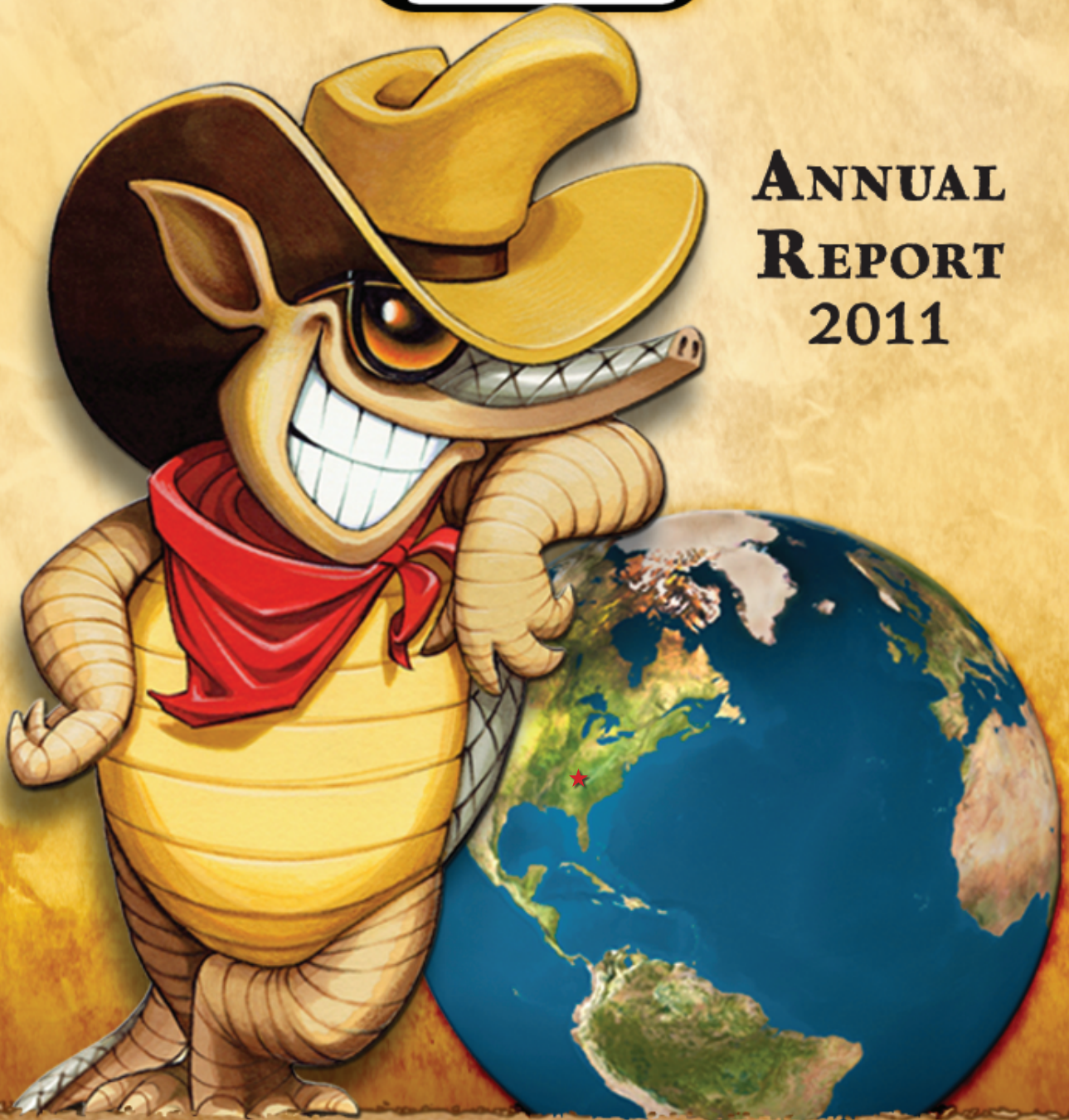




**ANNUAL  
REPORT  
2011**



# Dear Stockholders

We are thrilled with our 2011 results. During the year, we challenged our Managing Partners, who are the cornerstone of our business, to get bigger, stronger and faster. I am happy to report they responded to our challenge in a big way. Their laser focus, entrepreneurial spirit and commitment to Legendary Food and Legendary Service resulted in a great year for Texas Roadhouse.

Both revenue and diluted earnings per share increased double digits during 2011. Revenue grew 10% to \$1.1 billion as a result of us opening new restaurants and growing sales at existing restaurants. Sales at existing restaurants grew 4.7% on top of a 2.4% increase in 2010. The 2011 increase was primarily driven by increased guest traffic. Diluted earnings per share increased 11%, representing the third consecutive year of double-digit growth.

Other 2011 highlights include:

- 20 company restaurants and one international franchise restaurant opened.
- Restaurant margins, as a percentage of restaurant sales, decreased 45 basis points to 18.1%, due to significant food inflation.
- We repurchased 4.0 million shares of our common stock.
- Our first dividend was authorized by our Board of Directors.

We ended the year in a great financial position as our cash balance of over \$73 million exceeded our \$62 million of debt. During 2011, we generated more than enough cash to pay for increased restaurant development and maintenance costs at existing restaurants.

On top of that, we used our excess cash to pay \$17 million in dividends and repurchase \$59 million of common stock. We plan to continue paying dividends and repurchasing our common stock in 2012. To those ends, in February 2012, our Board of Directors approved a 12.5% increase in our quarterly dividend amount to \$0.09 per diluted share and increased our stock buyback authorization to \$100 million.

But enough about the past. I learned years ago that looking in the rearview mirror only gets you lost.

It is no secret that the cost side of the business will remain a challenge in 2012. This is primarily due to a projected 8% increase in food inflation. To help offset some of this inflation, we increased our menu prices by an average of 2.2% in late January. We believe that this price increase, along with an increased number of guests dining at our restaurants, will help offset some of the inflationary pressures during 2012.

For the second consecutive year we will be increasing our development of new Texas Roadhouse restaurants. This is driven by two main things. First, the cost to build new

restaurants continues to be a few hundred thousand dollars lower than it was three years ago. Secondly, our newer restaurants have continued to out perform our existing restaurants in terms of sales.

As a result, we plan to add 25 new restaurants in 2012 and we are gearing up for potentially more openings in 2013. We believe there is sufficient demand to enable us to grow to over 700 domestic Texas Roadhouse restaurants.

While our growth is still primarily in domestic markets, the first international franchise Texas Roadhouse restaurant opened in Dubai during 2011. We are very pleased with the results, and we are optimistic we could have two to three openings in the Middle East in 2012. Additionally, we are focusing our international efforts on opportunities in Mexico, Canada and Russia, while China is being considered over the long term.

Over the past several years, we have heard endless talk about the economy, food inflation, and unemployment from a macro-perspective. However, the restaurant business is micro. It is won or lost by our managing partners in hundreds of communities in the 47 states and one international country where we have restaurants.

As entrepreneurs, our managing partners do not see obstacles, they see opportunities. Their entrepreneurial spirit and commitment to Legendary Food and Legendary Service enabled us to have a great 2011.

I truly believe that we have the best managing partners in the industry. This gives us a competitive edge, which will help us to continue growing and creating value for our employees, our guests and our stockholders.

**Keep on rockin',**

**W. Kent Taylor**

*Founder & Chairman, Chief Executive Officer*





April 6, 2012

To our Stockholders:

You are cordially invited to attend the 2012 Annual Meeting of Stockholders of Texas Roadhouse, Inc. on Thursday, May 17, 2012. The meeting will be held at the Texas Roadhouse Support Center, 6040 Dutchmans Lane, Louisville, Kentucky at 9:00 a.m. eastern daylight time.

The official Notice of Annual Meeting, Proxy Statement and Proxy Card are enclosed with this letter.

Please take the time to read carefully each of the proposals for stockholder action described in the accompanying proxy materials. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly completing, signing and dating your proxy card and returning it in the enclosed postage-paid envelope. Stockholders of record can also vote by touch-tone telephone from the United States, using the toll-free number on the proxy card, or by the Internet, using the instructions on the proxy card. If you attend the meeting, you may revoke your proxy and vote your shares in person.

Your interest and participation in the affairs of the Company are greatly appreciated. Thank you for your continued support.

Sincerely,

W. Kent Taylor  
*Chairman, Chief Executive Officer*

**TEXAS ROADHOUSE, INC.**

**6040 Dutchmans Lane, Suite 200**

**Louisville, Kentucky 40205**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 17, 2012**

To the Stockholders:

The Annual Meeting of Stockholders (the "Annual Meeting") of Texas Roadhouse, Inc. (the "Company") will be held at the Texas Roadhouse Support Center, 6040 Dutchmans Lane, Louisville, Kentucky on Thursday, May 17, 2012 at 9:00 a.m. eastern daylight time.

At the Annual Meeting you will be asked to:

- elect two Class II directors to the Board of Directors, each for a term of three years;
- ratify the appointment of KPMG LLP as the Company's independent auditors;
- hold an advisory vote on executive compensation; and
- transact such other business as may properly come before the meeting.

A Proxy Statement describing matters to be considered at the Annual Meeting is attached to this notice. Only stockholders of record at the close of business on March 16, 2012 are entitled to receive notice of and to vote at the meeting.

By Order of the Board of Directors,



Celia Catlett  
*Corporate Secretary*

Louisville, Kentucky  
April 6, 2012

**IMPORTANT**

**WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, PLEASE SUBMIT YOUR VOTE USING ONE OF THE VOTING METHODS DESCRIBED IN THE ATTACHED MATERIALS. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 17, 2012**

Our Proxy Statement related to our 2012 Annual Meeting of Stockholders, our Annual Report on Form 10-K for the fiscal year ended on December 27, 2011 and our Annual Report to Stockholders for the fiscal year ended on December 27, 2011 are available on our website at [www.texasroadhouse.com](http://www.texasroadhouse.com) in the Investors section.

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# **TEXAS ROADHOUSE, INC.**

**6040 Dutchmans Lane  
Louisville, Kentucky 40205**

## **PROXY STATEMENT**

### **ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 17, 2012**

#### **Introduction**

This proxy statement and accompanying proxy card are being furnished in connection with the solicitation of proxies by the board of directors (the “Board”) of Texas Roadhouse, Inc., a Delaware corporation, to be voted at the Annual Meeting of Stockholders (the “Annual Meeting”) and any adjournments thereof. In this proxy statement, references to the “Company,” “we,” “us” or “our” refer to Texas Roadhouse, Inc. This proxy statement and accompanying proxy card are first being mailed to stockholders on or about April 6, 2012.

#### **Date, Time and Place**

The Annual Meeting will be held at the Texas Roadhouse Support Center, Louisville, Kentucky on Thursday, May 17, 2012 at 9:00 a.m. eastern daylight time, for the purposes set forth in this proxy statement and the accompanying notice of Annual Meeting.

#### **Record Date and Voting Securities**

The Board has fixed the record date (the “Record Date”) for the Annual Meeting as the close of business on March 16, 2012. Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting and at any adjournment or postponement thereof. At the close of business on the Record Date, there were outstanding 69,738,211 shares of common stock, each of which is entitled to one vote per share on all matters to be considered at the Annual Meeting.

The presence in person or by proxy of the holders of a majority of the shares of common stock will constitute a quorum for the transaction of business at the Annual Meeting. Shares of common stock represented by properly executed proxies received before the close of voting at the Annual Meeting will be voted as directed by such stockholders, unless revoked as described below.

#### **Revocability of Proxies**

A stockholder who completes and returns the proxy card that accompanies this proxy statement may revoke that proxy at any time before the closing of the polls at the Annual Meeting. A stockholder may revoke a proxy by voting at a later date by one of the methods described on the proxy card or by filing a written notice of revocation with, or by delivering a duly executed proxy bearing a later date to, the Corporate Secretary of the Company at the Company’s main office address at any time before the Annual Meeting. Stockholders may also revoke proxies by delivering a duly executed proxy bearing a later date to the inspector of election at the Annual Meeting before the close of voting or by attending the Annual Meeting and voting in person. You may attend the Annual Meeting even though you have executed a proxy, but your presence at the Annual Meeting will not automatically revoke your proxy.

#### **Solicitation of Proxies**

The cost of solicitation of proxies being solicited on behalf of the Board will be borne by us. In addition to solicitation by mail, proxies may be solicited personally, by telephone or other means by our directors, officers or employees, who receive no additional compensation for these solicitation activities.

We will, upon request, reimburse brokerage houses and persons holding common stock in the names of their nominees for their reasonable out-of-pocket expenses in sending materials to their principals.

### **Votes Required and Voting of Proxies**

Each proposal will be considered separately.

#### *Proposal 1—Election of Directors*

The affirmative vote of a plurality of the votes entitled to be cast by the holders of the Company's common stock present in person or represented by proxy is required to elect each nominee. Election by a plurality means that the director nominee with the most votes for a particular slot is elected for that slot. You may vote "FOR" all of the nominees or you may "WITHHOLD AUTHORITY" to vote for one or more specifically named nominees. Unless you "WITHHOLD AUTHORITY" to vote for one or more nominees, your proxy will be voted "FOR" the election of the individuals nominated as Class II directors.

Our Board has adopted a majority voting policy for uncontested director elections. Under this policy, any nominee who receives fewer "FOR" votes than "WITHHOLD" votes is required to offer his or her resignation. Our nominating and corporate governance committee would then consider the offer of resignation and make a recommendation to our independent directors as to the action to be taken with respect to the offer.

The Board recommends that you vote "FOR" all of the nominees.

#### *Proposal 2—Ratification of the Appointment of the Company's Independent Auditors*

The proposal to ratify the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending December 28, 2012 must be approved by the affirmative vote of a majority of the shares present (in person or by proxy) and entitled to vote. You may vote "FOR" or "AGAINST" the ratification, or you may "ABSTAIN" from voting on this proposal. A vote to "ABSTAIN" will have the same effect as a vote "AGAINST" this proposal.

The Board recommends that you vote "FOR" this proposal.

#### *Proposal 3—Advisory Vote on Approval of Executive Compensation*

The outcome of the advisory vote on whether to approve the executive compensation detailed in this proxy statement (including the Compensation Discussion and Analysis, the Executive Compensation section and the other related executive compensation tables and related discussions) will be determined by the affirmative vote of a majority of the shares present (in person or by proxy) and entitled to vote. You may vote "FOR" or "AGAINST" approval of the executive compensation, or you may "ABSTAIN" from voting on this proposal. A vote to "ABSTAIN" will have the same effect as a vote "AGAINST" approval of the executive compensation.

The Board recommends that you vote "FOR" this proposal.

#### *Other Matters*

As of the date of this proxy statement, the Board knows of no matters that will be presented for consideration at the Annual Meeting other than those matters discussed in this proxy statement. If any other matters should properly come before the Annual Meeting and call for a vote of stockholders, validly executed proxies in the enclosed form returned to us will be voted in accordance with the recommendation of the Board, or, in the absence of such a recommendation, in accordance with the

judgment of the proxy holders. Any such additional matter must be approved by an affirmative vote of a majority of the shares present (in person or by proxy) and entitled to vote at the Annual Meeting.

### **Other Voting Considerations**

#### *Broker Non-Votes*

Under rules of the New York Stock Exchange, matters subject to stockholder vote are classified as “routine” or “non-routine.” In the case of routine matters, brokers may vote shares held in “street name” in their discretion if they have not received voting instructions from the beneficial owner. In the case of non-routine matters, brokers may not vote shares unless they have received voting instructions from the beneficial owner (“broker non-votes”); therefore, it is important that you complete and return your proxy early so that your vote may be recorded.

The election of directors (Proposal 1) is a non-routine matter under the applicable rules, so broker non-votes may occur. However, broker non-votes do not count as shares entitled to vote. Because the election is decided by a plurality of shares present (in person or by proxy) and entitled to vote at the Annual Meeting, and because our majority voting policy for directors only considers “FOR” votes and “WITHHOLD” votes, any broker non-votes will not affect the outcome of this proposal.

The ratification of the appointment of the Company’s independent auditors (Proposal 2) is a routine matter under the applicable rules, so broker non-votes should not occur. In addition, because this matter is routine and brokers may vote as stated above, the number of votes cast, plus the number of abstentions, on this Proposal 2 will be used to establish whether a quorum is present.

The advisory vote on the approval of executive compensation (Proposal 3), and any other matters that may properly come before the Annual Meeting, are also non-routine matters under the applicable rules, so broker non-votes may occur. Because broker non-votes do not count as shares entitled to vote, they do not affect the outcome of the vote on these proposals.

#### *Abstentions*

Abstentions will be counted for purposes of calculating whether a quorum is present. The effect of an abstention on each proposal where “ABSTAIN” is a voting choice is discussed above.

#### *Executed but Unmarked Proxies*

If no instructions are given, shares represented by properly executed but unmarked proxies will be voted in accordance with the recommendation of the Board, or, in the absence of such a recommendation, in accordance with the judgment of the proxy holders.

### **PROPOSAL 1 ELECTION OF DIRECTORS**

The Company’s by-laws provide for not less than one and not more than 15 directors. Our Board currently consists of six directors divided into three classes. Members of each class serve for a three-year term. The Board has designated Martin T. Hart and W. Kent Taylor as nominees for re-election as Class II directors of the Company to serve for terms of three years and until their successors are duly elected and qualified. Although it is not anticipated that any of the nominees listed below will decline or be unable to serve, if that should occur, the proxy holders may, in their discretion, vote for substitute nominees.

## Nominees for Election as Directors

Set forth below are the two Board members who will stand for re-election at the Annual Meeting, together with their ages, all Company positions and offices each person currently holds and the year in which each person joined the Board.

