

---

---

**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 July 2, 2016  
OR

**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 1-15583

**DELTA APPAREL, INC.**

(Exact name of registrant as specified in its charter)

**GEORGIA**

(State or Other Jurisdiction of  
Incorporation or Organization)

**322 South Main Street**  
**Greenville, SC**

(Address of principal executive offices)

**58-2508794**

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

**29601**

(Zip Code)

**(864) 232-5200**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 a "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

(Do not check if a 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 3, 2016, there were outstanding 7,713,505 shares of the registrant's common stock, par value of \$0.01 per share, which is the only class of outstanding common or voting stock of the registrant.

**TABLE OF CONTENTS**

|                                   | Page   |                           |
|-----------------------------------|--|---------------------------|
| <b><a href="#">PART I.</a></b>    | <b><a href="#">Financial Information</a></b>   |                           |
| <b><a href="#">Item 1.</a></b>    | <b><a href="#">Condensed Consolidated Financial Statements:</a></b>  |                           |
|                                   | <a href="#">Condensed Consolidated Balance Sheets — July 2, 2016 and October 3, 2015 (unaudited)</a>   | <a href="#">3</a>         |
|                                   | <a href="#">Condensed Consolidated Statements of Operations — Three and nine months ended July 2, 2016 and June 27, 2015 (unaudited)</a>           | <a href="#">4</a>         |
|                                   | <a href="#">Condensed Consolidated Statements of Comprehensive Income — Three and nine months ended July 2, 2016 and June 27, 2015 (unaudited)</a> | <a href="#">5</a>         |
|                                   | <a href="#">Condensed Consolidated Statements of Cash Flows — Nine months ended July 2, 2016 and June 27, 2015 (unaudited)</a>                     | <a href="#">6</a>         |
|                                   | <a href="#">Notes to Condensed Consolidated Financial Statements (unaudited)</a>   | <a href="#">7</a>         |
| <b><a href="#">Item 2.</a></b>    | <b><a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a></b>                                       | <b><a href="#">17</a></b> |
| <b><a href="#">Item 3.</a></b>    | <b><a href="#">Quantitative and Qualitative Disclosures About Market Risk</a></b>  | <b><a href="#">22</a></b> |
| <b><a href="#">Item 4.</a></b>    | <b><a href="#">Controls and Procedures</a></b>   | <b><a href="#">22</a></b> |
| <b><a href="#">PART II.</a></b>   | <b><a href="#">Other Information</a></b>   |                           |
| <b><a href="#">Item 1.</a></b>    | <b><a href="#">Legal Proceedings</a></b>   | <b><a href="#">23</a></b> |
| <b><a href="#">Item 2.</a></b>    | <b><a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a></b>   | <b><a href="#">23</a></b> |
| <b><a href="#">Item 6.</a></b>    | <b><a href="#">Exhibits</a></b>  | <b><a href="#">23</a></b> |
| <b><a href="#">Signatures</a></b> |  | <b><a href="#">23</a></b> |
| Exhibits                          |  |                           |
| EX-31.1                           |  |                           |
| EX-31.2                           |  |                           |
| EX-32.1                           |  |                           |
| EX-32.2                           |  |                           |

**PART 1. FINANCIAL INFORMATION****Item 1. Financial Statements**

**Delta Apparel, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(Amounts in thousands, except share amounts and per share data)  
(Unaudited)

|   | July 2,<br>2016 | October 3,<br>2015 |
|---|-----------------|--------------------|
| <b>Assets</b>   |                 |                    |
| Current assets:   |                 |                    |
| Cash and cash equivalents   | \$ 772          | \$ 300             |
| Accounts receivable, less allowances of \$2,842 and \$2,984, respectively   | 59,865          | 62,741             |
| Income tax receivable   | 111             | —                  |
| Inventories, net  | 167,147         | 148,372            |
| Prepaid expenses and other current assets   | 5,082           | 2,844              |
| Total current assets  | 232,977         | 214,257            |
| Property, plant and equipment, net of accumulated depreciation of \$86,749 and \$81,376, respectively   | 43,625          | 39,653             |
| Goodwill  | 36,729          | 36,729             |
| Intangibles, net  | 21,165          | 22,162             |
| Deferred income taxes   | 5,559           | 7,294              |
| Other assets  | 5,435           | 4,808              |
| Total assets  | \$ 345,490      | \$ 324,903         |
| <b>Liabilities and Shareholders' Equity</b>   |                 |                    |
| Current liabilities:  |                 |                    |
| Accounts payable  | \$ 49,757       | \$ 53,349          |
| Accrued expenses  | 18,596          | 20,996             |
| Income tax payable  | —               | 87                 |
| Current portion of long-term debt   | 8,516           | 8,340              |
| Total current liabilities   | 76,869          | 82,772             |
| Long-term debt, less current maturities   | 113,786         | 93,872             |
| Other liabilities   | 1,395           | 660                |
| Contingent consideration  | 2,500           | 3,100              |
| Total liabilities   | \$ 194,550      | \$ 180,404         |
| Shareholders' equity:   |                 |                    |
| Preferred stock—\$0.01 par value, 2,000,000 shares authorized, none issued and outstanding  | —               | —                  |
| Common stock—\$0.01 par value, 15,000,000 shares authorized, 9,646,972 shares issued, and 7,713,505 and 7,797,166 shares outstanding as of July 2, 2016 and October 3, 2015, respectively | 96              | 96                 |
| Additional paid-in capital  | 60,448          | 59,399             |
| Retained earnings   | 114,376         | 107,715            |
| Accumulated other comprehensive loss  | (209)           | (429)              |
| Treasury stock—1,933,467 and 1,849,806 shares as of July 2, 2016 and October 3, 2015, respectively  | (23,771)        | (22,282)           |
| Total shareholders' equity  | 150,940         | 144,499            |
| Total liabilities and shareholders' equity  | \$ 345,490      | \$ 324,903         |

See accompanying Notes to Condensed Consolidated Financial Statements.

**Delta Apparel, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
(Amounts in thousands, except per share data)  
(Unaudited)

|   | Three Months Ended |                  | Nine Months Ended |                  |
|---|--------------------|------------------|-------------------|------------------|
|   | July 2,<br>2016    | June 27,<br>2015 | July 2,<br>2016   | June 27,<br>2015 |
| Net sales   | \$ 111,552         | \$ 120,525       | \$ 310,883        | \$ 328,947       |
| Cost of goods sold                                  | 86,566             | 95,041           | 241,301           | 266,902          |
| Gross profit  | 24,986             | 25,484           | 69,582            | 62,045           |
| Selling, general and administrative expenses        | 19,396             | 19,641           | 56,311            | 59,821           |
| Change in fair value of contingent consideration    | (300)              | (630)            | (600)             | (500)            |
| Gain on sale of business                            | —                  | —                | —                 | (7,704)          |
| Restructuring costs                                 | 1,663              | —                | 1,663             | —                |
| Other income, net                                   | —                  | (424)            | (178)             | (579)            |
| Operating income                                    | 4,227              | 6,897            | 12,386            | 11,007           |
| Interest expense, net                               | 1,338              | 1,528            | 4,009             | 4,547            |
| Income before provision for income taxes            | 2,889              | 5,369            | 8,377             | 6,460            |
| Provision for income taxes                          | 347                | 951              | 1,716             | 2,607            |
| Net income  | \$ 2,542           | \$ 4,418         | \$ 6,661          | \$ 3,853         |
| Basic earnings per share                            | \$ 0.33            | \$ 0.56          | \$ 0.86           | \$ 0.49          |
| Diluted earnings per share                          | \$ 0.32            | \$ 0.55          | \$ 0.84           | \$ 0.48          |
| Weighted average number of shares outstanding       | 7,714              | 7,889            | 7,736             | 7,887            |
| Dilutive effect of stock options and awards         | 288                | 210              | 235               | 202              |
| Weighted average number of shares assuming dilution | 8,002              | 8,099            | 7,971             | 8,089            |

See accompanying Notes to Condensed Consolidated Financial Statements.

**Delta Apparel, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Comprehensive Income**  
(Amounts in thousands)  
(Unaudited)

|  | Three Months Ended |                  | Nine Months Ended |                  |
|--|--------------------|------------------|-------------------|------------------|
|  | July 2,<br>2016    | June 27,<br>2015 | July 2,<br>2016   | June 27,<br>2015 |
| Net income   | \$ 2,542           | \$ 4,418         | \$ 6,661          | \$ 3,853         |
| Net unrealized gain (loss) on cash flow hedges, net of tax | 26                 | 67               | 220               | (61)             |
| Comprehensive income                                       | \$ 2,568           | \$ 4,485         | \$ 6,881          | \$ 3,792         |

See accompanying Notes to Condensed Consolidated Financial Statements.

