such sources of financing will be available to the Company when needed on acceptable terms, or at all.

It is possible that, in the future, the Company's results of operations and financial condition will be different from that described in this report based on a number of factors. These factors may include, among others, increased competition, changing regional and national economic conditions, adverse climatic conditions affecting food production and delivery and changing demographics, as well as the additional factors discussed below under "Forward Looking Statements." It is also possible, for such reasons, that the results of operations from the new, expanded, remodeled and/or replacement stores will not meet or exceed the results of operations from existing stores that are described in this report.

Contractual Obligations and Commercial Commitments

There have been no material changes in contractual obligations and commercial commitments subsequent to September 28, 2013 other than as disclosed elsewhere in this Form 10-Q.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Quarterly Cash Dividends

Since December 27, 1993, the Company has paid regular quarterly cash dividends of $0.165 (sixteen and one-half cents) per share on its Class A Common Stock and $0.15 (fifteen cents) per share on its Class B Common Stock for an annual rate of $0.66 and $0.60 per share, respectively. Because of increased tax rates on dividends that went into effect in January 2013, the Company paid in December 2012 a special dividend equal to $0.66 cents per each Class A share and $0.60 cents per each Class B share. The Company also accelerated the payment of the regular quarterly January 2013 dividend into December 2012. Both dividends were declared on December 7, 2012, payable on December 31, 2012 to shareholders of record on December 21, 2012.

The Company expects to continue paying regular cash dividends on a quarterly basis. However, the Board of Directors periodically reconsiders the declaration of dividends. The Company pays these dividends at the discretion of the Board of Directors and the continuation of these payments, the amount of such dividends, and the form in which the dividends are paid (cash or stock) depends upon the results of operations, the financial condition of the Company and other factors which the Board of Directors deems relevant. In addition, the Notes, the Bonds, and the lines of credit contain provisions that, based on certain financial parameters, restrict the ability of the Company to pay additional cash dividends in excess of current quarterly per share amounts. Further, the Company is prevented from declaring dividends at any time that it is in default under the indenture governing the Notes.

Seasonality

Sales in the grocery segment of the Company’s business are subject to a slight seasonal variance due to holiday related sales and due to sales in areas where seasonal homes are located. Sales are traditionally higher in the Company’s first fiscal quarter due to the inclusion of sales related to Thanksgiving and Christmas. The Company’s second fiscal quarter traditionally has the lowest sales of the year, unless Easter falls in that quarter as it did during fiscal 2013. In the third and fourth quarter, sales are affected by the return of customers to seasonal homes in our market area. The fluid dairy operation of the Company’s business has slight seasonal variation to the extent of its sales into the grocery industry. The Company’s real estate operation is not subject to seasonal variations.

Impact of Inflation

The following table from the United States Bureau of Labor Statistics lists annualized changes in the Consumer Price Index that could have an effect on the Company’s operations. One of the Company’s significant costs is labor, which increases with general inflation. Inflation in energy costs affects the Company’s gasoline sales, distribution expenses, utility expenses and plastic supply costs.

	Three Months Ended		Twelve Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
All items	0.3 %	0.2 %	2.1 %	1.8 %
Food and beverages	0.3 %	0.4 %	2.3 %	1.4 %
Energy	0.9 %	(0.5) %	3.2 %	3.2 %

Forward Looking Statements

This Quarterly Report contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. The words “expect”, “anticipate”, “intend”, “plan”, “likely”, “goal”, “believe”, “ and similar expressions are intended to identify forward-looking statements. While these forward-looking statements and the related assumptions are made in good faith and reflect the Company’s current judgment regarding the direction of the Company’s business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Such statements are based upon a number of assumptions and estimates which are inherently subject to significant risks and uncertainties many of which are beyond the Company’s control. Some of these assumptions inevitably will not materialize, and unanticipated events will occur which will affect the Company’s results. Some important factors (but not necessarily all factors) that affect the Company’s revenues, growth strategies, future profitability and operating results, or that otherwise could cause actual results to differ materially from those expressed in or implied by any forward-looking statement, include business and economic conditions generally in the Company’s operating area; the Company’s ability to successfully implement its expansion and operating strategies and to manage rapid expansion; pricing pressures and other competitive factors; reduction in per gallon retail gasoline prices; the maturation of new and expanded stores; the Company’s ability to reduce costs and achieve improvements in operating results; the availability and terms of financing; increases in labor and utility costs; success or failure in the ownership and development of real estate; changes in the laws and government regulations applicable to the Company; and changes in accounting policies, standards, guidelines or principles as may be adopted by regulatory agencies as well as the Financial Accounting Standards Board.

Consequently, actual events affecting the Company and the impact of such events on the Company’s operations may vary significantly from those described in this report or contemplated or implied by statements in this report. The Company does not undertake and specifically denies any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not typically utilize financial instruments for trading or other speculative purposes, nor does it typically utilize leveraged financial instruments. There have been no material changes in the market risk factors from those disclosed in the Company's Annual Report on Form 10-K for the year ended September 28, 2013.

Item 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to provide reasonable assurance of achieving the objective that information in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified and pursuant to the regulations of the Securities and Exchange Commission. Disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, include controls and procedures designed to ensure the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. It should be noted that the Company's system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met.

As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures as of June 28, 2014, the end of the period covered by this report. In making this evaluation, it considered matters previously identified and disclosed in connection with the filing of its Form 10-K for fiscal 2013. After consideration of the matters discussed above, the Company has concluded that its controls and procedures were effective as of June 28, 2014.

