

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 27, 2021

ETHAN ALLEN INTERIORS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11692

(Commission File Number)

06-1275288

(IRS Employer Identification No.)

25 Lake Avenue Ext., Danbury, Connecticut

(Address of principal executive offices)

06811-5286

(Zip Code)

Registrant's telephone number, including area code: **(203) 743-8000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Common Stock \$0.01 Par Value | ETD | New York Stock Exchange |
|--------------------------------------|------------------|--|
| (Title of each class) | (Trading symbol) | (Name of exchange on which registered) |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On October 27, 2021, Ethan Allen Interiors Inc. (“Ethan Allen” or the “Company”) issued a press release announcing its financial and business results for its fiscal 2022 first quarter ended September 30, 2021. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated by reference herein. The information furnished pursuant to this Item 2.02 (Results of Operations and Financial Condition), including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (such act being the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Exhibit 99.1 to this report contains certain financial measures that are considered non-GAAP financial measures as defined in the rules issued by the Securities and Exchange Commission. These non-GAAP measures are not in accordance with, or an alternative for, measures prepared in accordance with generally accepted accounting principles, and may be different from non-GAAP measures used by other companies. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the Company’s results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate Ethan Allen’s results of operations in conjunction with the corresponding GAAP measures. Ethan Allen believes that the presentation of non-GAAP measures when shown in conjunction with the corresponding GAAP measures, provides useful information to investors and management regarding financial and business trends relating to its financial condition and its historical and projected results of operations. Exhibit 99.1 to this Current Report contains the reconciliation of these non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with generally accepted accounting principles.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release dated October 27, 2021, furnished herewith |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 27, 2021

ETHAN ALLEN INTERIORS INC.

By: /s/ Corey Whitely
Corey Whitely
Executive Vice President, Administration and
Chief Financial Officer

Ethan Allen Reports Fiscal 2022 First Quarter Results

Strong Increase in Sales and Profitability

DANBURY, CT – OCTOBER 27, 2021 – Ethan Allen Interiors Inc. (“Ethan Allen” or the “Company”) (NYSE: ETD) today reported its operating results for its fiscal 2022 first quarter ended September 30, 2021.

Farooq Kathwari, Ethan Allen’s Chairman, President and CEO commented, “We are pleased to report sales growth of 20.7%, gross margin increasing to 59.9% and operating margin of 15.0%, resulting in diluted EPS of \$0.79 and adjusted EPS of \$0.80 compared with an adjusted EPS of \$0.36 in the prior year, an increase of 122.2%. During the quarter we paid a special cash dividend of \$0.75 per share and a regular quarterly cash dividend of \$0.25 per share and ended the quarter with cash on hand of \$93.7 million and no bank debt.”

Mr. Kathwari continued, “Our vertically integrated structure, including 75% of our products being made in our North American manufacturing workshops, provides us a unique opportunity to grow and better serve our clients. The combination of the personal service of our in-house interior designers and the increasing use of technology is a major factor in our growth.”

FISCAL 2022 FIRST QUARTER HIGHLIGHTS*

- Consolidated net sales increased 20.7% to \$182.3 million
 - Retail net sales of \$155.0 million increased 31.3%
 - Wholesale net sales of \$109.4 million increased 12.4%
- Strong written orders
 - Retail segment written orders growth of 6.1%
 - Wholesale segment written orders growth of 8.1%
- Consolidated gross margin increased to 59.9%
- Operating margin grew to 15.0% due to net sales growth and controlling costs by leveraging cost reductions; selling, general and administrative expenses decreased to 44.7% of net sales from 48.6%, reflecting the Company’s operating leverage
- Diluted EPS of \$0.79 compared with \$0.37; adjusted diluted EPS of \$0.80 increased 122.2% compared with \$0.36
- Generated \$17.0 million of cash from operating activities; cash on hand of \$93.7 million and no bank debt outstanding
- Paid special cash dividends and regular quarterly cash dividends totaling \$25.4 million
- Announced plans to further expand manufacturing production, including new job openings and increases in wages to reaffirm the Company’s commitment to its North American manufacturing

* See reconciliation of U.S. GAAP to adjusted key financial measures in the back of this press release. Comparisons are to the first quarter of fiscal 2021.