**Delta Apparel, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
(Amounts in thousands)  
(Unaudited)

|   | Nine Months Ended |                  |
|---|-------------------|------------------|
|   | July 2,<br>2016   | June 27,<br>2015 |
| <b>Operating activities:</b>  |                   |                  |
| Net income  | \$ 6,661          | \$ 3,853         |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |                   |                  |
| Depreciation and amortization   | 7,209             | 7,199            |
| Amortization of deferred financing fees   | 335               | 375              |
| Excess tax benefits from exercise of stock options  | (89)              | (2)              |
| Provision for deferred income taxes   | 1,735             | 1,249            |
| Gain on sale of <i>The Game</i> assets before transaction costs                             | —                 | (8,114)          |
| Non-cash stock compensation   | 1,450             | 965              |
| Change in the fair value of contingent consideration  | (600)             | (500)            |
| Fixed asset impairment charge   | 831               | —                |
| Loss on disposal of equipment   | 63                | 20               |
| Changes in operating assets and liabilities:  |                   |                  |
| Accounts receivable, net  | 2,876             | 2,306            |
| Inventories, net  | (18,775)          | 6,703            |
| Prepaid expenses and other assets   | (2,238)           | (780)            |
| Other non-current assets  | 47                | 37               |
| Accounts payable  | (4,084)           | (7,616)          |
| Accrued expenses  | (2,459)           | 28               |
| Income tax payable/receivable   | (108)             | 1,544            |
| Other liabilities   | 128               | (308)            |
| Net cash (used in) provided by operating activities   | (7,018)           | 6,959            |
| <b>Investing activities:</b>  |                   |                  |
| Purchases of property and equipment, net  | (9,480)           | (4,230)          |
| Proceeds from sale of <i>The Game</i> assets  | —                 | 14,913           |
| Proceeds from sale of fixed assets  | 23                | 470              |
| Net cash (used in) provided by investing activities   | (9,457)           | 11,153           |
| <b>Financing activities:</b>  |                   |                  |
| Proceeds from long-term debt  | 372,608           | 371,184          |
| Repayment of long-term debt   | (352,517)         | (388,982)        |
| Repayment of capital financing  | (251)             | (114)            |
| Payment of deferred financing fees  | (1,001)           | (25)             |
| Repurchase of common stock  | (1,818)           | (440)            |
| Proceeds from exercise of stock options   | —                 | 21               |
| Payment of withholding taxes on exercise of stock options                                   | (163)             | (10)             |
| Excess tax benefits from exercise of stock options  | 89                | 2                |
| Net cash provided by (used in) financing activities   | 16,947            | (18,364)         |
| Net increase (decrease) in cash and cash equivalents  | 472               | (252)            |
| Cash and cash equivalents at beginning of period  | 300               | 612              |
| Cash and cash equivalents at end of period  | \$ 772            | \$ 360           |
| <b>Supplemental cash flow information:</b>  |                   |                  |
| Cash paid during the period for interest  | \$ 3,274          | \$ 3,639         |
| Cash paid (received) during the period for income taxes, net of refunds received            | \$ 217            | \$ (218)         |
| Non-cash financing activity - shortfall to excess tax benefit pool                          | \$ —              | \$ 673           |
| Non-cash financing activity - taxes accrued but not paid on exercise of stock options       | \$ —              | \$ 105           |

Non-cash financing activity - capital lease agreements

\$

1,374

\$

—

See accompanying Notes to Condensed Consolidated Financial Statements.

**Delta Apparel, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements (Unaudited)**

**Note A—Basis of Presentation and Description of Business**

We prepared the accompanying interim condensed consolidated financial statements in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("U.S. GAAP") for complete financial statements. We believe these Condensed Consolidated Financial Statements include all normal recurring adjustments considered necessary for a fair presentation. Operating results for the nine months ended July 2, 2016, are not necessarily indicative of the results that may be expected for our fiscal year ending October 1, 2016. Although our various product lines are sold on a year-round basis, the demand for specific products or styles reflects some seasonality, with sales in our June quarter generally being the highest and sales in our December quarter generally being the lowest. For more information regarding our results of operations and financial position, refer to the Consolidated Financial Statements and footnotes included in our Form 10-K for our fiscal year ended October 3, 2015, filed with the United States Securities and Exchange Commission ("SEC").

"Delta Apparel", the "Company", and "we", "us" and "our" are used interchangeably to refer to Delta Apparel, Inc. together with our domestic wholly-owned subsidiaries, including M.J. Soffe, LLC ("Soffe"), Junkfood Clothing Company ("Junkfood"), Salt Life, LLC ("Salt Life"), Art Gun, LLC ("Art Gun"), and other international subsidiaries, as appropriate to the context.

Delta Apparel, Inc. is an international apparel design, marketing, manufacturing and sourcing company that features a diverse portfolio of lifestyle basics and branded activewear apparel and headwear. We specialize in selling casual and athletic products through a variety of distribution channels and distribution tiers, including specialty stores, boutiques, department stores, mid and mass channels, e-retailers, and the U.S. military. Our products are also made available direct-to-consumer on our websites and in our retail stores. We believe this diversified distribution allows us to capitalize on our strengths to provide casual activewear to consumers purchasing from most types of retailers.

We design and internally manufacture the majority of our products, which allows us to offer a high degree of consistency and quality controls as well as leverage scale efficiencies. One of our strengths is the speed with which we can reach the market from design to delivery. We have manufacturing operations located in the United States, El Salvador, Honduras and Mexico, and use domestic and foreign contractors as additional sources of production. Our distribution facilities are strategically located throughout the United States to better serve our customers with same-day shipping on our catalog products and weekly replenishments to retailers.

We were incorporated in Georgia in 1999 and our headquarters is located at 322 South Main Street, Greenville, South Carolina 29601 (telephone number: 864-232-5200). Our common stock trades on the NYSE MKT under the symbol "DLA". We operate on a 52-53 week fiscal year ending on the Saturday closest to September 30. Our 2016 fiscal year is a 52-week year and will end on October 1, 2016. Our 2015 fiscal year was a 53-week year and ended on October 3, 2015.

*Reclassifications*

Certain amounts have been corrected in the October 3, 2015, balance sheet to conform to the classification of those balances as of July 2, 2016. These include the reclassification of deposits from Prepaid expenses and other current assets to Other assets in the amount of \$1.2 million and the reclassification of the current portion of interest rate swaps from Other liabilities to Accrued liabilities in the amount of \$0.3 million.

**Note B—Accounting Policies**

Our accounting policies are consistent with those described in our Significant Accounting Policies in our Form 10-K for the fiscal year ended October 3, 2015, filed with the SEC.

**Note C—New Accounting Standards**

Recently Adopted Standards

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*, ("ASU 2015-17"). This new guidance requires businesses to classify deferred tax liabilities and assets on their balance sheets as noncurrent. Under existing accounting standards, a business must separate deferred income tax liabilities and assets into current and noncurrent. ASU 2015-17 was issued as a way to simplify the way businesses classify deferred tax liabilities and assets on their balance sheets. Public companies must apply ASU 2015-17 to fiscal years beginning after December 15, 2016. Companies must follow the requirements for interim periods within those fiscal years, but early adoption at the beginning of an interim or annual period is allowed for all entities. ASU 2015-17 was adopted in our fiscal year beginning October 4, 2015. The implementation of ASU 2015-17 was applied retroactively to the October 3, 2015, Condensed Consolidated Balance Sheet included in this Form 10-Q. As a result of this retroactive application, current deferred income tax assets of \$7.3 million have been netted with noncurrent deferred income tax liabilities of \$7 thousand and reclassified to noncurrent deferred income tax assets.

### Standards Not Yet Adopted

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, ("ASU 2014-09"). This new guidance requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. ASU 2014-09 is effective for annual periods beginning after December 15, 2017, for public business entities and permits the use of either the retrospective or cumulative effect transition method. Early application is permitted only for annual reporting periods beginning after December 15, 2016. ASU 2014-09 will therefore be effective in our fiscal year beginning September 30, 2018. We are evaluating the effect that ASU 2014-09 will have on our Consolidated Financial Statements and related disclosures.

In July 2015, the FASB issued ASU No. 2015-11, *Simplifying the Measurement of Inventory*, ("ASU 2015-11"). This new guidance requires an entity to measure inventory at the lower of cost and net realizable value. Currently, entities measure inventory at the lower of cost or market. ASU 2015-11 replaces market with net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured under last-in, first-out or the retail inventory method. ASU 2015-11 requires prospective adoption for inventory measurements for fiscal years beginning after December 15, 2016, and interim periods within those years for public business entities. Early application is permitted. ASU 2015-11 will therefore be effective in our fiscal year beginning October 1, 2017. We are evaluating the effect that ASU 2015-11 will have on our Consolidated Financial Statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, (ASU 2016-02). ASU 2016-02 requires lessees to recognize assets and liabilities for most leases. All leases will be required to be recorded on the balance sheet with the exception of short-term leases. Early application is permitted. The guidance must be adopted using a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. ASU 2016-02 is effective for financial statements issued for annual periods beginning after December 15, 2018, and interim periods within those annual periods. ASU 2016-02 will therefore be effective in our fiscal year beginning September 29, 2019. We are evaluating the effect that ASU 2016-02 will have on our Consolidated Financial Statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, (ASU 2016-09). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. ASU 2016-09 will therefore be effective in our fiscal year beginning October 1, 2017. We are evaluating the effect that ASU 2016-09 will have on our Consolidated Financial Statements and related disclosures.

### Note D—Sale of *The Game*

On March 2, 2015, we completed the sale of our *The Game* branded collegiate headwear and apparel business to David Peyser Sportswear, Inc., owner of MV Sport, Inc. for \$14.9 million. The business sold consisted of *The Game* branded products sold nationally in college bookstores and through team dealers. This transaction further strengthened our balance sheet and enables us to focus on areas of our business that are more strategic to our long-term goals. Our Salt Life business and corporate business, Kudzu, previously operated within To The Game, LLC (now Salt Life, LLC) were not included in the sale of the collegiate part of the business.

The sale included finished goods inventory of \$6.0 million, \$0.4 million in fixed assets, and \$0.1 million in other assets, along with the requirement that we indemnify up to \$0.3 million of legal costs associated with a particular litigation matter which was subsequently settled. The transaction did not include accounts receivable which we subsequently collected in the normal course of business and certain undecorated apparel inventory. We incurred \$0.4 million in direct selling expenses associated with the transaction. In addition, we incurred certain indirect costs associated with the transaction, including a \$0.8 million devaluation of the inventory not included in the sale and \$1.4 million in indirect incentive-based expenses.

The pre-tax gain on the sale of *The Game* assets, inclusive of the direct and indirect expenses, was \$5.6 million. The transaction and associated indirect expenses were recorded in our Condensed Consolidated Statements of Operations in our 2015 second quarter as follows: (i) proceeds of \$14.9 million less costs of assets sold and direct selling costs resulting in a gain of \$7.7 million recorded as a gain on sale of business; (ii) \$1.4 million in indirect expenses recorded in our selling, general and administrative expenses; and (iii) \$0.8 million of indirect expenses recorded in our cost of goods sold. For income tax purposes, this gain and associated indirect expenses were treated as a discrete item and resulted in \$2.2 million in income tax expense being recorded in our 2015 second quarter.