<u>Name</u>	<u>Age</u>	<u>Position or Office</u>	<u>Director Since</u>
Martin T. Hart . . . . .	76	Director	2004
W. Kent Taylor . . . . .	56	Chairman, Director, Chief Executive Officer	2004

*Martin T. Hart.* Mr. Hart, 76, has been a private investor in the Denver, Colorado area since 1969. He has owned and developed a number of companies into successful businesses, and has served on the board of directors for many public and private corporations. Presently, Mr. Hart is serving on the board of directors of the following public companies: ValueClick, Inc., a single-source provider of media, technology and services across major interactive marketing channels; MassMutual Corporate Investors, an investment company; and MassMutual Participation Investors, an investment company. Until June 2009, he served on the board of directors of Spectranetics Corporation, a medical device company. He also continues to serve on the board of directors of several private companies. Mr. Hart is a certified public accountant. He is the past Chairman of the Board of Trustees of Regis University. Mr. Hart is being nominated as a director because of his experience on public company boards, his financial and accounting experience and his knowledge of the Company resulting from being a long-term investor. As a result of these and other professional experiences, Mr. Hart possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

*W. Kent Taylor.* Mr. Taylor, 56, is our founder and Chief Executive Officer, a position he resumed in August 2011. Mr. Taylor previously served as Chief Executive Officer from 2000 until 2004, at which time Mr. Taylor became Chairman of the Company, an executive position. Before his founding of our concept in 1993, Mr. Taylor founded and co-owned Buckhead Bar and Grill in Louisville, Kentucky. Mr. Taylor was appointed to the Board of Directors and the Compensation Committee of Papa John's International, Inc., in May 2011. Mr. Taylor is being nominated as a director because of his chief executive experience, his knowledge of the restaurant industry and his intimate knowledge of the Company as its founder. As a result of these and other professional experiences, Mr. Taylor possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

## Recommendation

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE TWO NOMINEES FOR CLASS II DIRECTORS OF THE COMPANY.**

## Other Directors

The following Class I and III directors will continue on the Board for the terms indicated:

### *Class I Directors (Terms Expiring at the 2014 Annual Meeting):*

*James R. Ramsey.* Dr. Ramsey, 63, is the president of the University of Louisville, a position he has held since September 2002. Before becoming president, he had served as senior policy advisor and state budget director for the Commonwealth of Kentucky as well as senior professor of economics and public policy at the University of Louisville since 1999. Dr. Ramsey has held numerous academic

positions, including serving as vice chancellor for finance and administration at both the University of North Carolina at Chapel Hill and Western Kentucky University. He has been associate dean, assistant dean and director of public administration in the College of Business Administration at Loyola University and a research associate for the University of Kentucky's Center for Public Affairs. He has served on the faculties of the University of North Carolina at Chapel Hill, Western Kentucky University, the University of Kentucky, Loyola University and Middle Tennessee State University in addition to the University of Louisville. Dr. Ramsey has also held a number of positions in state government, including interim commissioner of the Office of the New Economy and special advisor to the chairman of the Kentucky Council on Postsecondary Education. Dr. Ramsey serves on the board of directors and chairs the audit committee of Community Trust Bancorp, Inc. He also serves on the boards of trustees of Churchill Tax-Free Fund of Kentucky and Naragansett Insured Tax-Free Income Fund. Dr. Ramsey was nominated as a director because of his chief executive experience, his financial and accounting experience and his government relations experience. As a result of these and other professional experiences, Dr. Ramsey possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

*James R. Zarley.* Mr. Zarley, 67, currently serves as chief executive officer of ValueClick, Inc., has been a member of the board of directors of ValueClick since 1999, and served as chairman of the board until May 2007. Mr. Zarley shaped the company into a global leader in online marketing solutions. In May 2007, Mr. Zarley stepped down from the chief executive officer role and became executive chairman to focus on the company's corporate development program and European operations. In April 2010, Mr. Zarley returned to the chief executive officer role. Prior to joining ValueClick, Mr. Zarley was chief operating officer of Hiway Technologies, where he was a leading member of the management team that closed the merger with Verio in 1999. Prior to that, Mr. Zarley was chairman and chief executive officer of Best Internet until it merged with Hiway Technologies in 1998. Mr. Zarley also founded and later sold Quantech Information Services, now an ADP company. In addition, he spent 19 years at RCA in various senior management roles. Mr. Zarley was nominated as a director because of his chief executive experience in a developing industry, his information technology experience and his experience in acquisitions. As a result of these and other professional experiences, Mr. Zarley possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

*Class III Directors (Terms Expiring at the 2013 Annual Meeting):*

*Gregory N. Moore.* Mr. Moore, 62, served as the Senior Vice President and Controller of Yum! Brands, Inc. until he retired in 2005. He is currently a Financial Consultant and private investor. Yum! Brands is the worldwide parent company of Taco Bell, KFC and Pizza Hut. Prior to becoming Yum! Brands' Controller, Mr. Moore was the Vice President and General Auditor of Yum! Brands. Before that, he was with PepsiCo, Inc. and held the position of Vice President, Controller of Taco Bell and Controller of PepsiCo Wines & Spirits International, a division of PepsiCola International. Before joining PepsiCo, he was an Audit Manager with Arthur Young & Company in its New York City and Stamford, Connecticut offices. Mr. Moore is a certified public accountant in the States of New York and California. In July 2011, Mr. Moore joined the board of Newegg, Inc., a privately held on-line retailer specializing in computer and computer-related equipment, and serves as the chair of the compensation committee and a member of both the audit committee and the nominating committee. Mr. Moore also serves on the board and chairs the audit committee of 3 Day Blinds, a private company. Mr. Moore was nominated as a director because of his extensive financial and accounting experience in the restaurant industry. As a result of these and other professional experiences, Mr. Moore possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

*James F. Parker.* Mr. Parker, 65, retired as Chief Executive Officer and Vice-Chairman of the Board of Southwest Airlines Co., a position he held from June 2001 through July 2004. Before serving at Southwest Airlines as Chief Executive Officer, Mr. Parker served as General Counsel of that company from 1986 until June 2001, and was previously a stockholder in the San Antonio, Texas law firm of Oppenheimer, Rosenberg, Kelleher and Wheatley. Mr. Parker serves as a member of the board of directors of Sammons Enterprises, Inc., a private company. Mr. Parker was nominated as a director because of his chief executive experience, his knowledge of the value-based service industry and the similarity of cultures between Southwest Airlines and the Company. As a result of these and other professional experiences, Mr. Parker possesses particular knowledge and experience that strengthens the Board's collective qualifications, skills and experience.

### **Meetings of the Board of Directors**

The Board met on seven occasions and its committees met on 27 occasions during our fiscal year ended December 27, 2011. Each incumbent director attended at least 75% of the aggregate number of meetings of the Board and its committees on which such director served during his period of service. In addition, the Company expects all members of the Board to attend the Annual Meeting. All members attended the 2011 Annual Meeting. Four regular Board meetings are currently scheduled for the fiscal year 2012. Executive sessions of non-employee directors, without management directors or employees present, are typically scheduled in conjunction with each regularly scheduled Board meeting.

### **Leadership Structure of the Board of Directors and Role of the Board of Directors in Risk Oversight**

The Board currently includes five independent directors and one employee director, and the positions of Chairman and Chief Executive Officer are occupied by the same individual. As noted above, Mr. Taylor was named Chairman of the Board in recognition of his founding and continuing leadership role in the Company, and has held that position since 2004. Mr. Taylor also resumed the position of Chief Executive Officer in August 2011. Mr. Taylor previously served as Chief Executive Officer from 2000 until 2004. We believe that the Company and its stockholders are best served by having Mr. Taylor serve in both positions because he is the person most familiar with our unique business model and the challenges we face in the current macro-economic environment. Mr. Taylor's wealth of knowledge regarding Company operations and the industry in which we compete positions him to best identify matters for Board review and deliberation. Additionally, the combined role of Chairman and Chief Executive Officer unifies the Board with management and eliminates conflict between two leaders. We believe that the Company can more effectively execute its current strategy and business plans to maximize stockholder value if our Chairman is also a member of the management team.

There is no lead independent director for our Board, but we believe that our current Board leadership structure is appropriate, as the majority of our Board is composed of independent directors. The Board considers all of its members equally responsible and accountable for oversight and guidance of its activities.

The Board is responsible for overseeing the Company's risk management strategies. This role includes ensuring that Company management has implemented appropriate processes to administer day-to-day risk management. The Board is informed about risk management matters as part of its role in the general oversight and approval of corporate matters. The Board participates with management in an annual strategic planning session, during which, in part, it reviews the risks associated with potential strategic initiatives of the Company. The Board gives clear guidance to the Company's management on the risks it believes face the Company, such as the matters disclosed as risk factors in the Company's Annual Report on Form 10-K. Furthermore, the Board has delegated certain risk management responsibilities to its committees.

Through the audit committee's charter, the Board has authorized it to oversee the Company's risk assessment and risk management policies. The audit committee, in fulfilling its oversight responsibilities, regularly and comprehensively reviews specific risk categories which have been identified by management. The Company's internal auditor reports directly to the audit committee on the results of internal audits, the scope and frequency of which are based on comprehensive risk assessments which have been approved by the audit committee. Additionally, the Company's risk manager annually reports to the audit committee the results of risk mapping exercises conducted by key Company employees, which prioritize categories of risks according to likelihood of occurrence and potential liability. The audit committee is routinely advised of operational, financial and legal risks both during and outside of regularly scheduled meetings, and the committee reviews and monitors specific activities to manage these risks, such as insurance plans, hedging strategies and internal controls.

Through the compensation committee's charter, the Board has authorized it to oversee officer and director compensation programs. The compensation committee, in fulfilling its oversight responsibilities, designs the compensation packages applicable to the executive officers and Board members. The compensation committee also consults with management on the payments of bonuses and grants of stock awards to key employees on a quarterly basis.

The Board's oversight roles, including the roles of the audit committee and the compensation committee, combined with the leadership structure of the Board to include Company management, allows the Board to effectively administer risk management policies while also effectively and efficiently addressing Company objectives.

#### **Committees of the Board of Directors**

The Board has three standing committees: the audit committee, the compensation committee and the nominating and corporate governance committee. The Board has adopted a written charter for each of these committees, which sets out the functions and responsibilities of each committee. The charters of these committees are available in their entirety on the Company's website, [www.texasroadhouse.com](http://www.texasroadhouse.com). Please note, however, that the information contained on the website is not incorporated by reference in, or considered to be a part of, this proxy statement.

*Audit Committee.* As described in its charter, the audit committee assists our Board in fulfilling its oversight responsibility relating to: (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independence and performance of the Company's internal and external auditors and (iv) the Company's internal controls and financial reporting practices. The audit committee is also required to pre-approve all audit and permitted non-audit services provided by our independent auditors. The audit committee reviews all of the Company's earnings press releases and Quarterly and Annual Reports on Form 10-Q and Form 10-K prior to filing with the Securities and Exchange Commission ("SEC"). The audit committee is also responsible for producing an annual report on its activities for inclusion in this proxy statement. All of the members of the audit committee are "independent," as that term is defined in the listing standards under NASDAQ Marketplace Rule 5605(a)(2) and meet the criteria for independence under the Sarbanes-Oxley Act of 2002 and the rules adopted by the SEC. The audit committee is currently comprised of Messrs. Moore, Parker and Ramsey and is chaired by Mr. Moore. The Board evaluated the credentials of and designated Mr. Moore as an "audit committee financial expert" as required by Section 407 of the Sarbanes-Oxley Act of 2002. The audit committee met 15 times during the fiscal year 2011.

*Compensation Committee.* As described in its charter, the compensation committee: (i) assists the Board in fulfilling its responsibilities relating to the design, administration and oversight of employee compensation programs and benefit plans of the Company's executive officers, (ii) discharges the Board's duties relating to the compensation of the Company's directors and (iii) reviews the

performance of the Company's executive officers. The compensation committee is also responsible for reviewing and discussing with management the Compensation Discussion and Analysis in this proxy statement and recommending its inclusion in this proxy statement to the Board. All of the members of the compensation committee are "independent" under all applicable rules, including the listing standards under NASDAQ Marketplace Rule 5605(a)(2) and the requirements of the SEC. The members of the compensation committee are Messrs. Hart, Moore, Parker, Ramsey and Zarley. Mr. Parker chairs the committee. The compensation committee met three times during the fiscal year 2011.

*Nominating and Corporate Governance Committee.* As described in its charter, the nominating and corporate governance committee assists our Board in: (i) identifying individuals qualified to become Board members and recommending nominees to the Board either to be presented at the annual meeting or to fill any vacancies, (ii) considering and reporting periodically to the Board on matters relating to the identification, selection and qualification of director candidates and (iii) developing and recommending to the Board a set of corporate governance principles. The nominating and corporate governance committee has no diversity policy; however, the committee considers the diversity of skills and professional experience of the persons it identifies as qualified to be Board members. The nominating committee routinely evaluates the size and composition of the Board and the variety of professional expertise represented by the Board members in relation to the Company's business. All of the members of the nominating and corporate governance committee are "independent" under all applicable rules, including the listing standards under NASDAQ Marketplace Rule 5605(a)(2) and the requirements of the SEC. The members of the nominating and corporate governance committee are Messrs. Hart, Moore, Parker and Zarley. Mr. Moore chairs the committee. The nominating and corporate governance committee met three times during the fiscal year 2011.

#### **Policy Regarding Consideration of Candidates for Director**

The nominating and corporate governance committee will consider timely stockholder recommendations for director nominees at the 2013 Annual Meeting if stockholders comply with the requirements of the Company's by-laws. A copy of the by-laws is available on the Company's website, [www.texasroadhouse.com](http://www.texasroadhouse.com). To be considered timely and to be included in our proxy statement and related proxy for the 2013 Annual Meeting, stockholders should submit nominations, if any, no later than December 7, 2012, to the Company's Corporate Secretary, at 6040 Dutchmans Lane, Louisville, Kentucky 40205. Stockholder nominations should include, among other items, the name of the candidate, age, contact information, present principal occupation or employment, qualifications and skills, background, last five year's employment and business experience, a description of current or previous service as director of any corporation or organization, other relevant biographical information and the nominee's consent to service on the Board. A stockholder nominee will be requested to complete a detailed questionnaire in the form that current directors and officers complete.

The nominating and corporate governance committee may consider such other factors as it may deem are in the best interest of the Company and its stockholders. The manner in which the nominating and corporate governance committee evaluates a potential nominee will not differ based on whether the nominee is recommended by a stockholder of the Company.

The Company does not pay a third-party fee to assist in identifying and evaluating nominees, but the Company does not preclude the potential for using such services if needed as may be determined at the discretion of the nominating and corporate governance committee.

#### **Compensation of Directors**

As described more fully below, the following table summarizes the total compensation paid or accrued for fiscal year 2011 for each of the non-employee directors.

## Director Compensation Table

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Grant Date Fair Value of Stock Awards (\$)(1) (c)	Total (\$) (d)
Martin T. Hart . . . . .	29,500	—	29,500
Gregory N. Moore . . . . .	80,000	—	80,000
James F. Parker . . . . .	36,500	—	36,500
James R. Ramsey . . . . .	33,000	—	33,000
James R. Zarley . . . . .	29,000	—	29,000

(1) No stock grants or option awards were made during the period of time covered by this table.

Non-employee directors each receive an annual fee of \$12,500. The chairperson of the audit committee receives an additional annual fee of \$20,000. Each non-employee director receives \$2,000 for each Board meeting he or she attends in person and \$500 for each Board meeting he or she participates in telephonically. Additionally, each non-employee director receives \$1,000 for each committee meeting he or she attends in person and \$500 for each committee meeting he or she participates in telephonically. Occasionally, board members serve on temporary committees for which they also receive meeting fees and annual fees.

In February 2010, the non-employee directors were each granted 15,000 restricted stock units, where each unit represents the conditional right to receive one share of our common stock upon satisfaction of the vesting requirements. The restricted stock units vested in 50% increments each year over two years. In January 2012, the non-employee directors were each granted 25,500 restricted stock units, where each unit represents the conditional right to receive one share of our common stock upon satisfaction of the vesting requirements. Those restricted stock units vest in one-third increments each year over three years.

Upon a change in control, each director's unvested restricted stock units, if any, will become vested five days prior to the date of the transaction which results in the change of control.

### Code of Ethics

The Board has approved and adopted a Code of Business Conduct and Ethics that applies to all directors, officers and employees, including the Company's principal executive officer and the principal financial officer. The Code of Business Conduct and Ethics is available in its entirety on the Company's website, [www.texasroadhouse.com](http://www.texasroadhouse.com). The Company intends to post amendments to, or waivers from, its Code of Business Conduct and Ethics, if any, that apply to the principal executive officer and the principal financial officer on its website.

## PROPOSAL 2 RATIFICATION OF INDEPENDENT AUDITORS

Pursuant to its charter, the audit committee has appointed the firm of KPMG LLP to serve as the independent auditors to audit the financial statements and the internal control over financial reporting of the Company for the fiscal year which ends on December 25, 2012. Accordingly, a resolution will be presented at the Annual Meeting to ratify the appointment of KPMG LLP. If the stockholders fail to ratify the appointment of KPMG LLP, the audit committee will reconsider such appointment. Even if the appointment is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm as the Company's independent auditors at any time during the year if the audit committee believes that such a change would be in the best interests

of the Company and its stockholders. One or more representatives of KPMG LLP are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

**Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF KPMG LLP AS THE COMPANY’S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2012.**

## AUDIT COMMITTEE REPORT

The audit committee of the Board is composed of three directors, all of whom meet the criteria for independence under the applicable NASDAQ and SEC rules and the Sarbanes-Oxley Act. The committee acts under a written charter adopted by the Board, a copy of which is available on the Company's website at [www.texasroadhouse.com](http://www.texasroadhouse.com).

The purpose of the audit committee is to assist the Board in its general oversight of the Company. The primary responsibilities of the audit committee are to oversee and monitor the integrity of the Company's financial reporting process, financial statements and systems of internal controls; the Company's compliance with legal and regulatory requirements; the independent auditors' qualifications, independence and performance; and the performance of the Company's internal audit function. The audit committee is responsible for the selection, retention, supervision and termination of the independent auditors, including resolving disagreements between management and the independent auditors. The audit committee is also responsible for overseeing the adequacy of the authority, responsibilities and functions of the Company's internal audit department and for monitoring the Company's risk assessment and risk management practices.