KEY FINANCIAL MEASURES*

(Unaudited)

(In thousands, except per share data)

| | Three months ended | | % Change |
|--------------------------------------|--------------------|------------|----------|
| | September 30, | | |
| | 2021 | 2020 | |
| Net sales | \$ 182,327 | \$ 151,058 | 20.7% |
| GAAP gross profit | \$ 109,192 | \$ 85,770 | 27.3% |
| Adjusted gross profit* | \$ 109,192 | \$ 85,770 | 27.3% |
| GAAP gross margin | 59.9% | 56.8% | |
| Adjusted gross margin* | 59.9% | 56.8% | |
| GAAP operating income | \$ 27,360 | \$ 11,681 | 134.2% |
| Adjusted operating income* | \$ 27,728 | \$ 12,304 | 125.4% |
| GAAP operating margin | 15.0% | 7.7% | |
| Adjusted operating margin* | 15.2% | 8.1% | |
| GAAP net income | \$ 20,153 | \$ 9,353 | 115.5% |
| Adjusted net income* | \$ 20,429 | \$ 8,955 | 128.1% |
| Effective tax rate | 26.3% | 16.8% | |
| GAAP diluted EPS | \$ 0.79 | \$ 0.37 | 113.5% |
| Adjusted diluted EPS* | \$ 0.80 | \$ 0.36 | 122.2% |
| Cash flows from operating activities | \$ 16,989 | \$ 42,190 | (59.7%) |

* See reconciliation of U.S. GAAP to adjusted key financial measures in the back of this press release

BALANCE SHEET and CASH FLOW

Total cash and cash equivalents were \$93.7 million at September 30, 2021 compared with \$104.6 million at June 30, 2021. Cash decreased \$10.9 million due to \$25.4 million in cash dividends paid and capital expenditures of \$1.5 million partially offset by net cash provided by operating activities of \$17.0 million.

Cash from operating activities totaled \$17.0 million, a decrease from \$42.2 million in the prior year period primarily due to an increase in working capital and restructuring payments partially offset by higher net income generated during the period. The increase in working capital was led by higher inventory to ensure input material availability to support increased manufacturing capacity to meet written order growth and the timing of accounts payable.

Cash dividends paid were \$25.4 million during the first quarter of fiscal 2022, which included a special cash dividend of \$19.0 million paid in August 2021. No cash dividends were paid in the prior year first quarter as the Company's Board of Directors had previously suspended the cash dividend due to the COVID-19 impact.

Inventories, net increased to \$158.7 million at September 30, 2021 compared with \$144.0 million at June 30, 2021 as the Company continues to increase its manufacturing productivity and service center inventory. The higher inventory levels will continue to support increased production and delivered sales as well as help protect against future supply chain disruptions.

Customer deposits from written orders increased \$9.6 million during the quarter and totaled \$140.2 million at September 30, 2021. Retail written orders growth continues to outpace net sales delivered, which led to higher customer deposits and backlog at the end of the quarter. While written orders exceed current production and import product flow, the Company's ongoing effort to increase capacity should help work through existing backlog.

No debt outstanding as of September 30, 2021.

CONFERENCE CALL

Ethan Allen will host an analyst conference call today, October 27, 2021 at 5:00 PM (Eastern Time) to discuss its results. The analyst conference call will be webcast live from the Company's Investor Relations website at <https://ir.ethanallen.com>.

The following information is provided for those who would like to participate:

- U.S. Participants: 877-705-2976
- International Participants: 201-689-8798
- Meeting Number: 13723014

For those unable to listen live, an archived recording of the call will be made available on the Company's website referenced above for at least 60 days.

ABOUT ETHAN ALLEN

Ethan Allen Interiors Inc. (NYSE: ETD) is a leading interior design company, manufacturer and retailer in the home furnishings marketplace. The Company is a global luxury home fashion brand that is vertically integrated from product design through home delivery, which offers its customers stylish product offerings, artisanal quality, and personalized service. The Company provides complimentary interior design service to its clients and sells a full range of home furnishings through a retail network of approximately 300 design centers in the United States and abroad as well as online at ethanallen.com. Ethan Allen owns and operates nine manufacturing facilities located in the United States, Mexico and Honduras, including one sawmill, one rough mill and a lumberyard. Approximately 75% of its products are manufactured or assembled in these North American facilities.