### Note E—Salt Life Acquisition

On August 27, 2013, Salt Life purchased substantially all of the assets of Salt Life Holdings, LLC ("Salt Life Holdings"), including all of its domestic and international trademark rights in the Salt Life brand (the "Salt Life Acquisition"). The purchase price for the Salt Life Acquisition consisted of: (i) a cash payment at closing of \$12,000,000, (ii) a deposit at closing of \$3,000,000 into an escrow account to be held to secure indemnification obligations of the seller under the asset purchase agreement and to be held for a period of up to fifty-four months following the closing, and (iii) delivery of two promissory notes in the aggregate principal amount of \$22,000,000. An

additional amount may be payable in cash after the end of calendar year 2019 if financial performance targets involving the sale of Salt Life-branded products are met during the 2019 calendar year. At acquisition, we recorded an accrual of \$3.4 million for the fair value of the contingent consideration associated with the Salt Life Acquisition. We financed the cash portion of the purchase price through our Fourth Amended and Restated Loan and Security Agreement, as amended on August 27, 2013. We expensed all acquisition-related costs, totaling \$0.3 million, in the selling, general and administrative expense line item of our Condensed Consolidated Statements of Operations in the quarter ended September 28, 2013.

On December 6, 2013, we entered into an agreement (the "IMG Agreement") with IMG Worldwide, Inc. ("IMG") that provides for the termination of the Salt Life brand license agreements entered into between Delta Apparel and IMG (as agent on behalf of Salt Life Holdings) prior to the Salt Life Acquisition as well as the agency agreement entered into between Salt Life Holdings and IMG prior to the Salt Life Acquisition. In addition, the IMG Agreement provides that Delta Apparel and Salt Life Holdings are released from all obligations and liabilities under those agreements or relating to the Salt Life Acquisition. Pursuant to the IMG Agreement, Salt Life and IMG entered into a separate, multi-year agency agreement, which has since been terminated, whereby IMG represented Salt Life with respect to the licensing of the Salt Life brand in connection with certain product and service categories. Salt Life agreed to pay IMG installments totaling \$3,500,000 to terminate these contractual arrangements. As a result, the above-referenced \$3,000,000 indemnification asset was released from escrow during the quarter ended December 28, 2013, and applied towards these payment obligations, along with additional amounts previously accrued for royalty obligations under the above-referenced Salt Life brand license agreements. During the years ended October 3, 2015, and September 27, 2014, we made payments of \$0.8 million and \$2.1 million, respectively, in accordance with the terms of the agreement. As of July 2, 2016, there was one quarterly installment of \$0.2 million remaining. We have recorded the fair value of the liability as of July 2, 2016, on our financials with \$0.2 million in accrued expenses.

The Salt Life Acquisition continued our strategy of building lifestyle brands that take advantage of our creative capabilities, vertical manufacturing platform and international sourcing competencies. Prior to the Salt Life Acquisition, Salt Life, LLC sold Salt Life-branded products under exclusive license agreements which began in January 2011. As such, the results of Salt Life sales have been included in our Condensed Consolidated Financial Statements since that time.

We accounted for the Salt Life Acquisition pursuant to ASC 805, *Business Combinations*, with the purchase price allocated based upon fair value. We have identified certain intangible assets associated with Salt Life, including trade names and trademarks, license agreements, non-compete agreements and goodwill. The total amount of goodwill has been accounted for as deductible for tax purposes. Components of the intangible assets recorded at acquisition are as follows (in thousands, except economic life data):

|                                       |                         | <b>Economic Life</b> |
|---------------------------------------|-------------------------|----------------------|
| Goodwill                              | \$ 19,917               | N/A                  |
| <b>Intangibles:</b>                   |                         |                      |
| Tradename/trademarks                  | 16,000                  | 30 years             |
| License agreements                    | 2,100                   | 15 – 30 years        |
| Non-compete agreements                | 770                     | 6.6 years            |
| Total intangibles                     | <u>18,870</u>           |                      |
| <b>Total goodwill and intangibles</b> | <u><u>\$ 38,787</u></u> |                      |

**Note F—Inventories**

Inventories, net of reserves of \$9.1 million and \$8.4 million as of July 2, 2016, and October 3, 2015, respectively, consist of the following (in thousands):

|                 | <b>July 2,<br/>2016</b>  | <b>October 3,<br/>2015</b> |
|-----------------|--------------------------|----------------------------|
| Raw materials   | \$ 11,593                | \$ 11,412                  |
| Work in process | 17,753                   | 19,071                     |
| Finished goods  | 137,801                  | 117,889                    |
|                 | <u><u>\$ 167,147</u></u> | <u><u>\$ 148,372</u></u>   |

As of July 2, 2016, finished goods inventory included \$0.7 million in consignment inventory located at one of our large retail customers that filed for bankruptcy.

**Note G—Debt**

On May 10, 2016, we entered into a Fifth Amended and Restated Credit Agreement (the “Amended Credit Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”), as Administrative Agent, the Sole Lead Arranger and the Sole Book Runner, and the financial institutions named therein as Lenders, which are Wells Fargo, PNC Bank, National Association and Regions Bank. Our subsidiaries, M.J. Soffe, LLC, Junkfood Clothing Company, Salt Life, LLC, and Art Gun, LLC (together with the Company, the “Companies”), are co-borrowers under the Amended Credit Agreement.

The Amended Credit Agreement amends and restates our Fourth Amended and Restated Loan and Security Agreement dated May 27, 2011, which was amended on four occasions and had a maturity date of May 27, 2017. Bank of America, N.A. departed the syndicate of Lenders and Regions Bank joined the syndicate of Lenders for the Amended Credit Agreement. Bank of America, N.A. also ceased to serve as the syndication agent for the facility, and Merrill Lynch, Pierce, Fenner & Smith Incorporated is no longer a joint book runner with Wells Fargo.

The Amended Credit Agreement allows us to borrow up to \$145 million (subject to borrowing base limitations), including a maximum of \$25 million in letters of credit. Provided that no event of default exists, we have the option to increase the maximum credit to \$200 million (subject to borrowing base limitations), conditioned upon the Administrative Agent's ability to secure additional commitments and customary closing conditions. The credit facility matures on May 10, 2021. We paid \$1.0 million in financing costs associated with the Amended Credit Agreement.

As of July 2, 2016, there was \$98.4 million outstanding under our U.S. revolving credit facility at an average interest rate of 2.6%, and additional borrowing availability of \$22.3 million. This credit facility includes a financial covenant requiring that if the amount of availability falls below the threshold amounts set forth in the Amended Credit Agreement, our Fixed Charge Coverage Ratio (“FCCR”) (as defined in the Amended Credit Agreement) for the preceding 12 -month period must not be less than 1.1 to 1.0 . We were not subject to the FCCR covenant at July 2, 2016 , because our availability was above the minimum required under the Amended Credit Agreement. At July 2, 2016, our FCCR was above the required 1.1 to 1.0 ratio and therefore we would have satisfied our financial covenant had we been subject to it. At July 2, 2016, and October 3, 2015, there was \$11.3 million and \$7.3 million, respectively, of retained earnings free of restrictions to make cash dividends or stock repurchases.

The Amended Credit Agreement contains a subjective acceleration clause and a “springing” lockbox arrangement (as defined in FASB Codification No. 470, *Debt* (“ASC 470”)), whereby remittances from customers will be forwarded to our general bank account and will not reduce the outstanding debt until and unless a specified event or an event of default occurs. Pursuant to ASC 470, we classify borrowings under the Amended Credit Agreement as long-term debt.

In conjunction with the Salt Life Acquisition, we issued two promissory notes in the aggregate principal of \$22.0 million , which included a one-time installment of \$9.0 million that was due and paid as required on September 30, 2014, and quarterly installments commencing on March 31, 2015, with the final installment due on June 30, 2019. The promissory notes are zero-interest notes and state that interest will be imputed as required under Section 1274 of the Internal Revenue Code. We have imputed interest at 1.92% and 3.62% on the promissory notes that matured on June 30, 2016, and June 30, 2019, respectively. At July 2, 2016 , the discounted value of the remaining promissory note was \$8.0 million .

Since March, 2011, we have entered into loans and a revolving credit facility with Banco Ficohsa, a Honduran bank, in order to finance both the operations and capital expansion of our Honduran facilities. Each of these loans are secured by a first-priority lien on the assets of our Honduran operations, and are not guaranteed by our U.S. entities. These loans are denominated in U.S. dollars and the carrying value of the debt approximates the fair value. The revolving credit facility requires minimum payments during each six-month period of the 18-month term; however the loan agreement permits additional drawdowns to the extent payments are made and certain objective covenants are met. The current revolving Honduran debt, by its nature, is not long-term, as it requires scheduled payments each six months. However, as the loan permits us to re-borrow funds up to the amount repaid, subject to certain covenants, and we intend to re-borrow funds, subject to the objective covenants, the amounts have been classified as long-term debt.

Information about these loans and the outstanding balance as of July 2, 2016 , is as follows (in thousands):

|  | <b>July 2,<br/>2016</b> |
|--|-------------------------|
| Revolving credit facility established March, 2011, interest at 8.0% due March, 2019          | \$ 4,685                |
| Term loan established March, 2011, interest at 7.0%, payable monthly with a seven-year term  | \$ 1,703                |
| Term loan established November, 2014, interest at 7.5%, payable monthly with a six-year term | \$ 2,750                |
| Term loan established April, 2015, interest at 8.0%, payable monthly with a seven-year term  | \$ 1,722                |
| Term loan established June, 2016, interest at 8.0%, payable monthly with a five-year term    | \$ 5,000                |

#### **Note H—Selling, General and Administrative Expense**

We include in selling, general and administrative expenses ("SG&A") costs incurred subsequent to the receipt of finished goods at our distribution facilities, such as the cost of stocking, warehousing, picking, packing, and shipping goods for delivery to our customers. Distribution costs included in SG&A expenses totaled \$3.7 million and \$4.3 million for the three months ended July 2, 2016, and June 27, 2015, respectively, and totaled \$11.2 million and \$12.1 million for the nine months ended July 2, 2016, and June 27, 2015, respectively. In addition, SG&A expenses include costs related to sales associates, administrative personnel, advertising and marketing expenses, royalty payments on licensed products and other general and administrative expenses.