The audit committee is not responsible for conducting reviews of auditing or accounting procedures. Management of the Company has primary responsibility for preparing the Company's financial statements and for the Company's financial reporting process, including primary responsibility for establishing, maintaining and evaluating the effectiveness of internal control over financial reporting. The Company's independent auditors are responsible for auditing and reporting on the conformity of the Company's consolidated financial statements to accounting principles generally accepted in the United States. The independent auditors are also responsible for auditing and reporting on the effectiveness of the Company's internal control over financial reporting. The audit committee serves a board-level oversight role in which it provides advice, counsel and direction to management, internal audit and the independent auditors on the basis of the information it receives, discussions with the independent auditors and the experience of the audit committee's members in business, financial and accounting matters.

In this context, the audit committee has prepared the following report on its activities and with respect to the Company's audited financial statements for the fiscal year ended December 27, 2011 (the "Audited Financial Statements").

- The audit committee met 15 times during the fiscal year 2011. The committee's meetings included private sessions with the Company's independent auditors and internal auditor, as well as executive sessions consisting of only committee members. The committee also met periodically in private sessions with the Company's Chief Financial Officer and the Company's General Counsel;
- The audit committee reviewed the certification process for the Company's Code of Business Conduct and Ethics, and the corresponding results.
- The audit committee reviewed the scope, plans and results of the testing performed by the Company's internal auditors and independent auditors in their assessments of internal control over financial reporting;
- The audit committee reviewed the matters submitted to it via the Company's whistleblower hotline regarding concerns about allegedly questionable financial, accounting or auditing matters;
- The audit committee reviewed with management, including the internal auditor and the General Counsel, and the independent auditors, the Company's practices with respect to risk assessment and risk management. The overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs were also reviewed;

- The audit committee reviewed and discussed the Company's Audited Financial Statements for the fiscal year 2011 with management;
- On a quarterly basis, the audit committee discussed with KPMG LLP, the Company's independent auditors for the fiscal year 2011, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees;
- The audit committee received from the independent auditors the written disclosures and the letter from KPMG LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the audit committee concerning independence, and has discussed with the independent auditor the independent auditor's independence;
- The audit committee reviewed the selection, application and disclosure of critical accounting policies;
- The audit committee reviewed the Company's earnings press releases prior to issuance;
- The audit committee reviewed the Company's Quarterly and Annual Reports on Form 10-Q and Form 10-K prior to filing with the SEC; and
- Based on the review and discussion referred to above, and in reliance thereon, the audit committee recommended to the Board that the Audited Financial Statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2011, for filing with the SEC.

All members of the audit committee concur in this report.

Gregory N. Moore, Chair  
James F. Parker  
James R. Ramsey

#### **Fees Paid to the Independent Auditors**

We paid the following fees to KPMG LLP for fiscal years 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Audit Fees . . . . .	\$527,000	\$527,000
Audit-related Fees . . . . .	—	1,500
Tax Fees . . . . .	—	55,680
	<u>\$527,000</u>	<u>\$584,180</u>

#### **Audit Fees**

KPMG LLP charged \$527,000 in both fiscal years 2011 and 2010 for audit fees. These include professional services in connection with the audit of the Company's annual financial statements and its internal control over financial reporting. They also include reviews of the Company's financial statements included in the Company's Quarterly and Annual Reports on Form 10-Q and Form 10-K and for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal years shown.

#### **Audit-related Fees**

KPMG LLP did not charge the Company for any audit-related services in fiscal year 2011. KPMG LLP charged \$1,500 in fiscal year 2010 for professional services related to reviews of specific

restaurants' sales for licensing purposes. Both the retention of KPMG LLP for these services and the budget for these services were pre-approved by the audit committee.

#### Tax Fees

KPMG LLP did not charge the Company for any tax consulting services in fiscal year 2011. KPMG LLP charged \$55,680 in fiscal year 2010 for tax consulting services related to structuring the Company's international business operations. Both the retention of KPMG LLP for these services and the budget for these services were pre-approved by the audit committee.

#### Pre-approval Policies and Procedures

The audit committee pre-approved all audit, audit-related and permissible non-audit services provided to the Company by KPMG LLP before management engaged the auditors for those purposes. The policy of the committee is to review all engagement letters for accounting firms for non-audit services while allowing the Company to enter into the agreements, but to specifically pre-approve all services to be provided by the firm which performs the annual audit of the Company's financial statements and internal control over financial reporting.

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The audit committee's charter provides that the audit committee will review and approve any transactions between us and any of our executive officers, directors and 5% stockholders, or any members of their immediate families, in which the amount involved exceeds the threshold limits established by the regulations of the SEC. In reviewing a related-party transaction, the audit committee considers the material terms of the transaction, including whether the terms are generally available to an unaffiliated third party under similar circumstances. Except as specifically noted, the transactions described below were entered into before our initial public offering and the subsequent formation of the audit committee.

## Grants of Franchise or License Rights

We have licensed or franchised restaurants to companies owned in part by the executive officers listed below. We believe that allowing our executive officers to maintain ownership interests in our restaurants makes them more invested in the overall success of the brand. The licensing or franchise fees paid by these companies to us range from 0.0% to 3.5% of restaurant sales.

Restaurant	Name and Ownership	Initial Franchise Fee	Royalty Rate	Fees Paid to Us in Fiscal 2011 (\$ in thousands)
Billings, MT . . . . .	W. Kent Taylor (55.0%) Scott M. Colosi (2.0%)	—	3.5%	161.8
Bossier City, LA . . . . .	Steven L. Ortiz (66.0%)	—	3.5%	165.0
Brownsville, TX . . . . .	G.J. Hart (61.23%)(1) Steven L. Ortiz (30.61%)	—	3.5%	176.9
Everett, MA . . . . .	W. Kent Taylor (59.0%)	—	3.5%	219.3
Fargo, ND . . . . .	G.J. Hart (83.84%)(1) Scott M. Colosi (5.05%)	—	3.5%	160.4
Lexington, KY(2) . . . . .	W. Kent Taylor (10.0%)		2.0%	83.6
Longmont, CO . . . . .	Steven L. Ortiz (47.5%)	—	3.5%	108.8
McKinney, TX . . . . .	G.J. Hart (30.0%)(1) Steven L. Ortiz (30.0%) Scott M. Colosi (2.0%)	—	3.5%	149.4
Melbourne, FL(3) . . . . .	W. Kent Taylor (34.0%)	—	—	93.7
Muncie, IN(4) . . . . .	W. Kent Taylor (11.48%)	—	\$50,000 per year	50.0
New Berlin, WI . . . . .	G.J. Hart (30.0%)(1) Steven L. Ortiz (30.0%) Scott M. Colosi (2.0%)	—	3.5%	105.9
Omaha, NE . . . . .	G.J. Hart (68.68%)(1) Scott M. Colosi (10.99%)	—	3.5%	157.2
Port Arthur, TX . . . . .	W. Kent Taylor (30.0%) G.J. Hart (30.0%)(1) Steven L. Ortiz (30.5%) Scott M. Colosi (3.0%)	—	3.5%	167.7
Temple, TX . . . . .	Steven L. Ortiz (78.0%)	—	3.5%	131.9
Wichita, KS . . . . .	W. Kent Taylor (48.1%) Scott M. Colosi (4.0%)	—	3.5%	239.5

(1) Mr. Hart was an executive officer until his resignation on August 17, 2011.

(2) Licensed restaurant which opened in January 1995.

(3) Licensed restaurant which opened in September 1996. In lieu of royalties, the entity pays supervision fees.

(4) Licensed restaurant which opened in November 1996.

We have entered into a preliminary franchise agreement with a company which is 95% owned by W. Kent Taylor to develop a restaurant at a location which is to be determined. The terms of the preliminary franchise agreement provide for no initial franchise fees and royalties of 3.5% of restaurant sales. During 2011, we received no payment from this franchise restaurant, as none was due. The executive officers will not be granted any additional franchise rights.

The franchise agreements and preliminary franchise agreements that we have entered into with our executive officers, directors and 5% stockholders contain the same terms and conditions as those agreements that we enter into with our other domestic franchisees, with the exception of the initial franchise fees and the royalty rates, which are currently \$40,000 and 4.0%, respectively, for our other domestic franchisees. With the exception of the Lexington, KY, Melbourne, FL and Muncie, IN licensed restaurants, we have the contractual right, but not the obligation, to acquire the restaurants owned by our executive officers, directors and 5% stockholders based on a pre-determined valuation formula which is the same as the formula contained in the domestic franchise agreements that we have entered into with other franchisees with whom we have such rights. A preliminary agreement for a franchise may be terminated if the franchisee does not identify and obtain our approval of its restaurant management personnel, locate and obtain our approval of a suitable site for the restaurant or does not demonstrate to us that it has secured necessary capital and financing to develop the restaurant. Once a franchise agreement has been entered into, it may be terminated if the franchisee defaults in the performance of any of its obligations under the agreement, including its obligations to operate the restaurant in strict accordance with our standards and specifications. A franchise agreement may also be terminated if a franchisee becomes insolvent, fails to make its required payments, creates a threat to the public health or safety, ceases to operate the restaurant or misuses the Texas Roadhouse trademarks.

### **Other Related Transactions**

The Longview, Texas restaurant, leases the land and restaurant building from an entity controlled by Steven L. Ortiz, our Chief Operating Officer. The lease is for 15 years and will terminate in November 2014. We can renew the lease for two additional periods of five years each. Rent is approximately \$19,000 per month. The lease can be terminated if the tenant fails to pay the rent on a timely basis, fails to maintain the insurance specified in the lease, fails to maintain the building or property or becomes insolvent. Total rent payments for 2011 were approximately \$224,000.

The Bossier City, Louisiana restaurant, of which Steven L. Ortiz beneficially owns 66.0% and we own 5.0%, is leased from an entity owned by Mr. Ortiz. The lease is for 15 years and will terminate on March 31, 2020. We can renew the lease for three additional periods of five years each. Rent is approximately \$16,600 per month and escalates 10% each five years during the term. The lease can be terminated if the tenant fails to pay rent on a timely basis, fails to maintain insurance, abandons the property or becomes insolvent. The tenant's obligation to pay rent commenced in April 2005 and total rent payments for 2011 were approximately \$199,000. The audit committee ratified this transaction in February 2005 after considering market rentals of comparable land and building leases and considering our limited ownership interest. Additionally, the audit committee requested that we attempt to purchase the land and building from Mr. Ortiz' entity in the event the restaurant is ever acquired by us.

We entered into real estate lease agreements for franchise restaurants located in Everett, MA, of which W. Kent Taylor beneficially owns 59.0%, Longmont, CO, of which Steven L. Ortiz owns 47.5%, and Fargo, ND, of which G.J. Hart owns 83.84% and Scott M. Colosi owns 5.05%, before our granting franchise rights for those restaurants. We have subsequently assigned the leases to the franchisees, but we remain contingently liable if a franchisee defaults under the terms of a lease. The Longmont lease expires in May 2014, the Everett lease expires in February 2018 and the Fargo lease expires in July 2016.

**PROPOSAL 3**  
**ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION**

The Board of Directors requests stockholder approval of the compensation of the Company's Named Executive Officers as described in the Compensation Discussion and Analysis, the Executive Compensation section and the other related executive compensation tables and related discussions in this proxy statement. As an advisory vote, the outcome of the voting on this proposal is not binding upon the Company; however, the compensation committee, which is responsible for establishing and administering the Company's executive compensation program, values the opinions expressed by stockholders on this proposal and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers.

The objective of the compensation committee in setting and evaluating the compensation of our Named Executive Officers is to promote the sustained profitability of the Company. Toward that end, we seek to attract and retain talented people and to align the interests of our executive officers with those of our stockholders by tying a significant amount of each officer's compensation to the overall performance of the Company. We also seek to provide those officers with a compensation package that is competitive with comparable positions in similar industries. As a result, compensation for the Named Executive Officers is divided into three key components: (1) base salary, which provides a secure base of compensation and serves to motivate and retain our Named Executive Officers; (2) an incentive bonus, which rewards our Named Executive Officers for the success of the Company as measured by growth in the Company's earnings per diluted share, and for each officer's individual contribution to that success; and (3) grants of restricted stock units, which offer the Named Executive Officers a financial interest in the long-term success of the Company and align their interests with those of our stockholders.

This structure, along with the culture and values of our Company, allows the Company to attract and retain top talent, while also encouraging our officers to keep their focus on key strategic financial and operational goals. The Board was pleased to receive stockholder approval of the compensation packages of our Named Executive Officers in the advisory vote at the prior Annual Meeting and again requests approval of the compensation packages of our Named Executive Officers.

**Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE EXECUTIVE COMPENSATION DETAILED IN THIS PROXY STATEMENT.**

## COMPENSATION DISCUSSION AND ANALYSIS

### Compensation Overview and Philosophy

We entered into new employment agreements (the “2012 Employment Agreements”) with W. Kent Taylor, Scott M. Colosi, Steven L. Ortiz, G. Price Cooper, IV and Jill Marchant, our continuing Named Executive Officers, on January 6, 2012, each of which expires on January 7, 2015. During fiscal year 2011, each of W. Kent Taylor, Scott M. Colosi, Steven L. Ortiz, Gerard J. Hart (former President and CEO) and Sheila C. Brown (former General Counsel and Corporate Secretary) were party to employment agreements dated January 14, 2008, and amended on February 18, 2010, for a term expiring on January 7, 2012 (the “2008 Employment Agreements”). Also during fiscal year 2011, each of G. Price Cooper, IV and Jill Marchant were party to employment agreements dated January 8, 2010 and August 31, 2011, respectively.

Each officer’s 2012 Employment Agreement establishes a base salary which is to remain constant throughout the term of the agreement, and an incentive bonus amount based on the achievement of defined goals to be established by the compensation committee. Each officer’s 2012 Employment Agreement also provides for the grant of restricted stock units, which grant the officers the conditional right to receive shares of our common stock upon vesting. Each officer has agreed not to compete with us during the term of his or her employment and for a period of two years following his or her termination of employment, unless the officer’s employment is terminated without cause following a change in control, in which case the officer has agreed not to compete with us through the date of the last payment of the officer’s severance payments. The 2012 Employment Agreements contain a “clawback” provision that enables the Company to seek reimbursement to the Company of any compensation paid to any Named Executive Officer which is required to be recovered by any law, governmental regulation or order, or stock exchange listing requirement.

The underlying philosophy reflected in the 2012 Employment Agreements was to provide the Named Executive Officers with a compensation package which, in total, would promote the sustained profitability of the Company and align the interests of our executive officers with those of our stockholders by tying a significant amount of each officer’s compensation to the overall performance of the Company. The compensation packages contained in those agreements also reflect a pragmatic response to external market conditions; that is, compensation that is competitive with comparable positions in similar industries, including the casual dining sector of the restaurant industry, but which is reasonable and in the best interests of our stockholders. We believe that the overall design of the compensation packages, along with the culture and values of our Company, allows us to attract and retain top talent, while also keeping the Named Executive Officers focused on both long-term business development and short-term financial growth.

The compensation committee did not use a compensation consultant in determining the compensation packages under the 2012 Employment Agreements, and did not apply a set formula for allocating between cash and equity in developing the total compensation packages. Rather, the compensation committee applied the business judgment of the committee members to design compensation packages for the Named Executive Officers based on the specific philosophies described herein taking into account all surrounding facts and circumstances. In deciding to continue with our existing executive compensation practices, our compensation committee considered that the holders of over 99.4% of the votes cast at our 2011 Annual Meeting on an advisory basis approved the compensation of our named executive officers as disclosed in the proxy statement for that Annual Meeting. While the compensation committee consulted with each of the executive officers in advance of the final approval of the 2012 Employment Agreements, none of the executive officers, including Mr. Taylor, participated in the creation of the compensation packages contained therein.

## Elements of Compensation

### Base Salary

Base salaries for our Named Executive Officers are designed to provide a secure base of compensation which will be effective in motivating and retaining key executives. The actual amounts paid to each Named Executive Officer during the fiscal year 2011 pursuant to the 2008 Employment Agreements, as adjusted by raises received by each of the continuing Named Executive Officers in connection with increased responsibilities during 2011, are more fully described in “Executive Compensation.”

Each officer’s 2012 Employment Agreement establishes an annual salary as shown in the table below which is to remain constant throughout the term of the agreement.

	Annual Salary (\$)
W. Kent Taylor . . . . .	525,000
Chairman, Chief Executive Officer	
Scott M. Colosi . . . . .	400,000
President	
Steven L. Ortiz . . . . .	480,000
Chief Operating Officer	
G. Price Cooper, IV . . . . .	250,000
Chief Financial Officer	
Jill Marchant . . . . .	225,000
General Counsel	

### Incentive Bonus

Incentive bonuses are designed to reward our Named Executive Officers for the success of the Company, as measured by growth in the Company’s earnings per diluted share (“EPS”), and for each officer’s individual contribution to that success. It is our belief that a significant amount of each officer’s compensation should be tied to the performance of the Company.

Under the 2008 Employment Agreements, the compensation committee established a new target for the Named Executive Officers under the incentive compensation program each year. In February 2011, a target of ten percent EPS growth was approved. The annual target represented management’s estimate of a fair long-term growth goal, balancing year-over-year growth for the prior three fiscal years and the desire to increase stockholder value with the uncertainty of the macroeconomic environment. Depending on the level of achievement of the EPS target each year, the bonus could be reduced to a minimum of \$0 or increased to a maximum of two times the base amount. The base, minimum and maximum amounts payable to each officer are shown in the table below. Each one percent change from the EPS target results in an increase or decrease of ten percent to the base bonus amount within the range specified. For example, if we achieved 11% EPS growth, the bonus payable would have been 110% of the base bonus amount. Conversely, if we achieved nine percent the bonus payable would have been 90% of the base bonus amount. The annual target could be adjusted for acquisitions or divestitures, accounting changes and other extraordinary events as noted by the compensation committee. No such adjustments were made to the 2011 annual target, and in February 2012, bonuses were paid to the officers at 107% of the base amount, based on actual EPS achieved during fiscal year 2011. The actual amounts earned by each Named Executive Officer during fiscal year 2011 are more fully described in “Executive Compensation.”