For more information on Ethan Allen's products and services, visit www.ethanallen.com.

Investor / Media Contact:

Matt McNulty
Vice President, Finance
IR@ethanallen.com

ABOUT NON-GAAP FINANCIAL MEASURES

This press release is intended to supplement, rather than to supersede, the Company's consolidated financial statements, which are prepared and presented in accordance with U.S. generally accepted accounting principles ("GAAP"). In this press release the Company has included financial measures that are derived from the consolidated financial statements but are not presented in accordance with GAAP. The Company uses non-GAAP financial measures, including adjusted gross profit and margin, adjusted operating income and margin, adjusted net income, and adjusted diluted EPS (collectively "non-GAAP financial measures"). The Company computes these non-GAAP financial measures by adjusting the comparable GAAP measure to remove the impact of certain charges and gains and the related tax effect of these adjustments. Investors should consider these non-GAAP financial measures in addition to, and not as a substitute for, or superior to, the financial performance measures prepared in accordance with GAAP. The Company uses these non-GAAP financial measures for financial and operational decision making and to evaluate period-to-period comparisons. The Company believes that they provide useful information about operating results, enhance the overall understanding of past financial performance and prospects, and allow for greater transparency with respect to key metrics used by management in its financial and operational decision making. A reconciliation of these non-GAAP financial measures to the most directly comparable financial measure reported in accordance with GAAP is provided at the end of this press release.

FORWARD-LOOKING STATEMENTS

This news release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Generally, forward-looking statements represent management’s beliefs and assumptions concerning current expectations, projections or trends relating to results of operations, financial results, financial condition, strategic objectives and plans, expenses, dividends, share repurchases, liquidity, use of cash and cash requirements, investments, future economic performance, business and industry and the effect of the COVID-19 pandemic on the business operations and financial results. Such forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These forward-looking statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “continue,” “may,” “will,” “short-term,” “target,” “outlook,” “forecast,” “future,” “strategy,” “opportunity,” “would,” “guidance,” “non-recurring,” “one-time,” “unusual,” “should,” “likely,” “COVID-19 impact,” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. The Company derives many of its forward-looking statements from operating budgets and forecasts, which are based upon many detailed assumptions. While the Company believes that its assumptions are reasonable, it cautions that it is very difficult to predict the impact of known factors and it is impossible for the Company to anticipate all factors that could affect actual results and matters that are identified as “short term,” “non-recurring,” “unusual,” “one-time,” or other words and terms of similar meaning may in fact recur in one or more future financial reporting periods.

Forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that are expected. Actual results could differ materially from those anticipated in the forward-looking statements due to a number of risks and uncertainties including, but not limited to the following: the global COVID-19 pandemic has, and could continue to have, a materially adverse effect on the Company’s business and its results of operations; a resurgence of COVID-19 and resulting containment measures could negatively impact its ability to fulfill existing order backlog or cause changes in consumer demand; a resurgence of COVID-19 could lead to temporary closures, including distribution centers; the Company may require additional funding from external sources, which may not be available at the levels required, or may cost more than expected; declines in certain economic conditions, which impact consumer confidence and spending; financial or operational difficulties due to competition in the residential home furnishings industry; a significant shift in consumer preference toward purchasing products online; an overall decline in the health of the economy and consumer spending may reduce consumer purchases of discretionary items; inability to maintain and enhance the Ethan Allen brand; failure to successfully anticipate or respond to changes in consumer tastes and trends in a timely manner; inability to maintain current design center locations at current costs; failure to select and secure appropriate retail locations; disruptions in the supply chain and supply chain management; fluctuations in the price, availability and quality of raw materials resulting in increased costs and production delays, and which could result in a decline in sales; competition from overseas manufacturers and domestic retailers; the number of manufacturing and distribution sites may increase exposure to business disruptions and could result in higher transportation costs; current and former manufacturing and retail operations and products are subject to increasingly stringent environmental, health and safety requirements; product recalls or product safety concerns; extensive reliance on information technology systems to process transactions, summarize results, and manage the business and that of certain independent retailers; disruptions in both primary and back-up systems; successful cyber-attacks and the ability to maintain adequate cyber-security systems and procedures; loss, corruption and misappropriation of data and information relating to customers; global and local economic uncertainty may materially adversely affect manufacturing operations or sources of merchandise and international operations; changes in United States trade and tax policies; the phasing out of LIBOR and the impact on interest rates used in future borrowings; reliance on certain key personnel, loss of key personnel or inability to hire additional qualified personnel; potential future asset impairment charges resulting from changes to estimates or projections used to assess assets’ fair value, financial results that are lower than current estimates or determinations to close underperforming locations; access to consumer credit could be interrupted as a result of external conditions; failure to protect the Company’s intellectual property; hazards and risks which may not be fully covered by insurance; a shortage of qualified labor within the Company’s operations and its supply chain; labor disruptions resulting from COVID-19 vaccination mandates in the United States; and other factors disclosed in Part I, Item 1A. Risk Factors, in the Company’s 2021 Annual Report on Form 10-K.