During the fourth quarter of fiscal year 2014, certain strategic initiatives were implemented to improve net profitability. This effort included reducing our administrative workforce, delayering our management structure and streamlining decision-making and information flow, as well as reducing duplicative and excess fixed cost. During the fourth quarter of fiscal year 2014, we recorded a total of \$4.0 million in SG&A expense associated with these strategic initiatives. As of October 3, 2015, approximately \$0.5 million of these expenses were accrued and reported on our Condensed Consolidated Balance Sheets. During the first nine months of fiscal year 2016, no additional expense was incurred in association with these strategic initiatives and no amounts remain accrued on our July 2, 2016 Condensed Consolidated Balance Sheet.

#### **Note I—Stock-Based Compensation**

On February 4, 2015, our shareholders re-approved the Delta Apparel, Inc. 2010 Stock Plan ("2010 Stock Plan") that was originally approved by our shareholders on November 11, 2010. The re-approval of the 2010 Stock Plan, including the material terms of the performance goals included in the 2010 Stock Plan, enables us to continue to grant equity incentive compensation awards that are structured in a manner intended to qualify as tax deductible, performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986. Since November 2010, no additional awards have been or will be granted under either the Delta Apparel Stock Option Plan ("Option Plan") or the Delta Apparel Incentive Stock Award Plan ("Award Plan"); instead, all stock awards have been and will continue to be granted under the 2010 Stock Plan.

Compensation expense is recorded on the SG&A expense line item in our Condensed Consolidated Statements of Operations over the vesting periods. During the three and nine months ended July 2, 2016, we recognized \$0.7 million and \$1.8 million, respectively, in stock-based compensation expense. During the three and nine months ended June 27, 2015, we recognized \$0.8 million and \$1.3 million, respectively, in stock-based compensation expense.

##### 2010 Stock Plan

Under the 2010 Stock Plan, the Compensation Committee of our Board of Directors has the authority to determine the employees and directors to whom awards may be granted and the size and type of each award and manner in which such awards will vest. The awards available consist of stock options, stock appreciation rights, restricted stock, restricted stock units, performance stock, performance units, and other stock and cash awards. The aggregate number of shares of common stock that may be delivered under the 2010 Stock Plan is 500,000 plus any shares of common stock subject to outstanding awards under the Option Plan or Award Plan that are subsequently forfeited or terminated for any reason before being exercised. The 2010 Stock Plan limits the number of shares that may be covered by awards to any participant in a given calendar year and also limits the aggregate awards of restricted stock, restricted stock units and performance stock granted in any given calendar year. If a participant dies or becomes disabled (as defined in the 2010 Stock Plan) while employed by the Company or serving as a director, all unvested awards become fully vested. The Compensation Committee is authorized to establish the terms and conditions of awards granted under the 2010 Stock Plan, to establish, amend and rescind any rules and regulations relating to the 2010 Stock Plan, and to make any other determinations that it deems necessary.

During the quarter ended July 2, 2016, no restricted stock units or performance units were granted and no awards vested under the 2010 Stock Plan.

As of July 2, 2016, there was \$4.3 million of total unrecognized compensation cost related to non-vested awards granted under the 2010 Stock Plan. This cost is expected to be recognized over a period of 2.4 years.

##### Option Plan

All options granted under the Option Plan vested prior to October 3, 2015. As such, no expense was recognized during the three or nine months ended July 2, 2016, or for the three or nine months ended June 27, 2015. No options were exercised during the nine months ended July 2, 2016. During the nine months ended June 27, 2015, vested options representing 350,000 shares of our common stock were exercised, and the shares issued, in accordance with their respective agreements.

##### Award Plan

All awards granted under the Award Plan have vested and been exercised, and no awards remain outstanding.

**Note J—Purchase Contracts**

We have entered into agreements, and have fixed prices, to purchase yarn, natural gas, finished fabric, and finished apparel products. At July 2, 2016, minimum payments under these contracts were as follows (in thousands):

|                   |           |               |
|-------------------|-----------|---------------|
| Yarn              | \$        | 24,520        |
| Natural gas       |           | 46            |
| Finished fabric   |           | 1,833         |
| Finished products |           | 26,608        |
|                   | <u>\$</u> | <u>53,007</u> |

**Note K—Business Segments**

We operate our business in two distinct segments: branded and basics. Although the two segments are similar in their production processes and regulatory environments, they are distinct in their economic characteristics, products, marketing, and distribution methods. In the second quarter of 2016, in connection with the ongoing evaluation of our current and future strategic initiatives, the Chief Operating Decision Maker began reviewing the performance of the branded and basics segments excluding general corporate expenses. Therefore, we report our financial performance on the two reportable segments, branded and basics, with corporate activities stated separately. Our financial statements reflect this reporting with prior periods adjusted accordingly.

The branded segment is comprised of our business units focused on specialized apparel garments and headwear to meet consumer preferences and fashion trends, and includes the Salt Life, Junkfood, and Soffe business units, as well as *The Game* business unit prior to its disposition on March 2, 2015. These branded embellished and unembellished products are sold through specialty and boutique shops, upscale and traditional department stores, mid-tier retailers, sporting goods stores, e-retailers, and the U.S. military. Products in this segment are marketed under our lifestyle brands of Salt Life®, Junk Food®, and Soffe®, as well as other labels.

The basics segment is comprised of our business units primarily focused on garment styles characterized by low fashion risk, and includes our Delta Activewear (which includes Delta Catalog and FunTees) and Art Gun business units. We market, distribute and manufacture knit apparel under the main brands of Delta Pro Weight® and Delta Magnum Weight® for sale to a diversified audience ranging from large licensed screen printers to small independent businesses. We also manufacture private label products for major branded sportswear companies, retailers, corporate industry programs, e-retailers, and sports licensed apparel marketers. Typically our private label products are sold with value-added services such as hangtags, ticketing, hangers, and embellishment so that they are fully ready for retail. Using digital print equipment and its proprietary technology, Art Gun embellishes garments to create private label, custom decorated apparel servicing the fast-growing e-retailer channels.

Robert W. Humphreys, our Chief Operating Decision Maker, and management evaluate performance and allocate resources based on profit or loss from operations before interest, income taxes and special charges (“segment operating earnings (loss)”). Our segment operating earnings (loss) may not be comparable to similarly titled measures used by other companies. Intercompany transfers between operating segments are transacted at cost and have been eliminated within the segment amounts shown in the following table.

Information about our operations as of and for the three months ended July 2, 2016, and June 27, 2015, by operating segment, is as follows (in thousands):

|   | <u>Basics</u> | <u>Branded</u> | <u>Corporate</u> | <u>Consolidated</u> |
|---|---------------|----------------|------------------|---------------------|
| <b>Three months ended July 2, 2016</b>  |               |                |                  |                     |
| Net sales                               | \$ 72,097     | \$ 39,455      | \$ —             | \$ 111,552          |
| Segment operating income (loss) *       | 5,431         | 2,661          | (3,865)          | 4,227               |
| Segment assets                          | 177,063       | 157,734        | 10,693           | 345,490             |
| <b>Three months ended June 27, 2015</b> |               |                |                  |                     |
| Net sales                               | \$ 79,035     | \$ 41,490      | \$ —             | \$ 120,525          |
| Segment operating income (loss)         | 6,673         | 3,103          | (2,879)          | 6,897               |
| Segment assets                          | 164,737       | 153,319        | 10,972           | 329,028             |

|                                       | Basics     | Branded    | Corporate | Consolidated |
|---------------------------------------|------------|------------|-----------|--------------|
| <b>Nine months ended July 2, 2016</b> |            |            |           |              |
| Net sales                             | \$ 203,453 | \$ 107,430 | \$ —      | \$ 310,883   |
| Segment operating income (loss) *     | 18,410     | 4,478      | (10,502)  | 12,386       |

|  | Basics     | Branded    | Corporate | Consolidated |
|--|------------|------------|-----------|--------------|
| <b>Nine months ended June 27, 2015</b> |            |            |           |              |
| Net sales                              | \$ 208,103 | \$ 120,844 | \$ —      | \$ 328,947   |
| Segment operating income (loss) **     | 8,036      | 10,414     | (7,443)   | 11,007       |

\*The cost of the manufacturing initiatives included in the basics segment operating income is \$1.8 million, and management evaluates the performance of the segment excluding these charges. Excluding these costs the basics segment income is \$7.2 million and \$20.2 million for the three and nine months ended July 2, 2016, respectively.

\*\*The net gain from the sale of *The Game* business that is included in the branded segment operating income is \$5.6 million, and management evaluates the performance of the segment excluding this gain. Excluding that gain the branded segment's operating income was \$4.8 million for the nine months ended June 27, 2015.

The following table reconciles the segment operating earnings to the Company's consolidated income before provision for income taxes (in thousands):

|   | Three Months Ended |               | Nine Months Ended |               |
|---|--------------------|---------------|-------------------|---------------|
|   | July 2, 2016       | June 27, 2015 | July 2, 2016      | June 27, 2015 |
| Segment operating income                              | \$ 4,227           | \$ 6,897      | \$ 12,386         | \$ 11,007     |
| Unallocated interest expense                          | 1,338              | 1,528         | 4,009             | 4,547         |
| Consolidated income before provision for income taxes | \$ 2,889           | \$ 5,369      | \$ 8,377          | \$ 6,460      |

#### Note L—Income Taxes

Our effective income tax provision for the nine months ended July 2, 2016, was 20.5%, compared to 40.4% for the same period in the prior year, and 19.9% for the fiscal year ended October 3, 2015.

We benefit from having income in foreign jurisdictions that are either exempt from income taxes or have tax rates that are lower than the United States. Based on our current projected pre-tax income and the anticipated amount of U.S. taxable income compared to profits in the offshore taxable and tax-free jurisdictions in which we operate, our estimated annual income tax rate for the fiscal year ending October 1, 2016, is expected to be approximately 20.5%. However, changes in the mix of U.S. taxable income compared to profits in tax-free jurisdictions can have a significant impact on our overall effective tax rate.

We file income tax returns in the U.S. federal jurisdiction and various state, local and foreign jurisdictions. Tax years 2012 through 2014, according to statute and with few exceptions, remain open to examination by various federal, state, local and foreign jurisdictions.