For 2012, the compensation committee has established a two-pronged approach to tying the incentive compensation to Company performance. Under this approach, 50% of the target incentive

bonus is awarded based on whether the Company achieves an annual EPS growth target established by the committee. The other 50% is based on a profit sharing pool comprised of 1.5% of the Company's pre-tax profits (income before taxes minus income attributable to non-controlling interests, as reported in our audited financial statements), which pool will be distributed among our Named Executive Officers and certain other members of the Company's senior management. Depending on the level of achievement of the EPS target each year, 50% of the incentive bonus may be reduced to a minimum of \$0 or increased to a maximum of two times the base amount. Each one percent change from the EPS target results in an increase or decrease of ten percent to the portion of the base bonus attributable to the achievement of the EPS growth target. For example, if we achieve 11% EPS growth, the bonus payable would be 110% of the portion of the base bonus attributable to the achievement of the EPS growth target. Conversely, if we achieve nine percent the bonus payable would be 90% of the portion of the base bonus attributable to the achievement of the EPS growth target. The remaining 50% of the officers' incentive bonus will fluctuate directly with Company pre-tax profits. The annual profit sharing component allows the Named Executive Officers to participate in a profit sharing pool with other members of the Company's management team. By allowing this level of participation in the Company's overall profits, the committee encourages responsible growth and aligns the interests of the officers with those of other management employees in the Company. This portion of the incentive bonus may be reduced to a minimum of \$0 if the Company ceases to be profitable, and may be increased to a maximum of two times the base amount established for each individual participant. Both portions of the incentive bonus can be adjusted by the compensation committee for acquisitions or divestitures, accounting changes and other extraordinary costs.

We pay bonuses on a quarterly basis, based upon achievement of quarterly targets that equal, in the aggregate, the annual target.

#### **Executive Incentive Compensation for the Fiscal Year 2012**

<u>Name</u>	<u>Base Bonus \$</u>	<u>Minimum Bonus \$</u>	<u>Maximum Bonus \$</u>
W. Kent Taylor . . . . .	525,000	—	1,050,000
Scott M. Colosi . . . . .	300,000	—	600,000
Steven L. Ortiz . . . . .	480,000	—	960,000
G. Price Cooper, IV . . . . .	150,000	—	300,000
Jill Marchant . . . . .	100,000	—	200,000

#### **Stock Awards**

Prior to fiscal year 2008, we made equity awards in the form of stock options, some of which remain outstanding as noted in the Outstanding Equity Awards table below. Currently, we make equity awards in the form of restricted stock units, which represent the conditional right to receive one share of our common stock upon satisfaction of the vesting requirements.

We believe that restricted stock units offer the Named Executive Officers a financial interest in the Company and align their interests with those of our stockholders. The value of a restricted stock unit is dependent upon the price of our common stock on the date of vesting. Therefore, a recipient of a restricted stock unit is motivated to improve the Company's performance in the hope that the performance will be reflected by the stock price. Restricted stock units also serve to retain the Named Executive Officers as they vest over a period of time. The number of restricted stock units granted to each officer reflects each officer's job responsibilities and individual contribution to the success of the Company.

The number of restricted stock units granted under the original 2008 Employment Agreements and the amendments thereto are shown in the table below. Each of the grants under the original 2008

Employment Agreements vested in 25% increments each January 7 over a four-year period ending on January 7, 2012. The grants under the amendments to the 2008 Employment Agreements were made on January 8, 2011 and will vest on January 7, 2013. Mr. Taylor requested that he not be granted any restricted stock units under his 2008 Employment Agreement, and the compensation committee honored his request.

On August 17, 2011, we entered into an agreement with G.J. Hart, our former President and Chief Executive Officer whereby Mr. Hart would be available to provide consulting services to us from August 17, 2011 through January 2, 2012. As consideration for that agreement, our Board of Directors accelerated the vesting of a grant of 60,000 restricted stock units from January 7, 2012 to January 2, 2012. The agreement also provided for partial payment of health insurance premiums through December 31, 2011. The Board further agreed to payment of Mr. Hart's cash incentive bonus pro-rated to the date of his resignation.

On November 17, 2011, we entered into an agreement with Sheila C. Brown, our former General Counsel and Corporate Secretary, whereby Ms. Brown will be available to provide consulting services to us from January 8, 2012 through January 7, 2013. As consideration for that agreement, she will receive \$2,500 per month. In consideration of and subject to her continued service to the Company, our Board of Directors will also allow the vesting of 25,000 restricted stock units which were granted to Ms. Brown pursuant to her 2008 Employment Agreement, which are due to vest on January 7, 2013.

	Restricted Stock Units granted pursuant to original 2008 Employment Agreements	Restricted Stock Units granted pursuant to Amendments to 2008 Employment Agreements
G.J. Hart . . . . .	240,000	—(1)
Scott M. Colosi . . . . .	125,000	41,667
W. Kent Taylor . . . . .	—	—
Steven L. Ortiz . . . . .	175,000	58,333
Sheila C. Brown . . . . .	75,000	25,000

(1) Mr. Hart was originally granted 80,000 restricted stock units under the amendment to his 2008 Employment Agreement, which shares were forfeited upon his resignation.

The 2012 Employment Agreements provide for a grant to each officer of restricted stock units in the amounts set forth below on January 8, 2012, which stock will vest in  $\frac{1}{3}$  increments each January 7 over a three-year period ending on January 7, 2015.

	Restricted Stock Units granted pursuant to 2012 Employment Agreements
W. Kent Taylor . . . . .	210,000
Scott M. Colosi . . . . .	150,000
Steven L. Ortiz . . . . .	180,000
G. Price Cooper, IV . . . . .	75,000
Jill Marchant . . . . .	45,000

### Separation and Change in Control Arrangements

The 2012 Employment Agreements provide that, except in the event of a change in control, the employment agreements with Messrs. Taylor and Ortiz provide that no severance will be paid to either of them upon termination of employment, but each is entitled to receive a gift of a crisp \$100 bill if his

employment is terminated by the Company without cause before the end of the term. Except in the event of a change in control, the employment agreements with Mr. Colosi, Mr. Cooper and Ms. Marchant provide that if the Company terminates their employment without cause before the end of the term, and if the officer signs a release of all claims against the Company, the Company will pay a severance payment equal to any bonus for a quarter or year already ended (even if not yet paid at termination), plus the officer's base salary for a period of 180 days, and payment of a fixed sum (\$150,000 for Mr. Colosi, \$75,000 for Mr. Cooper, and \$50,000 for Ms. Marchant). Similar payments are due to the officers if employment is terminated by reason of death or disability before the end of the term. The salary component of the severance payments is subject to deductions and withholdings and is to be paid to the officers in periodic installments in accordance with our normal payroll practices. The fixed sum is paid in a single lump sum, and any bonus component of the severance payments for a performance period that ended before termination is to be paid on the same date as the payment would have been made had his or her employment not been terminated.

The 2012 Employment Agreements also provide that if the officer's employment is terminated other than for cause following a change in control, or if the officer resigns for good reason following a change in control because he or she is required to relocate, the Company's successor does not agree to be bound by the agreement, or the officer's responsibilities, pay or total benefits are reduced, such officer will receive severance payments in an amount equal to the officer's base salary and incentive bonus for a period which is the longer of the remainder of the term of the agreement or one year. In addition, the officer's unvested stock options or other stock awards, if any, will become vested as of the date of termination. The payments and acceleration of vesting of the stock options or other stock awards are contingent upon the officer signing a full release of claims against us. The salary component of the severance payments is subject to deductions and withholdings and is to be paid to the officers in periodic installments in accordance with our normal payroll practices or in a lump sum at the discretion of the compensation committee and in compliance with Section 409A of the Internal Revenue Code. The bonus component of the severance payments to the officers is to be paid on the same date as the payment would have been made had his or her employment not been terminated.

The estimated amounts that would be payable to a Named Executive Officer under these arrangements are more fully described in "Termination, Change of Control and Change of Responsibility Payments."

#### **COMPENSATION COMMITTEE REPORT**

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on such review and discussions, the compensation committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 27, 2011.

All members of the compensation committee concur in this report.

James F. Parker, Chair  
Martin T. Hart  
Gregory N. Moore  
James R. Ramsey  
James R. Zarley

#### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The compensation committee of the Board is comprised of Messrs. Hart, Moore, Parker, Ramsey and Zarley, each a non-employee director of the Company. None of our executive officers serve on the

compensation committee or board of directors of any other company of which any members of our compensation committee or any of our directors is an executive officer.

#### **EXECUTIVE COMPENSATION**

The following table sets forth the total compensation paid or accrued for the fiscal years 2011, 2010 and 2009 for W. Kent Taylor, our Chairman and Chief Executive Officer, Scott M. Colosi, our President for a portion of 2011 and our Chief Financial Officer for a portion of 2011, G. Price Cooper, IV, our Chief Financial Officer for a portion of 2011, and Gerard J. Hart our former President and Chief Executive Officer. It also includes such information for each of our three other most highly compensated executive officers as those positions varied during 2011.

On August 17, 2011, Gerard J. Hart resigned his positions as President and Chief Executive Officer, and resigned as a member of our Board of Directors. Following Mr. Hart's resignation, the Board appointed W. Kent Taylor as Chief Executive Officer (in addition to his existing role as Chairman), Scott M. Colosi as President, and G. Price Cooper, IV as Chief Financial Officer. In recognition of their increased responsibilities as a result of these appointments, the compensation committee approved an increase in their base salaries effective as of August 17, 2011. On November 17, 2011, Sheila C. Brown resigned her positions as General Counsel and Corporate Secretary, which resignation was effective as of the close of business on November 31, 2011. The Board appointed Jill Marchant as General Counsel effective December 1, 2011. Ms. Brown retired from her employment with the Company at the close of business on January 7, 2012.

### Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus \$(1) (d)	Grant Date Fair Value of Stock Awards \$(2) (e)	Non-equity Incentive Plan Compensation (\$) (f)	All Other Compensation (\$) (i)	Total (\$) (g)
W. Kent Taylor . . . . .	2011	300,000	—	—	305,800	9,000	614,800
Chairman, Chief Executive	2010	300,000	—	—	380,800	9,000	689,800
Officer	2009	300,000	—	—	400,000	9,000	709,000
G.J. Hart(3) . . . . .	2011	440,769	—	1,388,800	912,739	6,700	2,749,008
former President, Chief	2010	600,000	—	—	1,142,400	9,000	1,751,400
Executive Officer	2009	600,000	—	—	1,200,000	9,000	1,809,000
Scott M. Colosi . . . . .	2011	334,615	200	723,339	388,019	9,000	1,455,173
President (formerly Chief	2010	300,000	200	—	476,000	9,000	785,200
Financial Officer)	2009	300,000	200	—	500,000	9,000	809,200
G. Price Cooper, IV(4) . . . . .	2011	217,961	200	—	132,556	9,000	359,717
Chief Financial Officer							
Steven L. Ortiz . . . . .	2011	460,000	200	1,012,661	611,600	9,000	2,093,461
Chief Operating Officer	2010	460,000	—	—	761,600	9,000	1,230,600
	2009	460,000	—	—	800,000	9,000	1,269,000
Sheila C. Brown(5) . . . . .	2011	225,000	200	434,000	152,900	7,800	819,900
former General Counsel,	2010	225,000	200	—	190,400	7,800	423,400
Corporate Secretary	2009	225,000	200	—	200,000	7,800	433,000
Jill Marchant(6) . . . . .	2011	79,615	50,000(7)	16,256	25,000	12,328(8)	183,199
General Counsel							

- (1) Except as discussed in footnote (8) below, this column represents holiday bonus awards paid to the Named Executive Officers for the fiscal years ended December 27, 2011, December 28, 2010 and December 29, 2009.
- (2) Column (e) reflects the grant date fair value of the awards pursuant to the Company's equity incentive program in accordance with SFAS 123R. For restricted stock units, fair value is equal to the closing price of the company's common stock on the trading day immediately preceding the date of the grant, which was \$17.36 with respect to all of the grants except for Ms. Marchant's, which was \$14.36.
- The Company cautions that the amounts reported in the Summary Compensation Table for these awards may not represent the amounts that the Named Executive Officers will actually realize from the awards. Whether, and to what extent, a Named Executive Officer realizes value will depend on the Company's actual operating performance, stock price fluctuations and the Named Executive Officer's continued service with the Company. Additional information on all outstanding stock and option awards is reflected in the "Grants of Plan-Based Awards Table" and the "Outstanding Equity Awards at Fiscal Year End Table."
- (3) Mr. Hart resigned his position on August 17, 2011.
- (4) Mr. Cooper assumed the position of Chief Financial Officer on August 17, 2011. Prior to that date, he was employed as Vice President of Finance, a position he also held during fiscal years 2010 and 2009.
- (5) Ms. Brown resigned her executive officer positions effective as of the close of business on November 30, 2011, but continued to be employed by the Company through January 7, 2012.

- (6) Ms. Marchant assumed the position of General Counsel on December 1, 2011. Prior to that date, she was employed as Special Counsel, a position she held since August 15, 2011.
- (7) This amount represents a \$50,000 one-time relocation bonus.
- (8) This amount consists of a \$3,000 auto allowance (pro-rated from the annual allowance), \$4,146 in moving expenses, and \$5,182 in additional relocation assistance.

#### Grants of Plan-Based Awards in Fiscal Year 2011

The following table presents information with respect to grants of stock awards to the Named Executive Officers during fiscal year 2011.

**Grants of Plan-Based Awards Table**

Name (a)	Grant Date (b)	All Other Stock Awards: Number of Shares of Stock or Units (#)(1) (c)	Grant Date Fair Value of Stock and Option Awards \$(2) (d)
G.J. Hart(3) . . . . .	January 8, 2011	80,000	1,388,800
Scott M. Colosi . . . . .	January 8, 2011	41,667	723,339
W. Kent Taylor . . . . .	—	—	—
Steven L. Ortiz . . . . .	January 8, 2011	58,333	1,012,661
Sheila C. Brown . . . . .	January 8, 2011	25,000	434,000
G. Price Cooper, IV . . . . .	—	—	—
Jill Marchant . . . . .	November 7, 2011	1,132	16,256

(1) Each stock award listed in column (c) consists of restricted stock units, where each unit represents the conditional right to receive one share of our common stock upon satisfaction of vesting requirements. Each of Messrs. Colosi's and Ortiz's restricted stock units vest on January 7, 2013. Ms. Brown's restricted stock units will also vest on January 7, 2013, subject to the terms of her consulting agreement with the Company. Ms. Marchant's restricted stock units will vest on August 15, 2014. Mr. Hart's restricted stock units will not vest due to his resignation of his employment with the Company. See the "Compensation Discussion and Analysis" for the conditions of accelerated vesting upon termination of employment other than for cause.

(2) Column (d) reflects the grant date fair value of the awards pursuant to the Company's equity incentive program in accordance with SFAS 123R. For restricted stock units, fair value is equal to the closing price of the company's common stock on the trading day immediately preceding the date of the grant, which was \$17.36 with respect to the grants made on January 8, 2011, and \$14.36 with respect to the grant made on November 7, 2011.

The Company cautions that the amounts reported in the Grants of Plan-Based Awards Table for these awards may not represent the amounts that the Named Executive Officers will actually realize from the awards. Whether, and to what extent, a Named Executive Officer realizes value will depend on the Company's actual operating performance, stock price fluctuations and the Named Executive Officer's continued employment.

(3) Mr. Hart was originally granted 80,000 restricted stock units under the amendment to his 2008 employment agreement, but the terms of his Consulting Agreement do not contemplate the vesting of those shares.

## Outstanding Equity Awards

The following table presents information with respect to outstanding stock option and stock awards as of December 27, 2011 by the Named Executive Officers.

**Outstanding Equity Awards at Fiscal Year End Table**

Name (a)	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options Exercisable (#) (b)	Number of Securities Underlying Unexercised Options Unexercisable (#) (c)	Option Exercise Price (\$) (d)	Option Expiration Date(1) (e)	Number of Shares or Units of Stock That Have Not Vested (#)(2) (f)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3) (g)
W. Kent Taylor . . . . .	—	—	NA	NA	—	NA
Scott M. Colosi . . . . .	35	—	3.45	09/09/2012(i)	72,917(i)	1,103,234
	35		3.45	09/09/2012(ii)		
	35		3.45	09/09/2012(iii)		
	3,480		3.45	09/09/2012(i)		
	18,750		8.75	10/08/2014(iv)		
	95,000		8.75	10/08/2014(v)		
Steven L. Ortiz . . . . .	7,402		8.75	10/04/2014(vi)	102,083(ii)	1,544,516
	28,160		8.75	10/04/2014(vi)		
	57,000		8.75	10/08/2014(vii)		
	57,000		8.75	10/08/2014(iv)		
	171,000		8.75	10/08/2014(v)		
G. Price Cooper, IV . . . . .	—	—	NA	NA	10,000(iii)	151,300
Jill Marchant . . . . .	—	—	NA	NA	1,132(iv)	17,127
Sheila C. Brown . . . . .	—	—	NA	NA	43,750(v)	661,938
Gerard J. Hart . . . . .	175,000	—	8.75	10/08/2014(v)	60,000(vi)	907,800

(1) The option vesting dates are as follows:

- (i) 09/09/2006
- (ii) 09/09/2007
- (iii) 09/09/2008
- (iv) 10/08/2006
- (v) 10/08/2007
- (vi) 10/04/2005
- (vii) 10/08/2005

See the “Compensation Discussion and Analysis” for the conditions of accelerated vesting upon termination of employment other than for cause.