(b) Changes in Internal Control over Financial Reporting

The Company is currently performing tests of internal controls over financial reporting for fiscal year 2014.

No other change in internal control over financial reporting occurred during the Company's last fiscal quarter that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II. OTHER INFORMATION

Item 6. EXHIBITS

(a) Exhibits.

3.1Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.1 to Ingles Markets, Incorporated's Registration Statement on Form S-1, File No. 33-23919, previously filed with the Commission and incorporated herein by this reference).

3.2Articles of Amendment to Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.3 to Ingles Markets, Incorporated's Annual Report on Form 10-K for the fiscal year ended September 25, 2004, File No. 0-14706, previously filed with the Commission and incorporated herein by this reference).

3.3Articles of Amendment to Articles of Incorporation of Ingles Markets, Incorporated dated April 23, 2012 (included as Exhibit 3.3 to Ingles Markets, Incorporated Quarterly Report on Form 10-Q for the fiscal quarter ended March 24, 2012, File No. 0-14706, previously filed with the Commission and incorporated herein by this reference).

3.4Amended and Restated By-Laws of Ingles Markets, Incorporated (included as Exhibit 99.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on August 30, 2007 and incorporated herein by this reference).

4.1Articles 4 and 9 of the Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.1 to Ingles Markets, Incorporated's Registration Statement on Form S-1, File No. 33-23919, and Exhibit 3.3 to Ingles Markets, Incorporated's Annual Report on Form 10-K for the fiscal year ended September 25, 2004, File No. 0-14706, respectively, each of which were previously filed with the Commission and are incorporated herein by this reference).

4.2Articles 2, 3, 10, 11 and 14 of the Amended and Restated By-Laws of Ingles Markets, Incorporated (included as Exhibit 99.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on August 30, 2007 and incorporated herein by this reference).

4.3Indenture, dated as of June 12, 2013, between Ingles Markets, Incorporated and Branch Banking and Trust Company, as Trustee, governing the 5.75% Senior Notes Due 2023, including the form of unregistered 5.75% Senior Note Due 2023 (included as Exhibit 4.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on June 12, 2013 and incorporated herein by this reference).

4.4Registration Rights Agreement, dated June 12, 2013, among the Company and Merrill Lynch, Pierce, Fenner and Smith Incorporated, Wells Fargo Securities, LLC, BB&T Capital Markets, a division of BB&T Securities, LLC and SunTrust Robinson Humphrey, Inc. (included as Exhibit 4.3 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on June 12, 2013 and incorporated herein by this reference).

10.1Credit Agreement, dated May 12, 2009, among the Company and the lenders party thereto, Bank of America, as administrative agent, swing line lender and l/c issuer, Branch Banking and Trust Company, as syndication agent, Wachovia Bank, National Association, as documentation agent, and Banc of America Securities LLC, Branch Banking and Trust Company and Wachovia Capital Markets, LLC, as joint lead arrangers and book managers (included as Exhibit 10.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).

10.2Exhibits and Schedules to Credit Agreement dated May 12, 2009, among the Company and the lenders party thereto, Bank of America, as administrative agent, swing line lender and l/c issuer, Branch Banking and Trust Company, as syndication agent, Wachovia Bank, National Association, as documentation agent, and Banc of America Securities LLC, Branch Banking and Trust Company and Wachovia Capital Markets, LLC, as joint lead arrangers and joint book managers (included as Exhibit 10.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).

10.3Waiver and First Amendment to the Credit Agreement dated as of May 12, 2009, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.3 to Ingles Markets, Incorporated's Annual Report on Form 10-K, File No. 0-14706, previously filed with the Commission on December 26, 2012, and incorporated herein by this reference).

10.4Second Amendment to the Credit Agreement dated as of May 12, 2009, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on January 4, 2011 and incorporated herein by this reference).

10.5Third Amendment to the Credit Agreement dated as of May 12, 2009, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.5 to Ingles Markets, Incorporated's Annual Report on Form 10-K, File No. 0-14706, previously filed with the Commission on December 26, 2012 and incorporated herein by this reference).

10.6Fourth Amendment to the Credit Agreement dated as of May 12, 2009, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.6 to Ingles Markets, Incorporated's Quarterly Report on Form 10-Q for the quarter ended June 29, 2013, File No. 0-14706, previously filed with the Commission and incorporated herein by this reference).

10.7Fifth Amendment to the Credit Agreement dated as of January 31, 2014, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.7 to Ingles Markets, Incorporated's Quarterly Report on Form 10-Q for the quarter ended December 28, 2013, File No. 0-14706, previously filed with the Commission and incorporated herein by this reference).

10.8Sixth Amendment to the Credit Agreement dated as of June 20, 2014, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.1 to Ingles Markets, Incorporated's Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on June 24, 2014 and incorporated herein by this reference).

31.1*Rule 13a-14(a) Certification

31.2*Rule 13a-14(a) Certification

32.1*Certification Pursuant to 18 U.S.C. Section 1350

32.2*Certification Pursuant to 18 U.S.C. Section 1350

101*The following financial information from the Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2014, formatted in XBRL (Extensible Business Reporting Language) and furnished electronically herewith: (i) the Consolidated Statements of Earnings; (ii) the Consolidated Balance Sheets; (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statements of Comprehensive Income; and (v) the Notes to the Consolidated Financial Statements.

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* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

	INGLES MARKETS, INCORPORATED
Date: August 7, 2014	/s/ Robert P. Ingle, II
	Robert P. Ingle, II Chief Executive Officer
Date: August 7, 2014	/s/ Ronald B. Freeman
	Ronald B. Freeman Vice President-Finance and Chief Financial Officer

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