#### Note M—Derivatives and Fair Value Measurements

From time to time, we may use interest rate swaps or other instruments to manage our interest rate exposure and reduce the impact of future interest rate changes. These financial instruments are not used for trading or speculative purposes. Outstanding instruments as of July 2, 2016, are noted below:

|                    | Effective Date     | Notational Amount | Fixed LIBOR Rate | Maturity Date      |
|--------------------|--------------------|-------------------|------------------|--------------------|
| Interest Rate Swap | September 9, 2013  | \$15 million      | 1.1700%          | September 9, 2016  |
| Interest Rate Swap | September 9, 2013  | \$15 million      | 1.6480%          | September 11, 2017 |
| Interest Rate Swap | September 19, 2013 | \$15 million      | 1.0030%          | September 19, 2016 |
| Interest Rate Swap | September 19, 2013 | \$15 million      | 1.4490%          | September 19, 2017 |

From time to time, we may purchase cotton option contracts to economically hedge the risk related to market fluctuations in the cost of cotton used in our operations. We do not receive hedge accounting treatment for these derivatives. As such the realized and unrealized gains and losses associated with them are recorded within cost of goods sold on the Condensed Consolidated Statement of Operations.

FASB Codification No. 820, *Fair Value Measurements and Disclosures* (“ASC 820”), defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Assets and liabilities measured at fair value are grouped in three levels. The levels prioritize the inputs used to measure the fair value of the assets or liabilities. These levels are:

- **Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** – Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly. These inputs include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are less active.
- **Level 3** – Unobservable inputs that are supported by little or no market activity for assets or liabilities and includes certain pricing models, discounted cash flow methodologies and similar techniques.

The following financial assets (liabilities) are measured at fair value on a recurring basis (in thousands):

| Period Ended                    | Total      | Fair Value Measurements Using                                  |   |   |
|---------------------------------|------------|--|---|---|
|                                 |            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| <b>Interest Rate Swaps</b>      |            |  |   |   |
| July 2, 2016                    | \$ (340)   | —  | \$ (340)                                      | —   |
| October 3, 2015                 | \$ (697)   | —  | \$ (697)                                      | —   |
| <b>Cotton Options</b>           |            |  |   |   |
| July 2, 2016                    | \$ 2       | \$ 2   | —   | —   |
| October 3, 2015                 | —          | —  | —   | —   |
| <b>Contingent Consideration</b> |            |  |   |   |
| July 2, 2016                    | \$ (2,500) | —  | —   | \$ (2,500)                                |
| October 3, 2015                 | \$ (3,100) | —  | —   | \$ (3,100)                                |

The fair value of the interest rate swap agreements were derived from discounted cash flow analysis based on the terms of the contract and the forward interest rate curves adjusted for our credit risk, which fall in Level 2 of the fair value hierarchy. Fair values for debt are based on quoted market prices for the same or similar issues or on the current rates offered to us for debt of the same remaining maturities (a Level 2 fair value measurement).

The following table summarizes the fair value and presentation in the Condensed Consolidated Balance Sheets for derivatives related to our interest swap agreements as of July 2, 2016, and October 3, 2015:

|                                      | July 2, 2016 | October 3, 2015 |
|--------------------------------------|--------------|-----------------|
| Deferred tax assets                  | 131          | —               |
| Accrued Expenses                     | (291)        | (519)           |
| Deferred tax liabilities             | —            | 269             |
| Other liabilities                    | (49)         | (179)           |
| Accumulated other comprehensive loss | \$ (209)     | \$ (429)        |

The fair value of the cotton option contracts were established based on the daily mark for identical assets on the open market as of the close of business on July 1, 2016, the last business day prior to our quarter ended July 2, 2016, which fall in Level 1 of the fair value hierarchy. The fair value of the cotton option contracts is included in the Prepaid and other current assets line item on our Condensed Consolidated Balance Sheets.

The Salt Life Acquisition includes contingent consideration payable in cash after the end of calendar year 2019 if financial performance targets involving the sale of Salt Life-branded products are met during the 2019 calendar year. We used a Monte Carlo model which used the historical results and projected cash flows based on the contractually defined terms, discounted as necessary, to estimate the fair value of the contingent consideration for Salt Life at acquisition, as well as to remeasure the contingent consideration related to the acquisition of Salt Life at each reporting period. Accordingly, the fair value measurement for contingent consideration falls in Level 3 of the fair value hierarchy.

At July 2, 2016, we had \$2.5 million accrued in contingent consideration related to the Salt Life Acquisition, a \$0.6 million reduction from the accrual at October 3, 2015. The reduction in the fair value of contingent consideration is based on the inputs into the Monte Carlo model, including the time remaining in the measurement period. We still expect sales in calendar year 2019 to approximate the expectations for calendar 2019 sales used in the valuation of contingent consideration at acquisition. No contingent consideration is expected to be paid under the terms of our acquisition of the Art Gun business.

#### Assets Measured at Fair Value on a Non-Recurring Basis

Intangible assets acquired in connection with the Salt Life Acquisition are identified by type in Note E—Salt Life Acquisition. These valuations included significant unobservable inputs (Level 3).

The Maiden fixed assets were reviewed for impairment during the third quarter. The fair value of the majority of the assets was determined based on an offer to purchase the assets (Level 2), with the remaining asset value based on significant unobservable inputs (Level 3).

#### **Note N—Legal Proceedings**

##### The Sports Authority Bankruptcy Litigation

Soffe is involved in several related litigation matters stemming from The Sports Authority's ("TSA") March 2, 2016, filing of a voluntary petition(s) for relief under Chapter 11 of the United States Bankruptcy Code (the "TSA Bankruptcy"). Prior to such filing, Soffe provided TSA with products to be sold on a consignment basis pursuant to a "pay by scan" agreement and the litigation matters relate to Soffe's interest in the products it provided TSA on a consignment basis (the "Products") and the proceeds derived from the sale of such products (the "Proceeds").

TSA Stores, Inc. and related entities TSA Ponce, Inc. and TSA Caribe, Inc. filed an action against Soffe on March 16, 2016, in the United States Bankruptcy Court for the District of Delaware (the "TSA Action") essentially seeking a declaratory judgment that: (i) Soffe does not own the Products but rather has a security interest that is not perfected or senior and is avoidable; (ii) Soffe only has an unsecured claim against TSA; (iii) TSA and TSA's secured creditors have valid, unavoidable and senior rights in the Products and the Products are the property of TSA's estate; (iv) Soffe does not have a perfected purchase money security interest in the Products; (v) Soffe is not entitled to a return of the Products; and (vi) TSA can continue to sell the Products and Soffe is not entitled to any proceeds from such sales other than as an unsecured creditor. The TSA Action also contains claims seeking to avoid Soffe's filing of a financing statement related to the Products as a preference and recover the value of that transfer as well as to disallow Soffe's claims until it has returned preferential transfers or their associated value. TSA also brings a claim for a permanent injunction barring Soffe from taking certain actions.

On May 16, 2016, TSA lender Wilmington Savings Fund Society, FSB, as Successor Administrative and Collateral Agent ("WSFS"), intervened in the TSA Action seeking a declaratory judgment that: (i) WSFS has a perfected interest in the Products and Proceeds that is senior to Soffe's interest; and (ii) the Proceeds paid to Soffe must be disgorged pursuant to an order previously issued by the court. WSFS's intervening complaint also contains a separate claim seeking the disgorgement of all Proceeds paid to Soffe along with accrued and unpaid interest.

Soffe has asserted counterclaims against WSFS in the TSA Action essentially seeking a declaratory judgment that: (i) WSFS is not perfected in the Products; and (ii) WSFS's interest in the Products is subordinate to Soffe's interest.

On May 24, 2016, Soffe joined an appeal filed by a number of TSA consignment vendors in the United States District Court for the District of Delaware challenging an order issued in the TSA Bankruptcy that, should WSFS or TSA succeed in the TSA Action, granted TSA and/or WSFS a lien on all Proceeds received by Soffe and requiring the automatic disgorgement of such Proceeds. As of July 28, 2016, Soffe and another entity are the remaining consignment vendors pursuing this appeal.

Although we will continue to vigorously defend against the TSA Action and pursue the above-referenced counterclaims and appeal, should TSA and/or WSFS ultimately prevail on their claims, we could be forced to disgorge all Proceeds received and forfeit our ownership rights in any Products that remain in TSA's possession. We believe the range of possible loss in this matter is currently \$0 to \$3.2 million; however, it is too early to determine the probable outcome and, therefore, no amount has been accrued related to this matter.

##### Other

With respect to the significant legal proceedings for which information was reported in Part I, Item 3 of our Annual Report on Form 10-K filed with the SEC on December 15, 2015, there has been no material change in such legal proceedings.

In addition, at times we are party to various legal claims, actions and complaints. We believe that, as a result of legal defenses, insurance arrangements, and indemnification provisions with parties believed to be financially capable, such actions should not have a material effect on our operations, financial condition, or liquidity.

#### **Note O—Repurchase of Common Stock**

As of July 2, 2016, our Board of Directors authorized management to use up to \$40.0 million to repurchase stock in open market transactions under our Stock Repurchase Program.

We did not purchase any shares of our common stock during the quarter ended July 2, 2016. During the prior year June quarter, we purchased 30,700 shares of our common stock for a total cost of \$0.4 million. Through July 2, 2016, we have purchased 2,376,372 shares of our common stock for an aggregate of \$29.2 million since the inception of our Stock Repurchase Program. All purchases were made at the discretion of management and pursuant to the safe harbor provisions of SEC Rule 10b-18. As of July 2, 2016, \$10.8 million remained available for future purchases under our Stock Repurchase Program, which does not have an expiration date.

#### Note P—License Agreements

We have entered into license agreements that provide for royalty payments on net sales of licensed products as set forth in the agreements. These license agreements are within our branded segment. We incurred royalty expense (included in SG&A expenses) of \$2.2 million in each of the third quarters of fiscal years 2016 and 2015. Royalty expense for the nine months ended July 2, 2016 and June 27, 2015, were \$5.6 million and \$6.6 million, respectively. The decline in royalty expense for the nine months ended July 2, 2016, compared to the prior year is due to the sale of *The Game* branded collegiate headwear and apparel business in March, 2015. See Note D—Sale of The Game, for further information on this transaction.