All forward-looking statements attributable to the Company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements, as well as other cautionary statements. A reader should evaluate all forward-looking statements made in this news release in the context of these risks and uncertainties. Given the risks and uncertainties surrounding forward-looking statements, you should not place undue reliance on these statements. Many of these factors are beyond the Company’s ability to control or predict. The forward-looking statements included in this news release are made only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Ethan Allen Interiors Inc.
Consolidated Statements of Comprehensive Income
(Unaudited)
(In thousands, except per share data)

| | Three months ended | |
|--|--------------------|-----------------|
| | September 30, | |
| | 2021 | 2020 |
| Net sales | \$ 182,327 | \$ 151,058 |
| Cost of sales | 73,135 | 65,288 |
| Gross profit | 109,192 | 85,770 |
| Selling, general and administrative expenses | 81,577 | 73,466 |
| Restructuring and other impairment charges, net of gains | 255 | 623 |
| Operating income | 27,360 | 11,681 |
| Other expenses | | |
| Interest and other financing costs | 48 | 335 |
| Other income (expense), net | 28 | (105) |
| Income before income taxes | 27,340 | 11,241 |
| Income tax expense | 7,187 | 1,888 |
| Net income | <u>\$ 20,153</u> | <u>\$ 9,353</u> |
| <u>Per share data</u> | | |
| Diluted earnings per common share: | | |
| Net income per diluted share | \$ 0.79 | \$ 0.37 |
| Diluted weighted average common shares | 25,451 | 25,206 |

Ethan Allen Interiors Inc.
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands)

| | September 30, 2021 | June 30, 2021 |
|---|-----------------------|-------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 93,665 | \$ 104,596 |
| Accounts receivable, net | 7,942 | 9,026 |
| Inventories, net | 158,735 | 143,978 |
| Prepaid expenses and other current assets | 40,500 | 37,679 |
| Total current assets | <u>300,842</u> | <u>295,279</u> |
| Property, plant and equipment, net | 228,144 | 231,446 |
| Goodwill | 25,388 | 25,388 |
| Intangible assets | 19,740 | 19,740 |
| Operating lease right-of-use assets | 101,831 | 108,730 |
| Deferred income taxes | 822 | 1,078 |
| Other assets | 1,527 | 1,584 |
| Total ASSETS | <u>\$ 678,294</u> | <u>\$ 683,245</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 36,463 | \$ 37,786 |
| Customer deposits and deferred revenue | 140,198 | 130,635 |
| Accrued compensation and benefits | 19,885 | 23,866 |
| Current operating lease liabilities | 27,433 | 27,395 |
| Other current liabilities | 8,788 | 4,220 |
| Total current liabilities | <u>232,767</u> | <u>223,902</u> |
| Operating lease liabilities, long-term | 89,948 | 97,911 |
| Deferred income taxes | 5,523 | 5,028 |
| Other long-term liabilities | 5,010 | 4,986 |
| Total LIABILITIES | <u>\$ 333,248</u> | <u>\$ 331,827</u> |
| Shareholders' equity: | | |
| Ethan Allen Interiors Inc. shareholders' equity | \$ 345,070 | \$ 351,443 |
| Noncontrolling interests | (24) | (25) |
| Total shareholders' equity | <u>\$ 345,046</u> | <u>\$ 351,418</u> |
| Total LIABILITIES AND SHAREHOLDERS' EQUITY | <u>\$ 678,294</u> | <u>\$ 683,245</u> |

Reconciliation of Non-GAAP Financial Measures

To supplement the financial measures prepared in accordance with GAAP, the Company uses non-GAAP financial measures, including adjusted gross profit and margin, adjusted operating income and margin, adjusted net income, and adjusted diluted earnings per share. The reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in tables below.