(2) The vesting schedule is as follows:

- (i) 31,250 shares on January 7, 2012 and 41,667 shares on January 7, 2013
- (ii) 43,750 shares on January 7, 2012 and 58,333 shares on January 7, 2013
- (iii) July 1, 2012

(iv) August 15, 2014

(v) 18,750 shares on January 7, 2012, pursuant to the terms of Ms. Brown's employment agreement, and 25,000 shares on January 7, 2013, pursuant to the terms of Ms. Brown's consulting agreement

(vi) 60,000 shares on January 2, 2012, pursuant to the terms of Mr. Hart's consulting agreement

See the Compensation Discussion and Analysis for the conditions of accelerated vesting upon termination of employment other than for cause.

(3) Market value was computed using the Company's closing stock price on December 27, 2011 of \$15.13 per share.

## Option Exercises

The following table presents information with respect to stock options exercised during the fiscal year ended December 27, 2011 by the Named Executive Officers.

**Option Exercises and Stock Vested Table**

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise \$(1) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting \$(2) (e)
W. Kent Taylor . . . . .	—	NA	—	NA
Scott M. Colosi . . . . .	—	NA	31,250	545,938
Steven L. Ortiz . . . . .	—	NA	43,750	764,313
G. Price Cooper, IV . . .	—	NA	—	NA
Jill Marchant . . . . .	—	NA	—	NA
Sheila C. Brown . . . . .			18,750	327,563
Gerard J. Hart . . . . .			60,000	1,048,200

(1) The value realized upon exercise of options represents the difference between the market value of the underlying securities at exercise and the exercise price of the options.

(2) The value realized upon vesting of restricted stock units represents the market value of the underlying shares on the vesting date.

## Termination, Change of Control and Change of Responsibility Payments

Mr. Hart resigned his positions as President and Chief Executive Officer, and as a member of the Board of Directors on August 16, 2011. In connection with Mr. Hart's resignation, the Company entered into an agreement with Mr. Hart, whereby Mr. Hart would be available to provide consulting services to us from August 17, 2011 through January 2, 2012. As consideration for that agreement, our Board of Directors accelerated the vesting of a grant of 60,000 restricted stock units from January 7, 2012 to January 2, 2012. The agreement also provided for partial payment of health insurance premiums through December 31, 2011. The Board further agreed to payment of Mr. Hart's cash incentive bonus pro-rated to the date of his resignation.

On November 17, 2011, we entered into an agreement with Sheila C. Brown, our former General Counsel and Corporate Secretary, whereby Ms. Brown will be available to provide consulting services to us from January 8, 2012 through January 7, 2013. As consideration for that agreement, she will receive \$2,500 per month. In consideration of and subject to her continued service to the Company, our Board of Directors will also allow the vesting of 25,000 restricted stock units which were granted to Ms. Brown pursuant to her 2008 Employment Agreement, which are due to vest on January 7, 2013.

The following table lists the estimated amounts payable to a Named Executive Officer if his or her employment had been terminated without cause unrelated to a change of control on December 27, 2011, the last day of our fiscal year, provided that each officer signed a full release of all claims against us.

#### Termination Payments Table

Name (a)	Estimated Payments \$(1) (b)	Estimated Value of Newly Vested Stock Awards \$(2) (c)	Total \$( (d)
W. Kent Taylor . . . . .	100	NA	100
Scott M. Colosi . . . . .	388,385	1,103,234	1,491,619
Steven L. Ortiz . . . . .	100	1,544,516	1,544,616
G. Price Cooper, IV . . . . .	186,513	151,300	337,813
Jill Marchant . . . . .	123,459	17,127	140,586

- (1) Messrs. Taylor and Ortiz were each entitled to a crisp \$100 bill upon the termination of their employment without cause. If the employment of Mr. Colosi had been terminated under those circumstances, he would have received the amount of his annual base salary then in effect (\$400,000) for 180 days, plus 50% of the bonus he earned (\$382,250) during the four quarters preceding the fourth quarter of the fiscal year 2011. If the employment of Mr. Cooper had been terminated under those circumstances, he would have received the amount of his annual base salary then in effect (\$250,000) for 180 days, plus 50% of the bonus he earned (\$126,450) during the four quarters preceding the fourth quarter of the fiscal year 2011. If the employment of Ms. Marchant had been terminated under those circumstances, she would have received the amount of her annual base salary then in effect (\$225,000) for 180 days, plus 50% of the bonus she earned (\$25,000) during the four quarters preceding the fourth quarter of the fiscal year 2011.
- (2) Except with respect to Mr. Taylor, who had no restricted stock units as of December 27, 2011, each officer's restricted stock units would have become immediately exercisable upon a termination of his or her employment without cause. The amounts shown in this column represent the value of the restricted stock units at the closing price of our common stock on December 27, 2011, which was \$15.13. The number of restricted stock units which would have vested on that date is shown in "Outstanding Equity Awards." None of the Named Executive Officers had unvested stock options as of December 27, 2011.

The following table lists the estimated amounts payable to a Named Executive Officer if his or her employment had been terminated without cause following a change of control, or if any of the officers had resigned his or her position for good reason following a change of control, on December 27, 2011, the last day of our fiscal year, provided that each officer signed a full release of all claims against us.

### Change in Control, Change in Responsibilities Payments Table

Name (a)	Estimated Payments \$(1) (b)	Estimated Value of Newly Vested Stock Awards \$(2) (c)	Total \$( (d)
W. Kent Taylor . . . . .	505,769	NA	505,769
Scott M. Colosi . . . . .	707,692	1,103,234	1,810,927
Steven L. Ortiz . . . . .	868,846	1,544,516	2,413,362
G. Price Cooper, IV . . . . .	404,808	151,300	556,108
Jill Marchant . . . . .	329,327	17,127	346,454

- (1) If the employment of any of the officers had been terminated without cause following a change of control, or if any of the officers had resigned his or her position for good reason following a change of control, the officer would have received the amount of his or her then current base salary and incentive bonus through the end of the term of the officer's employment agreement, but not less than one year. Had an officer's employment been so terminated on December 27, 2011, each officer would have continued to receive payment through December 27, 2012.

The table below details the estimated payment for each officer.

Name (a)	Salary \$( (b)	Bonus \$( (c)	Total Estimated Payments \$( (d)
W. Kent Taylor . . . . .	305,769	200,000	505,769
Scott M. Colosi . . . . .	407,692	300,000	707,692
Steven L. Ortiz . . . . .	468,846	400,000	868,846
G. Price Cooper, IV . . . . .	254,808	150,000	404,808
Jill Marchant . . . . .	229,327	100,000	329,327

- (2) Except with respect to Mr. Taylor, who had no restricted stock units as of December 27, 2011, each officer's restricted stock units would have become immediately exercisable upon a termination of his or her employment without cause following a change of control, or if any of the officers had resigned his or her position for good reason following a change of control. The amounts shown in this column represent the value of the restricted stock units at the closing price of our common stock on December 27, 2011, which was \$15.13. The number of restricted stock units which would have vested on that date are shown in "Outstanding Equity Awards." None of the Named Executive Officers had unvested stock options as of December 27, 2011.

### STOCK OWNERSHIP INFORMATION

The following table sets forth as of February 29, 2012 certain information with respect to the beneficial ownership of the Company's common stock of (i) each executive officer named in the Summary Compensation Table (the "Named Executive Officers"), (ii) each director or nominee for director of the Company, (iii) all directors and current executive officers as a group, and (iv) each

stockholder other than management stockholders known by the Company to be the owner of 5% or more of the Company's common stock.

Name	Common Stock(1)	
	Common Stock Ownership(2)	Percent
<b>Directors, Nominees and Named Executive Officers:</b>		
W. Kent Taylor(3)(4) . . . . .	6,891,382	9.9%
Scott M. Colosi . . . . .	94,598	*
Steven L. Ortiz . . . . .	514,981	*
G. Price Cooper, IV . . . . .	6,610	*
Jill Marchant . . . . .	—	*
Sheila C. Brown(5) . . . . .	68,048	*
Gerard J. Hart(6) . . . . .	154,029	*
Martin T. Hart . . . . .	203,253	*
Gregory N. Moore . . . . .	72,692	*
James F. Parker . . . . .	81,060	*
James R. Ramsey . . . . .	71,918	*
James R. Zarley . . . . .	70,000	*
<b>Directors, Nominees and All Executive Officers as a Group</b>		
(10 Persons) . . . . .	8,006,494	11.4%
<b>Other 5% Beneficial Owners**</b>		
Capital Research Global Investors(7) . . . . .	4,672,200	6.7%
333 South Hope Street		
Los Angeles, California 90071		
Prudential Financial, Inc.(8) . . . . .	4,331,890	6.2%
751 Broad Street		
Newark, New Jersey 07102-3777		
Blackrock, Inc.(9) . . . . .	4,446,339	6.4%
40 East 52nd Street		
New York, New York 10022		
FMR LLC(10) . . . . .	8,315,465	12.0%
82 Devonshire Street		
Boston, Massachusetts 02109		
Steven A. Cohen(11) . . . . .	3,731,850	5.4%
72 Cummings Point Road		
Stamford, Connecticut 06902		

\* Represents beneficial ownership of less than 1.0% of the outstanding shares of class.

\*\* This information is based on stock ownership reports on Schedule 13G filed by each of these stockholders with the SEC as of February 29, 2012.

- (1) Based upon information furnished to the Company by the named persons and information contained in filings with the SEC. Under the rules of the SEC, a person is deemed to beneficially own shares over which the person has or shares voting or investment power or has the right to acquire beneficial ownership within 60 days, and such shares are deemed to be outstanding for the purpose of computing the percentage beneficially owned by such person or group. However, we do not consider shares of which beneficial ownership can be acquired within 60 days to be outstanding when we calculate

the percentage ownership of any other person. “Common Stock Ownership” includes (a) stock held in joint tenancy, (b) stock owned as tenants in common, (c) stock owned or held by spouse or other members of the reporting person’s household and (d) stock in which the reporting person either has or shares voting and/or investment power, even though the reporting person disclaims any beneficial interest in such stock.

- (2) The following table lists the shares to which each named person has the right to acquire beneficial ownership within 60 days of February 29, 2012 through the exercise of stock options or the vesting of restricted stock units granted pursuant to our equity incentive plan; these shares are included in the totals above as described in footnote (1):

<u>Name</u>	<u>Shares which may be acquired within 60 days pursuant to stock awards</u>
W. Kent Taylor . . . . .	—
Scott M. Colosi . . . . .	—
Steven L. Ortiz . . . . .	320,562
G. Price Cooper, IV . . . . .	—
Jill Marchant . . . . .	—
Sheila C. Brown(i) . . . . .	—
Gerard J. Hart(ii) . . . . .	—
Martin T. Hart . . . . .	40,000
Gregory N. Moore . . . . .	40,000
James F. Parker . . . . .	40,000
James R. Ramsey . . . . .	—
James R. Zarley . . . . .	40,000
<b>Directors, Nominees and All Executive Officers as a Group</b>	
<b>(10 Persons)</b> . . . . .	<b>480,562</b>

- (i) Ms. Brown resigned her executive officer position effective as of the close of business on November 30, 2011, but remained employed under her employment agreement until her planned retirement at close of business on January 7, 2012.
- (ii) Mr. Hart resigned his executive officer position on August 16, 2011.
- (3) Mr. Taylor’s address is c/o Texas Roadhouse, Inc., 6040 Dutchmans Lane, Louisville, Kentucky 40205.
- (4) 100,000 shares are pledged to a bank.
- (5) Ms. Brown resigned her position effective as of the close of business on November 30, 2011. The stock ownership information listed above is as of February 29, 2012, based on company stock records.
- (6) Mr. Hart resigned his position on August 17, 2011. The stock ownership information listed above is as of February 29, 2012, based on company stock records.
- (7) As reported on the Schedule 13G/A filed by Capital Research Group Investors with the SEC on February 8, 2012, it has sole voting and dispositive power with respect to these shares.
- (8) As reported on the Schedule 13G/A filed by Prudential Financial, Inc. with the SEC on February 8, 2011, it has sole voting and dispositive power with respect to 434,625 shares, shared voting power with respect to 1,871,826 shares, and shared dispositive power with

respect to 3,897,265 shares. Prudential Financial, Inc. indirectly owns 100% of the equity interests of Jennison Associates LLC, which filed a Schedule 13G/A with the SEC on February 10, 2012. Jennison Associates LLC does not file jointly with Prudential Financial, Inc., and as such, shares included in the Schedule 13G/A filed by Jennison Associates LLC may also be included in the shares reported on the Schedule 13G/A filed by Prudential Financial, Inc. Jennison Associates LLC has sole voting power with respect to 1,992,798 shares and shared dispositive power with respect to 2,052,351 shares.

- (9) As reported on the Schedule 13G/A filed by Blackrock, Inc. with the SEC on February 13, 2012, it has sole voting and dispositive power with respect to these shares.
- (10) As reported on the Schedule 13G/A filed by FMR LLC with the SEC on February 13, 2012, it has sole voting and dispositive power with respect to these shares.
- (11) As reported on the Schedule 13G filed by Steven A. Cohen with the SEC on February 13, 2012, he shares voting and dispositive power with respect to 3,731,850 shares, in whole or in part, with S.A.C. Capital Advisors, L.P., a Delaware limited partnership (1,831,850 shares), S.A.C. Capital Advisors, Inc., a Delaware corporation (1,831,850 shares), and Sigma Capital Management, LLC, a Delaware limited liability company (1,900,000 shares). S.A.C. Capital Advisors, L.P. and S.A.C. Capital Advisors, Inc. share Mr. Cohen's business address at 72 Cummings Point Road, Stamford, Connecticut 06902. Sigma Capital Management, LLC's business address is 540 Madison Avenue, New York, New York 10022.

### **STOCKHOLDER PROPOSALS**

Under Rule 14a-8 promulgated under the Securities Exchange Act of 1934 ("Exchange Act"), stockholders may present proposals to be included in the Company proxy statement for consideration at the next annual meeting of its stockholders by submitting their proposals to the Company in a timely manner. Any such proposal must comply with Rule 14a-8.

The Company's by-laws, a copy of which is available on the Company's website, [www.texasroadhouse.com](http://www.texasroadhouse.com), require stockholders who intend to propose business for consideration by stockholders at the 2012 Annual Meeting, other than stockholder proposals that are included in the proxy statement, to deliver written notice to the principal executive offices of the Company on or before December 7, 2012. This notice must include a description of the business desired to be brought before the annual meeting, the name and address of the stockholder proposing such business and of the beneficial owner, if any, on whose behalf the business is being brought, the class, series and number of shares of the Company which are beneficially owned by the stockholder and such other beneficial owner and any material interest of the stockholder and such other beneficial owner in such business. Similar requirements are set forth in the Company's by-laws with respect to stockholders desiring to nominate candidates for election as director. Exchange Act rules permit management to vote proxies in its discretion in certain cases if the stockholder does not comply with these deadlines, and in certain other cases notwithstanding the stockholder's compliance with these deadlines. If a stockholder submitting a matter to be raised at the Company's next annual meeting or a candidate for election as director desires that such matter or candidate be included in the Company's proxy statement, such matter or candidate must be submitted to the Company no later than December 6, 2012.

The rules of the SEC set forth standards for what stockholder proposals the Company is required to include in a proxy statement for an annual meeting.

## **STOCKHOLDERS' COMMUNICATIONS WITH THE BOARD**

Stockholders that want to communicate in writing with the Board, or specified directors individually, may send proposed communications to the Company's Corporate Secretary, Celia Catlett, at 6040 Dutchmans Lane, Louisville, Kentucky 40205. The proposed communication will be reviewed by the audit committee and the General Counsel. If the communication is appropriate and serves to advance or improve the Company or its performance, contains no objectionable material or language, is not unreasonable in length, and is directly applicable to the business of the Company, it is expected that the communication will receive favorable consideration for presentation to the Board or appropriate director(s).

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's directors and officers, and persons who beneficially own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of stock ownership and reports of changes in stock ownership and to provide the Company with copies of all such filed forms. Based solely on its review of such copies or written representations from reporting persons, the Company believes that all reports were filed on a timely basis during the fiscal year ended December 27, 2011, with the exception of the following: (1) a grant of restricted stock units to each of Gerard J. Hart, Steven L. Ortiz, Scott M. Colosi and Sheila C. Brown on January 8, 2011, which should have been reported on the Forms 4 for each officer dated January 11, 2011 but were subsequently reported on Forms 4/A dated January 18, 2011, (2) a sale of stock by W. Kent Taylor in which the amount sold was mistakenly over-reported in a Form 4 dated May 16, 2011 and subsequently corrected on a Form 4/A dated May 17, 2011, (3) a grant of restricted stock units to Jill Marchant, which should have been reported on her initial Form 3 dated December 9, 2011 but was later reported on a Form 3/A dated December 20, 2011, each of which constituted a late filing, and (4) a Form 5 for Gregory N. Moore, which should have been filed on or prior to February 10, 2012, but which was actually filed on February 14, 2012.

## **FORM 10-K**

The Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2011, accompanies this proxy statement. The Company's Annual Report does not form any part of the material for solicitation of proxies.

**Any stockholder who wishes to obtain, without charge, a copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2011, which includes financial statements, and is required to be filed with the SEC, may access it at [www.texasroadhouse.com](http://www.texasroadhouse.com) in the Investors section or may send a written request to Celia Catlett, Corporate Secretary, Texas Roadhouse, Inc., 6040 Dutchmans Lane, Louisville, Kentucky 40205.**

## OTHER BUSINESS

The Board is not aware of any other matters to be presented at the Annual Meeting other than those set forth herein and routine matters incident to the conduct of the meeting. If any other matters should properly come before the Annual Meeting or any adjournment or postponement thereof, the persons named in the proxy, or their substitutes, intend to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,



Celia Catlett

Corporate Secretary

Louisville, Kentucky  
April 6, 2012

*Please vote your shares through any of the methods described on the proxy card as promptly as possible, whether or not you plan to attend the Annual Meeting in person. If you do attend the Annual Meeting, you may still vote in person, since the proxy may be revoked at any time before its exercise by delivering a written revocation of the proxy to the Company's Corporate Secretary.*

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-K**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 27, 2011

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Texas Roadhouse, Inc.**

(Exact name of registrant specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-50972**  
(Commission  
File Number)

**20-1083890**  
(IRS Employer  
Identification Number)

**6040 Dutchmans Lane, Suite 200**  
**Louisville, Kentucky 40205**

(Address of principal executive offices) (Zip Code)

**(502) 426-9984**

(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒.