At July 2, 2016, based on minimum sales requirements, future minimum royalty payments required under these license agreements were as follows (in thousands):

| Fiscal Year | Amount   |
|-------------|----------|
| 2016        | \$ 405   |
| 2017        | 1,990    |
| 2018        | 173      |
| 2019        | —        |
|             | \$ 2,568 |

#### Note Q—Goodwill and Intangible Assets

Components of intangible assets consist of the following (in thousands):

|                        | July 2, 2016 |                          |           | October 3, 2015 |                          |           | Economic Life |
|------------------------|--------------|--------------------------|-----------|-----------------|--------------------------|-----------|---------------|
|                        | Cost         | Accumulated Amortization | Net Value | Cost            | Accumulated Amortization | Net Value |               |
| Goodwill               | \$ 36,729    | \$ —                     | \$ 36,729 | \$ 36,729       | \$ —                     | \$ 36,729 | N/A           |
| <b>Intangibles:</b>    |              |                          |           |                 |                          |           |               |
| Tradename/trademarks   | \$ 17,530    | \$ (2,359)               | \$ 15,171 | \$ 17,530       | \$ (1,896)               | \$ 15,634 | 20 – 30 yrs   |
| Customer relationships | 7,220        | (3,928)                  | 3,292     | 7,220           | (3,664)                  | 3,556     | 20 yrs        |
| Technology             | 1,220        | (795)                    | 425       | 1,220           | (703)                    | 517       | 10 yrs        |
| License agreements     | 2,100        | (294)                    | 1,806     | 2,100           | (216)                    | 1,884     | 15 – 30 yrs   |
| Non-compete agreements | 1,287        | (816)                    | 471       | 1,287           | (716)                    | 571       | 4 – 8.5 yrs   |
| Total intangibles      | \$ 29,357    | \$ (8,192)               | \$ 21,165 | \$ 29,357       | \$ (7,195)               | \$ 22,162 |               |

Amortization expense for intangible assets was \$0.3 million for each of the three-month periods ended July 2, 2016, and June 27, 2015, and \$1.0 million for each of the nine month periods ended July 2, 2016, and June 27, 2015. Amortization expense is estimated to be approximately \$1.3 million for fiscal years 2016, 2017, 2018, and 2019, \$1.2 million for fiscal year 2020 and \$1.1 million for fiscal year 2021.

#### Note R—Restructuring Plan

On May 10, 2016, in connection with our ongoing strategic manufacturing initiatives, we announced plans to restructure our manufacturing operations with the closing of our textile manufacturing facility in Maiden, North Carolina, the consolidation of sew facilities in Mexico, and the expansion of production at our lower-cost Ceiba Textiles facility in Honduras. In June, 2016, we received an offer to purchase the real estate and certain machinery, equipment and supply parts used in the Maiden facility for approximately \$1.7 million, and are currently in negotiations on that transaction. Based upon the offer received and further evaluation of the expected cash flows related to the remaining machinery, equipment and supply parts, we recorded a non-cash impairment charge of \$0.9 million during the quarter ended July 2, 2016. We also recorded a \$0.1 million non-cash impairment charge related to certain inventory items that would have to

be disposed. The restructuring plan also includes a third quarter 2016 charge of \$0.6 million related to employee termination benefits as part of the plan to close these operations. These charges totaling \$1.7 million are reflected on the Condensed Consolidated Statement of Operations on the line item "Restructuring costs". At the end of the third quarter, we had paid \$0.2 million in employee termination benefits and had \$0.4 million accrued. The restructuring plan also includes charges to cost of sales of \$0.2 million related to expensing excess manufacturing costs associated with the start-up of the expanded offshore operations. All of these expenses have been recorded in our basics segment. In July, we closed our domestic textile facility in Maiden, North Carolina. When operations ceased, the Maiden facility was considered held for sale. We expect to incur approximately \$1.2 million in the fourth quarter of fiscal year 2016 associated with the completion of the restructuring plan, with charges of \$0.5 million related to the closing of the Maiden facility and \$0.7 million of excess start-up expenses associated with the expanded offshore operations.

**Note S—Subsequent Events**

**None**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Cautionary Note Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. We may from time to time make written or oral statements that are "forward-looking," including statements contained in this report and other filings with the SEC, in our press releases, and in other reports to our shareholders. All statements, other than statements of historical fact, which address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements. The words "estimate", "project", "forecast", "anticipate", "expect", "intend", "believe" and similar expressions, and discussions of strategy or intentions, are intended to identify forward-looking statements.

The forward-looking statements in this Quarterly Report on Form 10-Q are based on our expectations and are necessarily dependent upon assumptions, estimates and data that we believe are reasonable and accurate but may be incorrect, incomplete or imprecise. Forward-looking statements are also subject to a number of business risks and uncertainties, any of which could cause actual results or actions to differ materially from those set forth in or implied by the forward-looking statements. The risks and uncertainties include, among others:

- the volatility and uncertainty of cotton and other raw material prices;
- the general U.S. and international economic conditions;
- the competitive conditions in the apparel industry;
- restrictions on our ability to borrow capital or service our indebtedness;
- the inability to successfully implement certain strategic initiatives;
- deterioration in the financial condition of our customers and suppliers and changes in the operations and strategies of our customers and suppliers;
- our ability to predict or react to changing consumer preferences or trends;
- pricing pressures and the implementation of cost reduction strategies;
- changes in economic, political or social stability at our offshore locations;
- our ability to attract and retain key management;
- the effect of unseasonable weather conditions on purchases of our products;
- significant changes in our effective tax rate;
- interest rate fluctuations increasing our obligations under our variable rate indebtedness;
- the ability to raise additional capital;
- the ability to grow, achieve synergies and realize the expected profitability of acquisitions;
- the volatility and uncertainty of energy and fuel prices;
- material disruptions in our information systems related to our business operations;
- data security or privacy breaches;
- significant interruptions within our manufacturing or distribution operations;
- changes in or our ability to comply with safety, health and environmental regulations;
- significant litigation in either domestic or international jurisdictions;
- the ability to protect our trademarks and other intellectual property;
- the ability to obtain and renew our significant license agreements;
- the impairment of acquired intangible assets;
- changes in ecommerce laws and regulations;
- changes in international trade regulations;

## Table of Contents

- changes in employment laws or regulations or our relationship with employees;
- cost increases and reduction in future profitability due to recent healthcare legislation;
- foreign currency exchange rate fluctuations;
- violations of manufacturing standards or labor laws, or unethical business practices by our suppliers or independent contractors;
- the illiquidity of our shares;
- price volatility in our shares and the general volatility of the stock market; and
- the costs required to comply with the regulatory landscape regarding public company governance and disclosure.

A detailed discussion of significant risk factors that have the potential to cause actual results or actions to differ materially from our expectations is described under the subheading "Risk Factors" in our Annual Report on Form 10-K for our fiscal year ended October 3, 2015, filed with the SEC. Any forward-looking statements in this Quarterly Report on Form 10-Q do not purport to be predictions of future events, actions or circumstances and may not be realized. Any forward-looking statements are made only as of the date of this Quarterly Report on Form 10-Q and we do not undertake publicly to update or revise the forward-looking statements even if it becomes clear that any such statements or any projected results will not be realized or that any contemplated actions or initiatives will not be implemented.

The risks described in our Annual Report on Form 10-K for our fiscal year ended October 3, 2015, are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition, and/or operating results.

## Business Outlook

Delta Apparel continued to expand its gross margins in the third quarter of fiscal 2016, with a 150 basis point improvement over the prior year quarter. Earnings per diluted share for the fiscal 2016 third quarter were \$0.32 on net sales of \$111.6 million. Excluding the \$1.8 million pre-tax charge taken during the quarter in connection with the previously announced manufacturing realignment, earnings would have been \$0.50 per diluted share.

During the third quarter, we continued to focus on our manufacturing realignment that should lower production costs by approximately \$8 million annually, thereby improving gross margins and increasing earnings by up to \$0.70 per diluted share. This realignment includes the expansion of our Honduran textile and sew operations, as well as the consolidation of sew operations in Mexico and the modernization of our screen-print operations in El Salvador. The manufacturing equipment related to the realignment has been received and the vast majority of it is installed. We began operating the new equipment for the expansion in June and should be at full production levels by the end of calendar 2016.

In July, we closed our domestic textile facility in Maiden, North Carolina. We incurred approximately \$1.8 million in pre-tax expenses, or \$0.18 per diluted share, during the third quarter relating to this manufacturing initiative, including \$1.0 million in non-cash impairment of assets, \$0.6 million in severance expenses and \$0.2 million of start-up inefficiency costs. We are currently in negotiations to sell the Maiden, North Carolina real estate and certain equipment used in that operation. We are pleased that the facility may continue as a wet-processing facility and provide employment opportunities in the Maiden community. The manufacturing realignment should be completed in our 2016 fourth fiscal quarter, and we expect to incur an additional \$1.2 million in pre-tax expenses, or \$0.12 per diluted share, in the fourth quarter as we complete the initiative.

We are working to improve our top-line growth by focusing on the business units with the highest immediate potential. Salt Life continued its growth trend in the 2016 third quarter with a 45% increase in sales over the prior year period, bringing its nine-month sales growth to 30% over the same period last year. Salt Life's direct-to-consumer sales were generously augmented by 80% growth in the third quarter over the prior year period on our ecommerce site, www.saltlife.com. Our Salt Life store in San Clemente is expected to open in September and should help drive consumer enthusiasm on the West Coast. We plan on continuing to expand our geographic reach by opening a few stores each year for the next several years to expand our consumer reach. We are also planning to leverage cross-selling opportunities with the Art Gun business unit. Art Gun, which has solidified its leadership position in the digital printing marketplace, realized strong net sales growth of 28% for the 2016 third fiscal quarter. Art Gun's double digit growth is expected to continue in the fourth quarter and into fiscal year 2017.