These non-GAAP measures are derived from the consolidated financial statements but are not presented in accordance with GAAP. The Company believes these non-GAAP measures provide a meaningful comparison of its results to others in its industry and prior year results. Investors should consider these non-GAAP financial measures in addition to, and not as a substitute for, its financial performance measures prepared in accordance with GAAP. Moreover, these non-GAAP financial measures have limitations in that they do not reflect all the items associated with the operations of the business as determined in accordance with GAAP. Other companies may calculate similarly titled non-GAAP financial measures differently than the Company does, limiting the usefulness of those measures for comparative purposes.

Despite the limitations of these non-GAAP financial measures, the Company believes these adjusted financial measures and the information they provide are useful in viewing its performance using the same tools that management uses to assess progress in achieving its goals. Adjusted measures may also facilitate comparisons to historical performance.

The following tables below provide a reconciliation of non-GAAP financial measures used in this release to the most directly comparable GAAP financial measures.

(Unaudited)

(In thousands, except per share data)

| | Three months ended September 30, | | % Change |
|--|-------------------------------------|------------|----------|
| | 2021 | 2020 | |
| Consolidated Adjusted Gross Profit / Gross Margin | | | |
| GAAP Gross profit | \$ 109,192 | \$ 85,770 | 27.3% |
| Adjustments (pre-tax) * | - | - | |
| Adjusted gross profit * | \$ 109,192 | \$ 85,770 | 27.3% |
| Adjusted gross margin * | 59.9% | 56.8% | |
| Consolidated Adjusted Operating Income / Operating Margin | | | |
| GAAP Operating income | \$ 27,360 | \$ 11,681 | 134.2% |
| Adjustments (pre-tax)* | 368 | 623 | |
| Adjusted operating income* | \$ 27,728 | \$ 12,304 | 125.4% |
| Consolidated Net sales | \$ 182,327 | \$ 151,058 | 20.7% |
| GAAP Operating margin | 15.0% | 7.7% | |
| Adjusted operating margin* | 15.2% | 8.1% | |
| Consolidated Adjusted Net Income / Adjusted Diluted EPS | | | |
| GAAP Net income | \$ 20,153 | \$ 9,353 | 115.5% |
| Adjustments, net of tax* | 276 | (398) | |
| Adjusted net income | \$ 20,429 | \$ 8,955 | 128.1% |
| Diluted weighted average common shares | 25,451 | 25,206 | |
| GAAP Diluted EPS | \$ 0.79 | \$ 0.37 | 113.5% |
| Adjusted diluted EPS* | \$ 0.80 | \$ 0.36 | 122.2% |

* Adjustments to reported GAAP financial measures including gross profit and margin, operating income and margin, net income, and diluted EPS have been adjusted by the following:

(Unaudited)

(In thousands)

| | Three months ended September 30, | |
|---|-------------------------------------|----------|
| | 2021 | 2020 |
| Optimization of manufacturing and logistics (wholesale) | \$ 111 | \$ - |
| Severance and other charges (wholesale) | 67 | - |
| Severance and other charges (retail) | 77 | - |
| Impairment of long-lived assets and lease exit costs (retail) | 113 | 623 |
| Adjustments to operating income | \$ 368 | \$ 623 |
| Adjustments to income before income taxes | \$ 368 | \$ 623 |
| Related income tax effects on non-recurring items(1) | (92) | (153) |
| Income tax benefit from valuation allowance change | - | (868) |
| Adjustments to net income | \$ 276 | \$ (398) |

(1) Calculated using a tax rate of 25.1% in the current year and 24.5% in the prior year.