Indicate by check mark whether 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K. ☒.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last day of the second fiscal quarter ended June 28, 2011 was \$1,086,499,081 based on the closing stock price of \$17.73. Shares of voting stock held by each officer and director have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The registrant has no shares of non-voting common stock authorized or outstanding. The market value calculation was determined using the closing stock price of our common stock on the Nasdaq Global Select Market.

The number of shares of common stock outstanding were 69,281,187 on February 15, 2012.

Portions of the registrant's definitive Proxy Statement for the registrant's 2012 Annual Meeting of Stockholders, which is expected to be filed pursuant to Regulation 14A within 120 days of the registrant's fiscal year ended December 27, 2011, are incorporated by reference into Part III of the Form 10-K. With the exception of the portions of the Proxy Statement expressly incorporated by reference, such document shall not be deemed filed with this Form 10-K.

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## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains statements about future events and expectations that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on our beliefs, assumptions and expectations of our future financial and operating performance and growth plans, taking into account the information currently available to us. These statements are not statements of historical fact. Forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the expectations of future results we express or imply in any forward-looking statements. In addition to the other factors discussed under “Risk Factors” elsewhere in this report, factors that could contribute to these differences include, but are not limited to:

- our ability to raise capital in the future;
- our ability to successfully execute our growth strategy;
- our ability to successfully open new restaurants, acquire franchise restaurants or execute other strategic transactions;
- our ability to increase and/or maintain sales and profits at our existing restaurants;
- our ability to integrate the franchise or other restaurants which we acquire or develop;
- the continued service of key management personnel;
- health concerns about our food products;
- our ability to attract, motivate and retain qualified employees;
- the impact of federal, state or local government regulations relating to our employees or production and the sale of food and alcoholic beverages;
- the impact of litigation, including negative publicity;
- the cost of our principal food products;
- labor shortages or increased labor costs;
- inflationary increases in the costs of construction and/or real estate;
- changes in consumer preferences and demographic trends;
- increasing competition in the restaurant industry;
- our ability to successfully expand into new domestic and international markets;
- risks associated with partnering with franchisees or other investment partners in markets with whom we have no prior history and whose interests may not align with ours;
- the rate of growth of general and administrative expenses associated with building a strengthened corporate infrastructure to support our growth initiatives;
- negative publicity regarding food safety, health concerns and other food or beverage related matters;
- our franchisees’ adherence to our practices, policies and procedures;
- potential fluctuation in our quarterly operating results due to seasonality and other factors;
- supply and delivery shortages or interruptions;
- inadequate protection of our intellectual property;

- volatility of actuarially determined insurance losses and loss estimates;
- adoption of new, or changes in existing, accounting policies and practices;
- adverse weather conditions which impact guest traffic at our restaurants; and
- adverse economic conditions.

The words “believe,” “may,” “should,” “anticipate,” “estimate,” “expect,” “intend,” “objective,” “seek,” “plan,” “strive” or similar words, or the negatives of these words, identify forward-looking statements. We qualify any forward-looking statements entirely by these cautionary factors.

Other risks, uncertainties and factors, including those discussed under “Risk Factors,” could cause our actual results to differ materially from those projected in any forward-looking statements we make.

We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

## **PART I**

### **ITEM 1—BUSINESS**

Texas Roadhouse, Inc. (“Texas Roadhouse” or the “Company”) was incorporated under the laws of the state of Delaware in 2004. The principal executive office is located in Louisville, Kentucky.

#### **General Development of Business**

Texas Roadhouse is a growing, moderately priced, full-service, casual dining restaurant chain. Our founder, chairman and chief executive officer (“CEO”), W. Kent Taylor, started the business in 1993 with the opening of the first Texas Roadhouse in Clarksville, Indiana. Since then, we have grown to 365 restaurants in 47 states. In addition, we opened our first international franchise-owned Texas Roadhouse in Dubai, UAE in 2011. Our mission statement is “Legendary Food, Legendary Service®.” Our operating strategy is designed to position each of our restaurants as the local hometown destination for a broad segment of consumers seeking high quality, affordable meals served with friendly, attentive service. As of December 27, 2011, we owned and operated 294 restaurants and franchised or licensed an additional 72 restaurants. Of the 294 restaurants we owned and operated at the end of 2011, 291 operated as Texas Roadhouse restaurants, while three operated under the name of Aspen Creek. All of our planned restaurant growth in 2012 will be Texas Roadhouse restaurants.

#### **Financial Information about Operating Segments**

We consider our restaurant and franchising operations as similar and have aggregated them into a single reportable segment. The majority of the restaurants operate in the U.S. within the casual dining segment of the restaurant industry, providing similar products to similar customers. The restaurants also possess similar pricing structures, resulting in similar long-term expected financial performance characteristics. We operate each of our 294 company-owned restaurants as a single operating segment.

#### **Narrative Description of Business**

Texas Roadhouse is a full-service, casual dining restaurant chain. We offer an assortment of specially seasoned and aged steaks hand-cut daily on the premises and cooked to order over open gas-fired grills. In addition to steaks, we also offer our guests a selection of ribs, fish, seafood, chicken, pork chops, pulled pork and vegetable plates, and an assortment of hamburgers, salads and sandwiches. The majority of our entrées include two made-from-scratch side items, and we offer all our guests a free unlimited supply of roasted in-shell peanuts and made-from-scratch yeast rolls.

The operating strategy that underlies the growth of our concept is built on the following key components:

- *Offering high quality, freshly prepared food.* We place a great deal of emphasis on ensuring our guests receive high quality, freshly prepared food. We hand-cut almost all of our steaks and make all of our sides from scratch. As part of our process, we have developed proprietary recipes to provide consistency in quality and taste throughout all restaurants. We expect a management level employee to inspect every entrée before it leaves the kitchen to confirm it matches the guest's order and meets our standards for quality, appearance and presentation. In addition, we employ a team of product coaches whose function is to provide continual, hands-on training and education to our kitchen staff for the purpose of assuring uniform adherence to recipes, food preparation procedures, food safety standards, food appearance, freshness and portion size.
- *Offering performance-based manager compensation.* We offer a performance-based compensation program to our individual restaurant managers and multi-restaurant supervisors, who are called "managing partners" and "market partners," respectively. Each of these partners earns a base salary plus a performance bonus, which represents a percentage of each of their respective restaurant's pre-tax net income. By providing our partners with a significant stake in the success of our restaurants, we believe that we are able to attract and retain talented, experienced and highly motivated managing and market partners.
- *Focusing on dinner.* In a high percentage of our restaurants, we limit our operating hours to dinner only during the weekdays. By focusing on dinner, our restaurant teams have to prepare for and manage only one shift per day during the week. We believe this allows our restaurant teams to offer higher quality, more consistent food and service to our guests. In addition, we believe the dinner focus provides a better "quality-of-life" for our management teams and, therefore, is a key ingredient in attracting and retaining talented and experienced management personnel. We also focus on keeping our table-to-server ratios low to allow our servers to truly focus on their guests and serve their needs in a personal, individualized manner.
- *Offering attractive price points.* We offer our food and beverages at moderate price points that are as low as or lower than those offered by many of our competitors. Within each menu category, we offer a choice of several price points with the goal of fulfilling each guest's budget and value expectations. For example, our steak entrées, which include the choice of two side items, generally range from \$9.49 for our 6-ounce sirloin to \$24.99 for our 23 oz. Porterhouse T-bone, which is currently available in approximately one-third of our restaurants. The per guest average check for the Texas Roadhouse restaurants we owned and operated in 2011 was \$14.89. Per guest average check represents restaurant sales divided by the number of guests served. We considered each sale of an entrée to be a single guest served. Our per guest average check is higher as a result of our weekday dinner only focus.
- *Creating a fun and comfortable atmosphere.* We believe the atmosphere we establish in our restaurants is a key component for fostering repeat business. Our restaurants feature a rustic southwestern lodge décor accentuated with hand-painted murals, neon signs, and southwestern prints, rugs and artifacts. Additionally, we offer jukeboxes, which continuously play upbeat country hits, and in-house entertainment such as line dancing and birthday celebrations.

### **Unit Prototype and Economics**

We design our restaurant prototypes to provide a relaxed atmosphere for our guests, while also focusing on restaurant-level returns over time. Our current prototypical restaurants consist of a freestanding building with approximately 6,679 to 7,079 square feet of space constructed on sites of approximately 1.7 to 2.0 acres or retail pad sites, with seating of approximately 57 to 64 tables for a

total of 245 to 281 guests, including 15 bar seats, and parking for approximately 160 vehicles either on-site or in combination with some form of off-site cross parking arrangement. Our current prototypes are adaptable to in-line and end cap locations such as spaces within an enclosed mall or a shopping center.

As of December 27, 2011, we leased 173 properties and owned 121 properties. Our 2011 average unit volume was \$3.9 million, which represents restaurant sales for all Texas Roadhouse company restaurants open before June 28, 2011. The time required for a new restaurant to reach a steady level of cash flow is approximately three to six months. Our capital investment (including cash and non-cash costs) for new restaurants varies significantly depending on a number of factors including, but not limited to: the square footage, layout, scope of any required site work, type of construction labor (union or non-union), local permitting requirements, our ability to negotiate with landlords, cost of liquor and other licenses and hook-up fees and geographical location. For 2011, the average capital investment for Texas Roadhouse restaurants developed was \$3.76 million, broken down as follows:

	<u>Average Cost</u>	<u>Low</u>	<u>High</u>
Land(1) . . . . .	\$ 986,000	\$ 660,000	\$1,600,000
Building(2) . . . . .	1,379,000	1,023,000	2,350,000
Furniture and Equipment . . . . .	955,000	876,000	1,065,000
Pre-opening costs . . . . .	420,000	332,000	507,000
Other(3) . . . . .	20,000	—	280,000
Total . . . . .	<u>\$3,760,000</u>		

- (1) Represents the average cost for land acquisitions or 10x's initial base rent in the event the land is leased.
- (2) Includes site work costs.
- (3) Primarily liquor licensing costs, where applicable. This cost varies based on the licensing requirements in each state.

Our 2011 average capital investment for restaurants developed was \$3.76 million compared to our 2010 average of \$3.74 million. Our 2010 average capital investment for restaurants developed was \$0.34 million lower compared to our 2009 average of \$4.08 million, primarily due to building design modifications and lower site work costs.

#### **Site Selection**

We continue to develop and refine our site selection process. In analyzing each prospective site, our real estate team, including our restaurant market partners, devotes significant time and resources to the evaluation of local market demographics, population density, household income levels and site-specific characteristics such as visibility, accessibility, traffic generators, proximity of other retail activities, traffic counts and parking. We work actively with real estate brokers in target markets to select high quality sites and to maintain and regularly update our database of potential sites. We typically require three to six months to locate, approve and control a restaurant site and typically four to eight additional months to obtain necessary permits. Upon receipt of permits, it requires approximately four months to construct, equip and open a restaurant.

## Existing Restaurant Locations

As of December 27, 2011, we had 294 company restaurants and 72 franchise restaurants in 47 states and one foreign country as shown in the chart below.

	Number of Restaurants		
	Company	Franchise	Total
Alabama . . . . .	4	—	4
Arizona . . . . .	12	—	12
Arkansas . . . . .	2	—	2
California . . . . .	1	4	5
Colorado . . . . .	12	1	13
Connecticut . . . . .	2	—	2
Delaware . . . . .	2	1	3
Florida . . . . .	7	4	11
Georgia . . . . .	3	7	10
Idaho . . . . .	4	—	4
Illinois . . . . .	7	2	9
Indiana . . . . .	12	8	20
Iowa . . . . .	8	—	8
Kansas . . . . .	2	1	3
Kentucky . . . . .	9	2	11
Louisiana . . . . .	7	1	8
Maine . . . . .	3	—	3
Maryland . . . . .	3	4	7
Massachusetts . . . . .	8	1	9
Michigan . . . . .	8	3	11
Minnesota . . . . .	3	—	3
Mississippi . . . . .	1	—	1
Missouri . . . . .	10	—	10
Montana . . . . .	—	1	1
Nebraska . . . . .	2	1	3
Nevada . . . . .	1	—	1
New Hampshire . . . . .	2	—	2
New Jersey . . . . .	3	—	3
New Mexico . . . . .	2	—	2
New York . . . . .	9	—	9
North Carolina . . . . .	14	—	14
North Dakota . . . . .	2	1	3
Ohio . . . . .	16	4	20
Oklahoma . . . . .	6	—	6
Pennsylvania . . . . .	16	6	22
Rhode Island . . . . .	2	—	2
South Carolina . . . . .	—	6	6
South Dakota . . . . .	2	—	2
Tennessee . . . . .	10	2	12
Texas . . . . .	49	4	53
Utah . . . . .	7	1	8
Vermont . . . . .	1	—	1
Virginia . . . . .	10	—	10
Washington . . . . .	1	—	1
West Virginia . . . . .	1	2	3
Wisconsin . . . . .	7	4	11
Wyoming . . . . .	1	—	1
Dubai, UAE . . . . .	—	1	1
Total . . . . .	<u>294</u>	<u>72</u>	<u>366</u>

## Food

*Menu.* Texas Roadhouse restaurants offer a wide variety of menu items at attractive prices that are designed to appeal to a broad range of consumer tastes. Our dinner entrée prices generally range from \$8.99 to \$24.99, with about 15 entrées priced under \$10.00. We offer a broad assortment of specially seasoned and aged steaks, including 6, 8, 11 and 16 oz. Sirloins; 10, 12, 16 and 20 oz. Rib-eyes; 6 and 8 oz. Filets; Prime Rib; and T-Bones, almost all of which are hand-cut daily on the premises and cooked over open gas-fired grills. We also offer our guests a selection of fish, seafood, chicken, pork chops, ribs, pulled pork and vegetable plates, and an assortment of hamburgers, salads and sandwiches. Entrée prices include made-from-scratch yeast rolls and most include the choice of two of the following made-from-scratch sides: baked potato, sweet potato, steak fries, mashed potatoes, house or Caesar salad, green beans, chili, seasoned rice, baked beans, corn and steamed vegetables. Our menu allows guests to customize their meals by ordering steaks that are “smothered” either in cheese, onions, gravy or mushrooms and baked potatoes “loaded” with sour cream, cheese, bacon and butter. Other menu items include specialty appetizers such as the “Cactus Blossom®” and “Chicken Critters®” (chicken tenders). We also provide a “12 & Under” menu for children that includes sirloin steak, rib basket, Lil ‘Dillo Sirloin Bites, Jr. Chicken Critters, mini-cheeseburgers, hot dog and macaroni and cheese, all served with one side item and a beverage at prices generally between \$2.99 and \$7.99.

Most of our restaurants feature a full bar that offers an extensive selection of draft and bottled beer. Managing partners are encouraged to tailor their beer selection to include regional and local brands. We serve a selection of major brands of liquor and wine as well as margaritas. Alcoholic beverages accounted for 10.7% of restaurant sales at Texas Roadhouse in fiscal 2011.

We have maintained a fairly consistent menu over time, with a selection of approximately 60 entrees and 90 total menu items. We continually review our menu to consider enhancements to existing menu items or the introduction of new items. We change our menu only after guest feedback and an extensive study of the operational and economic implications. To maintain our high levels of food quality and service, we generally remove one menu item for every new menu item introduced so as to facilitate our ability to execute high quality meals on a focused range of menu items.

*Food Quality and Safety.* We are committed to serving a varied menu of high-quality, great tasting food items with an emphasis on freshness. We have developed proprietary recipes to ensure consistency in quality and taste throughout all restaurants and provide a unique flavor experience to our guests. At each restaurant, a fully trained meat cutter hand cuts our steaks and other restaurant team members prepare all side items and yeast rolls from scratch in the restaurants daily. We assign individual kitchen employees to the preparation of designated food items in order to focus on quality, consistency and speed. Additionally, we expect a management level employee to inspect every entrée before it leaves the kitchen to confirm it matches the guest’s order and meets our standards for quality, appearance and presentation.

We employ a team of product coaches whose function is to provide continual, hands-on training and education to the kitchen staff in all Texas Roadhouse restaurants for the purpose of reinforcing the uniformity of recipes, food preparation procedures, food safety standards, food appearance, freshness and portion size. The team currently consists of over 35 product coaches, supporting all Texas Roadhouse restaurants system-wide.

Food safety is of utmost importance to us. We currently utilize several programs to help ensure adherence to proper food preparation procedures and food safety standards. We have a Product Quality team whose function, in conjunction with our product coaches, is to develop, enforce and maintain programs designed to promote compliance with food safety guidelines. Where required, food items purchased from qualified vendors have been inspected by reputable, outside inspection services confirming that the vendor is compliant with FDA and USDA guidelines.

We perform sanitation audits on each restaurant four times a year and these results are reviewed by various members of operations and management. To reinforce the importance of food safety, we have printed all HACCP (Hazard Analysis and Critical Points) in bold type on each recipe. In addition, most of our product coaches have obtained or are in the process of obtaining their food safety professional designation.

*Purchasing.* Our purchasing philosophy is designed to consistently supply fresh, quality products to the restaurants at competitive prices while maximizing operating efficiencies. We negotiate directly with suppliers for substantially all food and beverage products to ensure consistent quality and freshness and obtain competitive prices. Certain products, such as dairy products and select produce, are purchased locally to assure freshness.

Food and supplies are ordered by, and shipped directly to, the restaurants, as we do not maintain a central product warehouse or commissary. Most food products used in the operation of our restaurants are distributed to individual restaurants through an independent national distribution company. We strive to qualify more than one supplier for all key food items and believe that beef of comparable quality as well as all other essential food and beverage products are available, upon short notice, from alternative qualified suppliers.