We anticipate gross margin expansion in the fourth quarter of our 2016 fiscal year driven by a more profitable sales mix, even with continued sluggishness in the retail marketplace. We expect to build on the recent double-digit growth of our business-to-business and business-to-consumer websites for continued strong growth in our ecommerce business. These expectations, combined with our ongoing fixed-cost reduction efforts, point us toward a solid finish to the 2016 fiscal year and continued success in fiscal year 2017.

## Results of Operations

Net sales for the third quarter of 2016 were \$111.6 million compared to \$120.5 million in the prior year period. Strong Salt Life and Art Gun sales growth was not enough to overcome sales declines in other business units. For the nine months ended July 2, 2016, sales were \$310.9 million, down from the prior year nine-month sales of \$328.9 million, which included \$13.0 million in sales of the since-divested *The Game* business and since-discontinued Kentucky Derby license.

Our direct-to-consumer and ecommerce sales represented 5.4% of total revenues for the third quarter of 2016. For the nine-month period ended July 2, 2016, direct-to-consumer sales and ecommerce sales were 5.0% of total revenues. Overall our direct-to-consumer ecommerce growth for the third quarter and the nine months of fiscal year 2016 compared to the prior year was 34% and 30%, respectively, due to increased sales across all of our sites.

Gross margins grew 130 basis points from the prior year quarter to 22.4% in the third quarter driven principally from the Delta Activewear division, where we are benefiting from a stronger sales mix of higher-margin products and manufacturing efficiencies.

SG&A expenses were \$19.4 million, or 17.4% of sales, for the quarter ended July 2, 2016, compared to \$19.6 million, or 16.3% of sales, in the prior year period. For the nine months ended July 2, 2016, SG&A expenses were 18.1% of sales versus 18.2% in the same period of 2015.

The change in fair value of contingent consideration was associated with the Salt Life Acquisition. Based upon our updated analysis, the fair value of this liability decreased \$0.3 million in the 2016 third quarter, and \$0.6 million in the nine months ended July 2, 2016, principally from the reduced remaining time in the measurement period. This resulted in a gain recorded in fiscal year 2016 of \$0.3 million and \$0.6 million in the third quarter and nine-month period, respectively. Our overall expectation of sales for the 2019 measurement period has not significantly changed since acquisition.

During the third quarter, we recorded a total of \$1.8 million in expenses relating to the manufacturing realignment. These expenses include asset impairment charges of \$1 million and severance of \$0.6 million, which are included in the Restructuring line item on the Condensed Consolidated Statements of Operations, as well as \$0.2 million in start-up inefficiencies related to the expansion of offshore operations that are included in cost of goods sold. We expect to incur \$1.2 million in the fourth quarter of fiscal 2016 associated with the completion of the initiative.

Net interest expense for the third quarter of fiscal year 2016 was \$1.3 million compared to \$1.5 million in the third quarter of fiscal year 2015. For the nine months ended July 2, 2016, interest expense totaled \$4.0 million, compared to \$4.5 million in the prior year. The decrease in interest was due to lower debt levels than the prior year and a slight drop in interest rates.

Our effective income tax provision for the three months ended July 2, 2016, was 12.0%, compared to 17.7% for the same period last year and 19.9% for the full fiscal year 2015. We benefit from having income in foreign jurisdictions that are either exempt from income taxes or have tax rates that are lower than those in the United States. Based on our current projected pre-tax income and the anticipated amount of U.S. taxable income compared to profits in the offshore taxable and tax-free jurisdictions in which we operate, our estimated annual income tax rate for the fiscal year ending October 1, 2016, is expected to be approximately 21%. However, changes in the mix of U.S. taxable income compared to profits in tax-free jurisdictions can have a significant impact on our overall effective tax rate.

Our net earnings for the quarter were \$2.5 million, or \$0.32 per diluted share, compared with net earnings of \$4.4 million, or \$0.55 per diluted share, in the prior year quarter. Excluding the impact of the pre-tax \$1.8 million expense related to the manufacturing initiatives, our earnings were \$4.0 million, or \$0.50 per diluted share. For the nine months ended July 2, 2016, our earnings were \$6.7 million, or \$0.84 per diluted share, compared with net earnings of \$3.9 million, or \$0.48 per diluted share, in the prior year. The prior year included a \$5.6 million pre-tax gain, or \$0.43 per diluted share, on the sale of *The Game* business, recorded in our 2015 second fiscal quarter. Excluding this gain, net earnings were \$0.4 million, or \$0.05 per diluted share, in the prior year nine-month period.

At July 2, 2016, accounts receivable were \$59.9 million compared to \$62.7 million at October 3, 2015. Days sales outstanding were 47 days as of July 2, 2016, compared to 52 days as of October 3, 2015. The improvement is due to the prior year having some customers whose receivables had aged, and payments were subsequently successfully received.

Inventory levels increased \$18.8 million from October 3, 2015, to \$167.1 million at July 2, 2016. The increase from October 3, 2015, was due to an increase in our finished goods levels to better support our customers. Lower than expected sales also contributed to the higher inventory levels.

Capital expenditures were \$4.4 million during the third quarter of fiscal year 2016, and \$11.1 million for the nine months ended July 2, 2016. Our capital expenditures primarily related to machinery and equipment, including approximately \$6.7 million related to our manufacturing realignment and open-width production expansions, along with investments in our information technology systems. Depreciation and amortization expense, including non-cash compensation, was \$3.0 million for the third quarter of fiscal year 2016, and \$8.7 million for the nine months ended July 2, 2016.

Total debt at July 2, 2016, was \$122.3 million compared with \$102.2 million at October 3, 2015. The increase in debt from October 3, 2015, is primarily due to the additional capital spending as part of our offshore expansion, as well as seasonally higher working capital.

## Branded Segment

Sales in the branded segment were \$39.5 million, virtually level with sales in the prior year period after adjusting for \$2.2 million sales from the since-discontinued Kentucky Derby license. Salt Life achieved 45% sales growth during the quarter, resulting from strong demand for Salt Life lifestyle designs and the ability to better service orders through our new distribution center. Junkfood sales were down \$1.7 million from the prior year quarter due to declines at a large national retailer. Soffe sales declined \$1.6 million from the prior year quarter due to lower revenue in the strategic sporting goods and military sales channels.

Gross margins in our branded segment for the quarter and nine months ended July 2, 2016, were consistent with the prior year quarter and nine month period.

Operating income decreased \$0.4 million compared to the prior year quarter and decreased \$5.9 million for the nine months compared to the prior year period. Excluding the \$5.6 million pre-tax gain from the sale of *The Game* business recorded in the 2015 second fiscal quarter operating income decreased \$0.3 million from the nine months of the prior year. The decrease is driven from lower sales and offset partially from higher gross margins.

#### Basics Segment

Net sales in our basics segment were \$72.1 million in the third quarter, an 8.8% decrease from \$79.0 million in the prior year period. Sales at Art Gun were up 28% on 38% unit growth. In our Activewear business, we continued to see growth in our fashion basics and catalog full package programs. However, this was not enough to fully offset declines in basic tees. For the first nine months of fiscal year 2016, net sales decreased 2.2% to \$203.5 million compared to \$208.1 million in the prior year period.

The basics segment continued its gross margin expansion during the 2016 third fiscal quarter, with a 190 basis point increase compared to the same period last year, and a 640 basis point increase in the nine-month period ended July 2, 2016, compared to the same period in fiscal year 2015. This increase was primarily due to a stronger mix of fashion basics, catalog full package and private label sales, greater efficiencies in manufacturing, and lower-priced raw materials.

Basics segment operating income increased \$0.6 million from the prior year quarter, and \$12.2 million over the prior year nine months, after excluding the \$1.8 million in charges related to the manufacturing realignment. Including the restructuring charges, Basics segment operating income decreased \$1.2 million from the prior year quarter and increased \$10.4 million from the prior year nine months.

#### Liquidity and Capital Resources

Our current primary cash needs are for working capital, capital expenditures, and debt service, as well as to fund share repurchases under our Stock Repurchase Program.

#### *Operating Cash Flows*

Operating activities used \$7.0 million in cash for the nine months of fiscal year 2016 compared to \$7.0 million provided by operations in the prior year period. The increased outflow is mainly being driven by our higher inventory position as a result of building our inventory position to better services our customers and experiencing lower than expected sales as a result of the soft retail environment.

#### *Investing Cash Flows*

Capital expenditures during the nine months of fiscal year 2016 were \$9.5 million compared to \$4.2 million in the same period last year. Capital expenditures in both periods primarily related to machinery and equipment, along with investments in our information technology systems. The increase from the prior year is due to approximately \$4.9 million in expenditures relating to the expansion of our offshore manufacturing operations. There were \$1.4 million in expenditures financed under a lease arrangement and \$0.3 million in unpaid expenditures in the nine months of fiscal 2016. We anticipate our fiscal year 2016 capital expenditures to be approximately \$16 million which will be focused primarily on manufacturing equipment, information technology enhancements, and direct-to-consumer investments, and includes approximately \$7.0 million associated with our manufacturing realignment.

#### *Financing Activities*

During the nine months ended July 2, 2016, cash provided by financing activities was \$16.9 million compared to \$18.4 million used in financing activities in the same period last year. The cash provided by our financing activities during fiscal 2016 has been used to fund our operating and investing activities.

On May 10, 2016, we entered into a Fifth Amended and Restated Credit Agreement (the "Amended Credit Agreement") with Wells Fargo Bank, National Association ("Wells Fargo"), as Administrative Agent, the Sole Lead Arranger and the Sole Book Runner, and the financial institutions named therein as Lenders, which are Wells Fargo, PNC Bank, and Regions Bank. Our subsidiaries M.J. Soffe, LLC, Junkfood Clothing Company, Salt Life, LLC, and Art Gun, LLC (together with the Company, the "Companies"), are co-borrowers under the Amended Credit Agreement. The Amended Credit Agreement amends and restates our Fourth Amended and Restated Loan and Security Agreement dated May 27, 2011, which was amended on four occasions and had a maturity date of May 27, 2017. Bank of America, N.A. departed from the syndicate of Lenders, and Regions Bank joined the syndicate of Lenders. For the Amended Credit Agreement

Bank of America, N.A. ceased to serve as the syndication agent for the facility, and Merrill Lynch, Pierce, Fenner & Smith Incorporated is no longer a joint book runner with Wells Fargo.