## **Service**

*Guest Satisfaction.* We believe that guest satisfaction and our ability to continually evaluate and improve the guest experience at each of our restaurants is important to our success. Through the use of guest surveys, our website “texasroadhouse.com,” a toll-free guest response telephone line and personal interaction in the restaurant, we receive valuable feedback from guests. Additionally, we employ an outside service to administer a “Secret Shopper” program whereby trained individuals periodically dine and comprehensively evaluate the guest experience at each of our restaurants. Particular attention is given to food, beverage and service quality, cleanliness, staff attitude and teamwork, and manager visibility and interaction. The resulting reports are used for follow up training feedback to both staff and management. We continue to evaluate and implement processes relating to guest satisfaction, including reducing guest wait times and improving host interaction with the guest.

*Atmosphere.* The atmosphere of Texas Roadhouse restaurants is intended to appeal to broad segments of the population, children, families, couples, adults and business persons. Substantially all Texas Roadhouse restaurants are of our prototype design, reflecting a rustic southwestern lodge atmosphere, featuring an exterior of rough-hewn cedar siding and corrugated metal. The interiors feature pine floors and stained concrete and are decorated with hand-painted murals, neon signs, southwestern prints, rugs and artifacts. The restaurants contain jukeboxes that continuously play upbeat country hits. Guests may also view a display-baking area where our made-from-scratch yeast rolls are prepared and a meat cooler displaying fresh cut steaks, and may wait for seating in either a spacious, comfortable waiting area or a southwestern style bar. While waiting for a table, guests can enjoy complimentary roasted in-shell peanuts. Immediately upon being seated at a table, guests can enjoy made-from-scratch yeast rolls along with roasted in-shell peanuts.

## **People**

*Management and Employees.* Each of our restaurants is generally staffed with one managing partner, one kitchen manager and one service manager, and, in most cases, one or more additional assistant managers and/or key employees. Managing partners are single restaurant operators who have primary responsibility for the day-to-day operations of the entire restaurant and are responsible for maintaining the standards of quality and performance we establish. We use market partners to supervise the operation of our restaurants including the continuing development of each restaurant’s management team. Market partners also assist in the new restaurant site selection process. Generally,

each market partner has supervisory responsibilities for up to 8 to 13 restaurants. Through regular visits to the restaurants, the market partners ensure adherence to all aspects of our concept, strategy and standards of quality. To further assure adherence to our standards of quality and to achieve uniform execution throughout the system, we employ product coaches who regularly visit the restaurants to assist in training of both new and existing employees and to grade food quality. The attentive service and high quality food, which results from each restaurant having a managing partner, two to three managers and the hands-on assistance of a product coach, are critical to our success.

*Training and Development.* All restaurant employees are required to complete varying degrees of training before and during employment. Our detailed training program emphasizes our operating strategy, procedures and standards and is conducted individually at Texas Roadhouse restaurants and in groups in Louisville, Kentucky.

Our managing and market partners are generally required to have significant experience in the full-service restaurant industry and are generally hired at a minimum of nine to 12 months before their placement in a new or existing restaurant to allow time to fully train in all aspects of restaurant operations. All managing partners, kitchen and service managers and other management team members are required to complete a comprehensive training program of up to 17 weeks, which includes training for every position in the restaurant. Trainees are validated at pre-determined points during their training by either the market partner, product coach or a training manager.

A number of our restaurants have been certified as training centers by our training department. This certification confirms that the training center adheres to established operating procedures and guidelines. Additionally, most restaurants are staffed with training coordinators responsible for ongoing daily training needs.

For new restaurant openings, a full team of designated trainers, each specializing in a specific restaurant position, is deployed to the restaurant at least ten days before opening. Formal employee training begins seven days before opening, and follows a uniform, comprehensive training course as directed by a training manager.

## **Marketing**

Our marketing strategy aims to promote the Texas Roadhouse brand, while retaining a localized focus, to:

- increase comparable restaurant sales by increasing the frequency of visits by our current guests and attracting new guests to our restaurants;
- support new restaurant openings to achieve restaurant sales and operating margin goals; and
- communicate and promote our brand's food quality, the guest experience and value.

We accomplish these objectives through three major initiatives.

*In-restaurant Marketing.* A significant portion of our marketing fund is spent in communicating with our guests while they are in our restaurants through point of purchase materials. We believe special promotions such as Valentine's Day and Mother's Day drive significant repeat business. Also, our eight week holiday gift card campaign is one of our most significant promotions. In addition, our mascot, "Andy Armadillo®", provides our guests with a familiar and easily identifiable face.

*Local Restaurant Area Marketing.* Given our strategy to be a neighborhood destination, local area marketing is integral in developing brand awareness in each market. To enhance our visibility in new markets, we deliver free food to local businesses in connection with new restaurant openings and on an ongoing basis to drive awareness. Managing partners are encouraged to participate in creative community-based marketing, such as hosting local radio or television programs. We also engage in a variety of promotional activities, such as contributing time, money and complimentary meals to charitable, civic and cultural programs. For instance, our involvement with the Special Olympics, a local Little League baseball team, a local church or the Armed Forces, shows our “Legendary Care, Concern and Support” for our communities. We leverage the corresponding recognition in our public relations and marketing efforts to communicate our corporate values and mission statement to our guests. We employ marketing coordinators at the restaurant and market level to develop and execute the majority of the local marketing strategies.

*Advertising.* Our restaurant concept does not rely on national advertising to promote the brand. We utilize public relations to generate “earned media” story placement in local, regional and national media. Our concept also uses a permission-based e-mail loyalty program to promote our brand and our growing social media strategy provides us the opportunity to frequently communicate with our guests. This approach aligns with our focus on local store marketing and community involvement.

### **Restaurant Franchise Arrangements**

*Franchise Restaurants.* As of December 27, 2011, we had 19 franchisees that operated 72 restaurants in 24 states and one foreign country. Franchise rights are granted for specific restaurants only, as we have not granted any rights to develop a territory in the United States. Approximately 75% of our franchise restaurants are operated by eight franchisees. No franchisee operates more than 16 restaurants.

Our standard domestic franchise agreement has a term of ten years with two renewal options for an additional five years each if certain conditions are satisfied. Our current form of franchise agreement requires the franchisee to pay a royalty fee of 4.0% of gross sales. The royalty fee varies depending on when the agreements were entered into and range from 2.0% of gross sales to the current 4.0% fee. We may, at our discretion, waive or reduce the royalty fee on a temporary or permanent basis. “Gross sales” means the total selling price of all services and products related to the restaurant. Gross sales do not include:

- employee discounts or other discounts;
- tips or gratuities paid directly to employees by guests;
- any federal, state, municipal or other sales, value added or retailer’s excise taxes; or
- adjustments for net returns on salable goods and discounts allowed to guests on sales.

Domestic franchisees are currently required to pay 0.3% of gross sales to a national advertising and marketing fund for the development of advertising materials, system-wide promotions and related marketing efforts. We have the ability under our agreements to increase the required national advertising and marketing fund contribution up to 2.5% of gross sales. We may also charge a marketing fee of 0.5% of gross sales, which we may use for market research and to develop system-wide promotional and advertising materials. A franchisee’s total required advertising contribution or spending will not be more than 3.0% of gross sales.

Our standard domestic franchise agreement gives us the right, but not the obligation, to compel a franchisee to transfer its assets to us in exchange for shares of our stock, or to convert its equity interests into shares of our stock. The amount of shares that a franchisee would receive is based on a formula that is included in the franchise agreement.

We have entered into one area development and franchise agreement for the development of restaurants in eight countries in the Middle East over ten years. Our franchisee is required to pay us a franchise fee for each restaurant to be opened, royalties on the gross sales of each restaurant and a development fee for our grant of development rights in the named countries. The term of the agreement may be extended, and the franchisee has rights to expand into additional countries. We anticipate that the specific business terms of any future franchise agreement for international restaurants might vary significantly from the standard terms of our domestic agreements and from the terms of the single existing international agreement, depending on the territory to be franchised and the extent of franchisor-provided services to each franchisee.

Any of our franchise agreements, whether domestic or international, may be terminated if the franchisee defaults in the performance of any of its obligations under the franchise agreement, including its obligations to operate the restaurant in strict accordance with our standards and specifications. A franchise agreement may also be terminated if a franchisee becomes insolvent, fails to make its required payments, creates a threat to the public health or safety, ceases to operate the restaurant, or misuses the Texas Roadhouse trademarks.

*Franchise Compliance Assurance.* We have various systems in place to promote compliance with our systems and standards, both during the development and operating of franchise restaurants. We actively work with our franchisees to support successful franchise operations as well as compliance with the Texas Roadhouse standards and procedures. During the restaurant development phase, we approve the selection of restaurant sites and make available copies of our prototype building plans to franchisees. In addition, we ensure that the building design is in compliance with our standards. We provide training to the managing partner and up to three other managers of a franchisee's first restaurant. We also provide trainers to assist in the opening of every domestic franchise restaurant; we provide trainers to assist our international franchisees in the opening of their restaurants until such time as they develop an approved restaurant opening training program. Finally, on an ongoing basis, we conduct reviews on all franchise restaurants to determine their level of effectiveness in executing our concept at a variety of operational levels. Our franchisees are required to follow the same standards and procedures regarding equipment, food purchases and food preparation as we maintain in our company restaurants. Reviews are conducted by seasoned operations teams, and focus on key areas including health, safety and execution proficiency.

To continuously improve our communications with franchisees and the consistency of the brand, we maintain a business development council that includes representatives of our domestic franchisees, company operations personnel and vendors. The council's functions are advisory. Its members review and comment on proposed advertising campaigns and materials and budget expenditures, as well as operational initiatives. Our regional market partners also provide support to our domestic franchise restaurant operators.

*Management Services.* We provide management services to 22 of the franchise restaurants in which we and/or our founder have an ownership interest. Such management services include accounting, operational supervision, human resources, training, and food, beverage and equipment consulting for which we receive monthly fees of up to 2.5% of gross sales. We also make available to these restaurants certain legal services through outside sources and restaurant employees and employee benefits on a pass-through cost basis. In addition, we receive a monthly fee from four franchise restaurants for providing payroll and accounting services.

### **Management Information Systems and Restaurant Reporting**

All of our company restaurants utilize computerized management information systems, which are designed to improve operating efficiencies, provide restaurant and Support Center management with timely access to financial and operating data and reduce administrative time and expense. With our

current information systems, we have the ability to query, report and analyze this intelligent data on a daily, weekly, period, quarter and year-to-date basis and beyond, on a company-wide, regional or individual restaurant basis. Together, this enables us to closely monitor sales, food and beverage costs and labor and operating expenses at each of our restaurants. We have a number of systems and reports that provide comparative information that enables both restaurant and Support Center management to supervise the financial and operational performance of our restaurants and to recognize and understand trends in the business. Our accounting department uses a standard, integrated system to prepare monthly profit and loss statements, which provides a detailed analysis of sales and costs. These monthly profit and loss statements are compared both to the restaurant-prepared reports and to prior periods. Currently, we utilize cable, digital subscriber lines (DSL) or T-1 technology at the restaurant level, which serves as a high-speed, secure communication link between the restaurants and our Support Center as well as our credit and gift card processor.

### **Competition**

According to the National Restaurant Association, or NRA, restaurant industry sales in 2012 will represent approximately 4% of the United States' gross domestic product. The NRA also forecasts that restaurant industry sales will reach \$632 billion in 2012 and will encompass approximately 970,000 restaurants.

Competition in the restaurant industry is intense. Texas Roadhouse restaurants compete with mid-priced, full-service, casual dining restaurants primarily on the basis of taste, quality and price of the food offered, service, atmosphere, location and overall dining experience. Our competitors include a large and diverse group of restaurants that range from independent local operators to well-capitalized national restaurant chains. Although we believe that we compete favorably with respect to each of the above factors, other restaurants operate with concepts that compete for the same casual dining guests as we do. We also compete with other restaurants and retail establishments for quality site locations and restaurant-level employees.

### **Trademarks**

Our registered trademarks and service marks include, among others, our trade names and our stylized logos. We have registered all of our significant marks with the United States Patent and Trademark Office. We have registered or have registrations pending for our most significant trademarks and service marks in 23 foreign jurisdictions including the European Union. To better protect our brand, we have also registered various Internet domain names. We believe that our trademarks, service marks and other proprietary rights have significant value and are important to our brand-building efforts and the marketing of our restaurant concepts.

### **Government Regulation**

We are subject to a variety of federal, state and local laws. Each of our restaurants is subject to permitting, licensing and regulation by a number of government authorities relating to alcoholic beverage control, health, safety, sanitation, building and fire codes, and to compliance with the applicable zoning, land use and environmental laws and regulations. Difficulties in obtaining or failure to obtain required licenses or approvals could delay or prevent the development of a new restaurant in a particular area.

In 2011, the sale of alcoholic beverages accounted for 10.7% of our restaurant sales. Alcoholic beverage control regulations require each of our restaurants to apply to a state authority and, in certain locations, county or municipal authorities, for a license that must be renewed annually and may be revoked or suspended for cause at any time. Alcoholic beverage control regulations affect numerous aspects of restaurant operations, including minimum age of patrons and employees, hours of operation,

advertising, wholesale purchasing, inventory control and handling, storage and dispensing of alcoholic beverages.

The failure of a restaurant to obtain or retain liquor or food service licenses would have a material adverse effect on the restaurant's operations. To reduce this risk, each company restaurant is operated in accordance with procedures intended to assure compliance with applicable codes and regulations.

We are subject in certain states to "dram shop" statutes, which generally provide a person injured by an intoxicated person the right to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated person. We carry liquor liability coverage as part of our existing comprehensive general liability insurance, as well as excess umbrella coverage of \$100.0 million, with a \$10,000 deductible for the first \$25.0 million of excess coverage.

Our restaurant operations are also subject to federal and state laws governing such matters as the minimum hourly wage, minimum tipped wage, unemployment tax rates, sales tax and similar matters, over which we have no control. Significant numbers of our service, food preparation and other personnel are paid at rates related to the federal minimum wage (which currently is \$7.25 per hour) or federal tipped wage (which currently is \$2.13 per hour). In addition, numerous states in which we operate have passed legislation governing the applicable state minimum hourly and/or tipped wage. Further planned and unplanned increases in federal and/or state minimum hourly and tipped wages or state unemployment tax rates will increase our labor costs.

### **Seasonality**

Our business is subject to minor seasonal fluctuations. Historically, sales in most of our restaurants have been higher during the winter months of each year.

### **Employees**

As of December 27, 2011, we employed approximately 33,000 people, of whom 393 were executive and administrative personnel, 1,330 were restaurant management personnel and the remainder were hourly restaurant personnel. Many of our hourly restaurant employees work part-time. None of our employees are covered by a collective bargaining agreement.

### **Executive Officers of the Company**

Set forth below are the name, age, position and a brief account of the business experience of each of our executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
W. Kent Taylor . . . . .	56	Chairman and Chief Executive Officer
Scott M. Colosi . . . . .	47	President
Steven L. Ortiz . . . . .	54	Chief Operating Officer
G. Price Cooper, IV . . . . .	40	Chief Financial Officer
Jill Marchant . . . . .	46	General Counsel

*W. Kent Taylor.* Mr. Taylor is the founder of Texas Roadhouse and resumed his role as Chief Executive Officer in August 2011, a position he held between May 2000 and October 2004 . He was named Chairman of the Company and Board in October 2004. He previously served as Chief Executive Officer between May 2000 and October 2004. Before his founding of our concept, Mr. Taylor founded and co-owned Buckhead Bar and Grill in Louisville, Kentucky. Mr. Taylor has over 25 years of experience in the restaurant industry.

*Scott M. Colosi.* Mr. Colosi was appointed President in August 2011. Previously, Mr. Colosi served as our Chief Financial Officer since September 2002. From 1992 until September 2002, Mr. Colosi was employed by YUM! Brands, Inc., owner of KFC, Pizza Hut and Taco Bell brands. During this time, Mr. Colosi served in various financial positions and, immediately prior to joining us, was Director of Investor Relations. Mr. Colosi has over 20 years of experience in the restaurant industry.

*Steven L. Ortiz.* Mr. Ortiz has served as our Executive Vice President of Operations since May 2001. Upon the completion of the initial public offering, Mr. Ortiz became Chief Operating Officer. Mr. Ortiz joined our company in 1996 as a Market Partner in which capacity he was responsible for developing and starting new Texas Roadhouse restaurants in Texas. From 1982 to 1996, Mr. Ortiz was employed by Bennigan's Restaurants in various capacities, including General Manager, Area Director and Regional Vice President. Mr. Ortiz has over 25 years of experience in the restaurant industry.

*G. Price Cooper, IV.* Mr. Cooper was appointed Chief Financial Officer in August 2011. Previously, Mr. Cooper served as our Vice President of Finance since August 2006. From 1998 to 2006, Mr. Cooper was employed by Ruby Tuesday, Inc. During this time, Mr. Cooper held various positions in finance, planning and accounting and, immediately prior to joining us, was Vice President of Investor Relations and Planning. Mr. Cooper is a Certified Public Accountant with over 18 years of finance and accounting experience, including 14 years of experience in the restaurant industry.

*Jill Marchant.* Ms. Marchant joined our company in August 2011 and was appointed General Counsel in December 2011. Prior to joining Texas Roadhouse, Ms. Marchant served as Associate General Counsel for DineEquity, Inc., the parent company for Applebee's Neighborhood Grill and Bar and IHOP Restaurants. Ms. Marchant worked for 12 years at Honeywell Federal Manufacturing and Technologies. Ms. Marchant has over 20 years of legal experience, including 7 years of experience in the restaurant industry.

#### **Website Access To Reports**

We make our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934, available, free of charge on or through the Internet website, [www.texasroadhouse.com](http://www.texasroadhouse.com), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC").