The Amended Credit Agreement allows us to borrow up to \$145 million (subject to borrowing base limitations), including a maximum of \$25 million in letters of credit. Provided that no event of default exists, we have the option to increase the maximum credit available to \$200 million (subject to borrowing base limitations), conditioned upon the Administrative Agent's ability to secure additional commitments and customary closing conditions. The Amended Credit Agreement matures on May 10, 2021.

In June 2016, we entered into an additional term loan agreement with Banco Fichosa, a Honduran bank, to fund the capital expansion at our Honduran facilities. The loan is a five-year agreement for \$5 million with an 8% fixed interest rate, is denominated in U.S. dollars, and includes ratable monthly principal and interest payments through the end of the term.

Based on our current expectations, we believe that our credit facility should be sufficient to satisfy our foreseeable working capital needs, and that cash flow generated by our operations and funds available under our credit facility should be sufficient to service our debt payment requirements, to satisfy our day-to-day working capital needs and to fund our planned capital expenditures. Any material deterioration in our results of operations, however, may result in the loss of our ability to borrow under our revolving credit facility and to issue letters of credit to suppliers, or may cause the borrowing availability under our facility to be insufficient for our needs. Availability under our credit facility is primarily a function of the levels of our accounts receivable and inventory. A significant deterioration in our accounts receivable or inventory levels could restrict our ability to borrow additional funds or service our indebtedness. Moreover, our credit facility includes a financial covenant that if the availability under our credit facility falls below the amounts specified in our credit agreement, our fixed charge coverage ratio (FCCR) for the preceding 12-month period must not be less than 1.1 to 1.0. While our availability at July 2, 2016, was above the minimum thresholds specified in our credit agreement, a significant deterioration in our business could cause our availability to fall below such thresholds, thereby requiring us to maintain the minimum FCCR specified in our credit agreement. As of July 2, 2016, our FCCR was above the minimum threshold specified in our credit agreement.

#### Purchases By Delta Apparel Of Its Own Shares

During the nine months ended July 2, 2016, we purchased 113,790 shares of our common stock for an aggregate amount of \$1.8 million (see Note O-Repurchase of Common Stock). As of July 2, 2016, there was \$10.8 million of share repurchase authorization remaining. We evaluate current leverage, working capital requirements, our free cash flow outlook, stock valuation and future business opportunities to determine when we believe the repurchase of our stock is a sound investment opportunity that we can pursue without sacrificing future growth plans.

#### Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our Condensed Consolidated Financial Statements, which were prepared in accordance with U.S. GAAP. The preparation of our Condensed Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We base our estimates and judgments on historical experience and various other factors that we believe 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. Actual results may differ from these estimates under different assumptions or conditions. The most significant estimates and assumptions relate to revenue recognition, accounts receivable and related reserves, inventory and related reserves, the carrying value of goodwill, and the accounting for income taxes.

A detailed discussion of critical accounting policies is contained in the Significant Accounting Policies included in Note 2 to the Audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended October 3, 2015, and there have been no changes in those policies since the filing of that Form 10-K with the SEC.

#### Environmental and Regulatory Matters

We are subject to various federal, state and local environmental laws and regulations concerning, among other things, wastewater discharges, storm water flows, air emissions and solid waste disposal. Our plants generate small quantities of hazardous waste, which are either recycled or disposed of off-site. Several of our plants are required to possess one or more environmental permits, and we believe that we are currently in compliance with the requirements of those permits.

The environmental regulations applicable to our business are becoming increasingly stringent and we incur capital and other expenditures annually to achieve compliance with environmental standards. We currently do not expect that the amount of expenditures required to comply with environmental laws will have a material adverse affect on our operations, financial condition or liquidity. There can be no assurance, however, that future changes in federal, state, or local regulations, interpretations of existing regulations or the discovery of currently unknown problems or conditions will not require substantial additional expenditures. Similarly, while we believe that we are currently in material compliance with all applicable environmental requirements, the extent of our liability, if any, for past failures to

comply with laws, regulations and permits applicable to our operations cannot be determined and could have a material adverse effect on our operations, financial condition and liquidity.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### Commodity Risk Sensitivity

We have a supply agreement with Parkdale Mills, Inc. and Parkdale America, LLC (collectively "Parkdale") to supply our yarn requirements until December 31, 2018. Under the supply agreement, we purchase from Parkdale all of our yarn requirements for use in our manufacturing operations, excluding yarns that Parkdale does not manufacture or cannot manufacture due to temporary capacity constraints. The purchase price of yarn is based upon the cost of cotton plus a fixed conversion cost. Thus, we are subject to the commodity risk of cotton prices and cotton price movements, which could result in unfavorable yarn pricing for us. We fix the cotton prices as a component of the purchase price of yarn, pursuant to the supply agreement, in advance of the shipment of finished yarn from Parkdale. Prices are set according to prevailing prices, as reported by the New York Cotton Exchange, at the time we elect to fix specific cotton prices.

Yarn with respect to which we have fixed cotton prices at July 2, 2016, was valued at \$24.5 million, and is scheduled for delivery between July 2016 and December 2016. At July 2, 2016, a 10% decline in the market price of the cotton covered by our fixed price yarn would have had a negative impact of approximately \$1.8 million on the value of the yarn. This compares to what would have been a negative impact of \$2.9 million at our 2015 fiscal year-end based on the yarn with fixed cotton prices at October 3, 2015. The impact of a 10% decline in the market price of the cotton covered by our fixed price yarn would have been lower at July 2, 2016, than at October 3, 2015, due to decreased commitments at July 2, 2016, compared to October 3, 2015.

We may use derivatives, including cotton option contracts, to manage our exposure to movements in commodity prices. We do not designate our options as hedge instruments upon inception. Accordingly, we mark to market changes in the fair market value of the options in cost of goods sold in our Condensed Consolidated Statements of Operations. See Note M - Derivatives and Fair Value Measurements for further discussion on derivatives and fair value measurements.

If Parkdale's operations are disrupted and it is not able to provide us with our yarn requirements, we may need to obtain yarn from alternative sources. Although alternative sources are presently available, we may not be able to enter into short-term arrangements with substitute suppliers on terms as favorable as our current terms with Parkdale. In addition, the cotton futures we have fixed with Parkdale may not be transferable to alternative yarn suppliers. Because there can be no assurance that we would be able to pass along the higher cost of yarn to our customers, this could have a material adverse effect on our results of operations.

#### Interest Rate Sensitivity

Our U.S. revolving credit facility provides that the outstanding amounts owed shall bear interest at variable rates. If the amount of outstanding floating rate indebtedness at July 2, 2016, under our U.S. revolving credit facility had been outstanding during the entire three months ended July 2, 2016, and the interest rate on this outstanding indebtedness was increased by 100 basis points, our expense would have increased by approximately \$96 thousand, or 7.2% of actual interest expense, during the quarter. This compares to an increase of \$0.2 million, or 3.2%, for the 2015 fiscal year based on the outstanding floating rate indebtedness at October 3, 2015, or an average of \$49 thousand per quarter. The dollar amount, as well as the percentage, of the increase in interest expense is higher as of July 2, 2016, primarily due to the higher floating rate debt level as of July 2, 2016, compared to October 3, 2015. The actual increase in interest expense resulting from a change in interest rates would depend on the magnitude of the increase in rates and the average principal balance of floating rate indebtedness.

#### *Derivatives*

From time to time, we may use interest rate swaps or other instruments to manage our interest rate exposure and reduce the impact of future interest rate changes as described in Note M—Derivatives and Fair Value Measurements.

### **Item 4. Controls and Procedures**

#### Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to reasonably assure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the United States Securities and Exchange Commission's requirements. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information that we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of July 2, 2016, and, based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures were effective at the evaluation date.

Changes in Internal Control Over Financial Reporting

There was no change during the third quarter of fiscal year 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

See Note N—Legal Proceedings in Item 1, which is incorporated herein by reference.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(c) Repurchases of Common Stock

See Note O—Repurchase of Common Stock and Note G—Debt, in Item 1, which are incorporated herein by reference.

**Item 6. Exhibits**

Exhibits

- 31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

**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.

DELTA APPAREL, INC.  
(Registrant)

Date August 8, 2016

By: /s/ Deborah H. Merrill

Deborah H. Merrill  
Chief Financial Officer and President, Delta Basics

**EXHIBIT 31.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Robert W. Humphreys, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Delta Apparel, 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 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: August 8, 2016

/s/ Robert W. Humphreys

Chairman and Chief Executive Officer

**EXHIBIT 31.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Deborah H. Merrill, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Delta Apparel, 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;
  - 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 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: August 8, 2016

/s/ Deborah H. Merrill

\_\_\_\_\_  
Chief Financial Officer and President, Delta Basics

**EXHIBIT 32.1**

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

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Robert W. Humphreys, the Chief Executive Officer of Delta Apparel, Inc. (the "Company"), hereby certifies that to the best of his knowledge:

1. The Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2016, of the Company, as filed with the Securities and Exchange Commission on the date hereof (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.

Date: August 8, 2016

/s/ Robert W. Humphreys

Robert W. Humphreys

Chairman and Chief Executive Officer

This certification is being furnished solely to comply with the provisions of § 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the accompanying Report, including for purposes of Section 18 of the Exchange Act, or as a separate disclosure document. A signed original of this written certification required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written certification required by Section 906, has been provided to the Company and will be rendered by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**EXHIBIT 32.2**

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

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Deborah H. Merrill, the Chief Financial Officer of Delta Apparel, Inc. (the "Company"), hereby certifies that to the best of her knowledge:

1. The Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2016, of the Company, as filed with the Securities and Exchange Commission on the date hereof (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.

Date: August 8, 2016

/s/ Deborah H. Merrill

---

Deborah H. Merrill

Chief Financial Officer and President, Delta Basics

This certification is being furnished solely to comply with the provisions of § 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the accompanying Report, including for purposes of Section 18 of the Exchange Act, or as a separate disclosure document. A signed original of this written certification required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written certification required by Section 906, has been provided to the Company and will be rendered by the Company and furnished to the Securities and Exchange Commission or its staff upon request.