#### **ITEM 1A. RISK FACTORS**

From time to time in annual reports and oral statements, and in this Annual Report on Form 10-K, we present statements about future events and expectations that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on our beliefs, assumptions and expectations of our future financial and operating performance and growth plans, taking into account the information currently available to us. These statements are not statements of historical fact. Forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the expectations of future results we express or imply in any forward-looking statements. Risks and uncertainties that could cause actual results to differ materially include, but are not limited to, those discussed below.

## **Risks Related to Our Business**

***If we fail to manage our growth effectively, it could harm our business.***

Failure to manage our growth effectively could harm our business. We have grown significantly since our inception and intend to continue growing in the future. Our existing restaurant management systems, financial and management controls and information systems may not be adequate to support our planned expansion. Our ability to manage our growth effectively will require us to continue to enhance these systems, procedures and controls and to locate, hire, train and retain management and operating personnel. We cannot assure you that we will be able to respond on a timely basis to all of the changing demands that our planned expansion will impose on management and on our existing infrastructure. If we are unable to manage our growth effectively, our business and operating results could be materially adversely impacted.

***You should not rely on past changes in our average unit volumes or our comparable restaurant sales as an indication of our future results of operations because they may fluctuate significantly.***

A number of factors have historically affected, and will continue to affect, our average unit volumes and comparable restaurant sales, including, among other factors:

- our ability to execute our business strategy effectively;
- unusually strong initial sales performance by new restaurants;
- competition;
- weather and acts of God;
- consumer trends;
- introduction of new menu items; and
- general regional, national and global economic conditions.

Our average unit volumes and comparable restaurant sales may not increase at rates achieved in the past. Changes in our average unit volumes and comparable restaurant sales could cause the price of our common stock to fluctuate substantially.

***Our growth strategy, which primarily depends on our ability to open new restaurants that are profitable, is subject to many factors, some of which are beyond our control.***

Our objective is to grow our business and increase stockholder value by (1) expanding our base of company restaurants (and, to a lesser extent, franchise restaurants) that are profitable and (2) increasing sales and profits at existing restaurants. While both these methods of achieving our objective are important to us, historically the most significant means of achieving our objective has been through opening new restaurants and operating these restaurants on a profitable basis. We expect this to continue to be the case in the future.

We cannot assure you that we will be able to open new restaurants in accordance with our expansion plans. We have experienced delays in opening some of our restaurants in the past and may experience delays in the future. Delays or failures in opening new restaurants could materially adversely affect our growth strategy. One of our biggest challenges in executing our growth strategy is locating and securing an adequate supply of suitable new restaurant sites. Competition for suitable restaurant sites in our target markets is intense and we cannot assure you that we will be able to find sufficient suitable locations, or suitable purchase or lease terms, for our planned expansion in any future period.

Our ability to open new restaurants will also depend on numerous other factors, some of which are beyond our control, including, but not limited to, the following:

- our ability to hire, train and retain qualified operating personnel, especially market partners and managing partners;
- the availability of construction materials and labor;
- our ability to control construction and development costs of new restaurants;
- our ability to secure required governmental approvals and permits in a timely manner, or at all;
- our ability to secure liquor licenses;
- general economic conditions;
- the cost and availability of capital to fund construction costs and pre-opening expenses; and
- weather and acts of God.

Once opened, we anticipate that our new restaurants will generally take several months to reach planned operating levels due to start-up inefficiencies typically associated with new restaurants. We cannot assure you that any restaurant we open will be profitable or obtain operating results similar to those of our existing restaurants. Our ability to operate new restaurants profitably will depend on numerous factors, including those discussed above impacting our average unit volumes and comparable restaurant sales, some of which are beyond our control, including, but not limited to, the following:

- competition;
- consumer acceptance of our restaurants in new domestic or international markets;
- the ability of the market partner and the managing partner to execute our business strategy at the new restaurant;
- general regional, national and global economic conditions;
- changes in government regulation;
- road construction and other factors limiting access to the restaurant; and
- weather and acts of God.

Our failure to successfully open new restaurants that are profitable in accordance with our growth strategy could harm our business and future prospects.

***Our objective to increase sales and profits at existing restaurants could be adversely affected by macroeconomic conditions.***

During 2012 and possibly beyond, the U.S. and global economies may continue to suffer from a downturn in economic activity. Recessionary economic cycles, higher interest rates, higher fuel and other energy costs, inflation, increases in commodity prices, higher levels of unemployment, higher consumer debt levels, higher tax rates and other changes in tax laws or other economic factors that may affect consumer spending or buying habits could adversely affect the demand for our products. As in the past, we could experience reduced guest traffic or we may be unable or unwilling to increase the prices we can charge for our products to offset higher costs or fewer transactions, either of which could reduce our sales and profit margins. Also, landlords or other tenants in the shopping centers in which some of our restaurants are located may experience difficulty as a result of macroeconomic trends or cease to operate, which could in turn negatively affect guest traffic at our restaurants. All of these factors could have a material adverse impact on our results of operations.

***Our franchisees could take actions that could harm our business.***

Our franchisees are contractually obligated to operate their restaurants in accordance with Texas Roadhouse standards. We also provide training and support to franchisees. However, most franchisees are independent third parties that we do not control, and these franchisees own, operate and oversee the daily operations of their restaurants. As a result, the ultimate success and quality of any franchise restaurant rests with the franchisee. If franchisees do not successfully operate restaurants in a manner consistent with our standards, the Texas Roadhouse image and reputation could be harmed, which in turn could adversely affect our business and operating results.

***Our quarterly operating results may fluctuate significantly and could fall below the expectations of securities analysts and investors due to a number of factors, some of which are beyond our control, resulting in a decline in our stock price.***

Our quarterly operating results may fluctuate significantly because of several factors, including:

- the timing of new restaurant openings and related expenses;
- restaurant operating costs for our newly-opened restaurants, which are often materially greater during the first several months of operation than thereafter;
- labor availability and costs for hourly and management personnel including mandated changes in federal and/or state minimum and tip wage rates, state unemployment tax rates, or health benefits;
- profitability of our restaurants, especially in new markets;
- changes in interest rates;
- increases and decreases in average unit volumes and comparable restaurant sales;
- impairment of long-lived assets, including goodwill, and any loss on restaurant closures;
- general economic conditions, globally, nationally and locally;
- negative publicity relating to the consumption of beef or other products we serve;
- changes in consumer preferences and competitive conditions;
- expansion to new domestic or international markets;
- adverse weather conditions which impact guest traffic at our restaurants;
- increases in infrastructure costs;
- fluctuations in commodity prices;
- competitive actions; and
- weather and acts of God.

Our business is also subject to minor seasonal fluctuations. Historically, sales in most of our restaurants have been higher during the winter months of each year. As a result, our quarterly operating results and comparable restaurant sales may fluctuate as a result of seasonality. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year and comparable restaurant sales for any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors. In that event, the price of our common stock would likely decrease.

***If we lose the services of any of our key management personnel, our business could suffer.***

Our future success significantly depends on the continued services and performance of our key management personnel, particularly our executive officers. Our future performance will depend on our ability to motivate and retain these and other key officers and managers, particularly regional market partners, market partners and managing partners. Competition for these employees is intense. The loss of the services of members of our senior management team or other key officers or managers or the inability to attract additional qualified personnel as needed could materially harm our business.

***Our failure or inability to enforce our trademarks or other proprietary rights could adversely affect our competitive position or the value of our brand.***

We own certain common law trademark rights and a number of federal and international trademark and service mark registrations, including our trade names and logos, and proprietary rights relating to certain of our core menu offerings. We believe that our trademarks and other proprietary rights are important to our success and our competitive position. We, therefore, devote appropriate resources to the protection of our trademarks and proprietary rights. The protective actions that we take, however, may not be enough to prevent unauthorized usage or imitation by others, which could harm our image, brand or competitive position and, if we commence litigation to enforce our rights, cause us to incur significant legal fees. Our inability to register or protect our marks and other propriety rights in foreign jurisdictions could adversely affect our competitive position in international markets.

We cannot assure you that third parties will not claim that our trademarks or menu offerings infringe upon their proprietary rights. Any such claim, whether or not it has merit, could be time-consuming, result in costly litigation, cause delays in introducing new menu items in the future or require us to enter into royalty or licensing agreements. As a result, any such claim could have a material adverse effect on our business, results of operations, financial condition or liquidity.

***We may need additional capital in the future and it may not be available on acceptable terms.***

The development of our business may require significant additional capital in the future to, among other things, fund our operations and growth strategy. We may rely on bank financing and also may seek access to the debt and/or equity capital markets. There can be no assurance, however, that these sources of financing will be available on terms favorable to us, or at all. Our ability to obtain additional financing will be subject to a number of factors, including market conditions, our operating performance, investor sentiment and our ability to incur additional debt in compliance with agreements governing our outstanding debt. These factors may make the timing, amount, terms and conditions of additional financings unattractive to us. If we are unable to raise additional capital, our growth could be impeded.

***Our existing credit facility limits our ability to incur additional debt.***

The lenders' obligation to extend credit under the facility depends on our maintaining certain financial covenants, including a minimum consolidated fixed charge coverage ratio of 2.00 to 1.00 and a maximum consolidated leverage ratio of 3.00 to 1.00. If we are unable to maintain these ratios, we would be unable to obtain additional financing under this facility. The credit facility permits us to incur additional secured or unsecured indebtedness outside the facility, except for the incurrence of secured indebtedness that in the aggregate exceeds 20% of our consolidated tangible net worth or circumstances where the incurrence of secured or unsecured indebtedness would prevent us from complying with our financial covenants.

We have also entered into other loan agreements with other lenders to finance various restaurants which impose financial covenants that are less restrictive than those imposed by our existing credit facility. A default under these loan agreements could result in a default under our existing credit facility, which in turn would limit our ability to secure additional funds under that facility. As of December 27, 2011, we were in compliance with all of our lenders' covenants.

***We may be required to record additional impairment charges in the future.***

In accordance with accounting guidance as it relates to the impairment of long-lived assets, we make certain estimates and projections with regard to company-owned restaurant operations, as well as our overall performance in connection with our impairment analyses for long-lived assets. When impairment triggers are deemed to exist for any given company-owned restaurant, the estimated undiscounted future cash flows for the restaurant are compared to its carrying value. If the carrying value materially exceeds the undiscounted cash flows, an impairment charge would be recorded equal to the difference between the carrying value and the estimated fair value.

We also review the value of our goodwill and other intangible assets on an annual basis and when events or changes in circumstances indicate that the carrying value of goodwill or other intangible assets may exceed the fair value of such assets. The estimates of fair value are based upon the best information available as of the date of the assessment and incorporate management assumptions about expected future cash flows and contemplate other valuation measurements and techniques.

The estimates of fair value used in these analyses require the use of judgment, certain assumptions and estimates of future operating results. If actual results differ from our estimates or assumptions, additional impairment charges may be required in the future. If impairment charges are significant, our results of operations could be adversely affected.

***The acquisition of existing restaurants from our franchisees and licensees and other strategic transactions may have unanticipated consequences that could harm our business and our financial condition.***

We plan to opportunistically acquire existing restaurants from our franchisees or licensees over time. Additionally, from time to time, we evaluate potential mergers, acquisitions, joint ventures or other strategic initiatives to acquire or develop additional concepts. To successfully execute any acquisition or development strategy, we will need to identify suitable acquisition or development candidates, negotiate acceptable acquisition or development terms and obtain appropriate financing. Any acquisition or future development that we pursue, whether or not successfully completed, may involve risks, including:

- material adverse effects on our operating results, particularly in the fiscal quarters immediately following the acquisition or development as the restaurants are integrated into our operations;
- risks associated with entering into new domestic or international markets or conducting operations where we have no or limited prior experience;
- risks inherent in accurately assessing the value, future growth potential, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates, and our ability to achieve projected economic and operating synergies; and
- the diversion of management's attention from other business concerns.

Future acquisitions of existing restaurants from our franchisees or licensees or other strategic partners, which may be accomplished through a cash purchase transaction, the issuance of shares of common stock or a combination of both, could have a dilutive impact on holders of our common stock, and result in the incurrence of debt and contingent liabilities and impairment charges related to goodwill and other tangible and intangible assets, any of which could harm our business and financial condition. The development of additional concepts and/or the entrance into international markets may not be as successful as our experience in the development of the Texas Roadhouse concept domestically. Development rates for newer brands may differ significantly as there is increased risk in the development of a new restaurant concept or system.

***Approximately 16.7% of our company restaurants are located in Texas and, as a result, we are sensitive to economic and other trends and developments in that state.***

As of December 27, 2011, we operated a total of 49 company restaurants in Texas. As a result, we are particularly susceptible to adverse trends and economic conditions in this state, including its labor market. In addition, given our geographic concentration in this state, negative publicity regarding any of our restaurants in Texas could have a material adverse effect on our business and operations, as could other occurrences in Texas such as local strikes, energy shortages or increases in energy prices, droughts, earthquakes, fires or other natural disasters.

***Our expansion into new domestic and/or international markets may present increased risks due to our unfamiliarity with the area.***

Some of our new restaurants will be located in areas where we have little or no meaningful experience. Those markets may have different competitive conditions, consumer tastes and discretionary spending patterns than our existing markets, which may cause our new restaurants to be less successful than restaurants in our existing markets. An additional risk of expanding into new markets is the lack of market awareness of our brands. Restaurants opened in new markets may open at lower average weekly sales volumes than restaurants opened in existing markets and may have higher restaurant-level operating expense ratios than in existing markets. Sales at restaurants opened in new markets may take longer to reach average unit volumes, if at all, thereby affecting our overall profitability.

#### **Risks Relating to the Food Service Industry**

***Our business is affected by changes in consumer preferences and discretionary spending.***

Our success depends, in part, upon the popularity of our food products. Shifts in consumer preferences away from our restaurants or cuisine, particularly beef, would harm our business. Also, our success depends to a significant extent on discretionary consumer spending, which is influenced by general economic conditions and the availability of discretionary income. Accordingly, we may experience declines in sales during economic downturns or during periods of uncertainty. Any material decline in the amount of discretionary spending could have a material adverse effect on our business, results of operations, financial condition or liquidity.

***Our success depends on our ability to compete with many food service businesses.***

The restaurant industry is intensely competitive and we compete with many well-established food service companies on the basis of taste, quality and price of products offered, guest service, atmosphere, location and overall guest experience. Our competitors include a large and diverse group of restaurant chains and individual restaurants that range from independent local operators that have opened restaurants in various markets to well-capitalized national restaurant companies. Many of our competitors or potential competitors have substantially greater financial and other resources than we do, which may allow them to react to changes in pricing, marketing and the casual dining segment of the restaurant industry better than we can. As our competitors expand their operations, we expect competition to intensify. We also compete with other restaurant chains and other retail businesses for quality site locations and hourly employees.

***Changes in food and supply costs could adversely affect our results of operations.***

Our profitability depends in part on our ability to anticipate and react to changes in food and supply costs. Any increase in food prices, particularly proteins, could adversely affect our operating results. In addition, we are susceptible to increases in food costs as a result of factors beyond our control, such as weather conditions, food safety concerns, product recalls, global market and trade conditions, and government regulations. We cannot predict whether we will be able to anticipate and

react to changing food costs by adjusting our purchasing practices and menu prices, and a failure to do so could adversely affect our operating results. In addition, because we provide a moderately priced product, we may not seek to or be able to pass along price increases to our guests. Also, if we adjust pricing there is no assurance that we will realize the full benefit of any adjustment due to changes in our guests' menu item selections and guest traffic.

We currently purchase the majority of our beef from three of the largest beef suppliers in the country under annual contracts. While we maintain relationships with additional suppliers, if any of these vendors were unable to fulfill its obligations under its contracts, we could encounter supply shortages and incur higher costs to secure adequate supplies, either of which would harm our business.

***The food service industry is affected by litigation and publicity concerning food quality, health and other issues, which can cause guests to avoid our restaurants and result in significant liabilities or litigation costs.***

Food service businesses can be adversely affected by litigation and complaints from guests, consumer groups or government authorities resulting from food quality, illness, injury or other health concerns or operating issues stemming from one restaurant or a limited number of restaurants. Adverse publicity about these allegations may negatively affect us, regardless of whether the allegations are true, by discouraging guests from eating at our restaurants. We could also incur significant liabilities if a lawsuit or claim results in a decision against us or litigation costs regardless of the result.

***Health concerns relating to the consumption of beef or other food products could affect consumer preferences and could negatively impact our results of operations.***

Like other restaurant chains, consumer preferences could be affected by health concerns about the consumption of beef, the key ingredient in many of our menu items, or negative publicity concerning food quality, illness and injury in general. In recent years there has been negative publicity concerning e-coli, hepatitis A, "mad cow," "foot-and-mouth" disease and "bird flu." The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their guests, resulting in legislation in some jurisdictions which require nutritional information to be disclosed to guests. Nutritional labeling could be enacted in many additional states, counties or cities as well as on a federal level. Nutritional labeling requirements and negative publicity concerning any of the food products we serve may adversely affect demand for our food and could result in a decrease in guest traffic to our restaurants. If we react to the labeling requirements or negative publicity by changing our concept or our menu offerings or their ingredients, we may lose guests who do not prefer the new concept or products, and we may not be able to attract sufficient new guests to produce the revenue needed to make our restaurants profitable. In addition, we may have different or additional competitors for our intended guests as a result of a change in our concept and may not be able to compete successfully against those competitors. A decrease in guest traffic to our restaurants as a result of these health concerns or negative publicity or as a result of a change in our menu or concept could materially harm our business.

***Health concerns arising from outbreaks of viruses may have an adverse effect on our business.***

The United States and other countries have experienced, or may experience in the future, outbreaks of viruses, such as Avian Flu, SARS and H1N1. To the extent that a virus is food-borne, future outbreaks may adversely affect the price and availability of certain food products and cause our guests to eat less of a product. To the extent that a virus is transmitted by human-to-human contact, our employees or guests could become infected, or could choose, or be advised, to avoid gathering in public places, any one of which could adversely affect our business.

***Our business could be adversely affected by increased labor costs or labor shortages.***

Labor is a primary component in the cost of operating our business. We devote significant resources to recruiting and training our managers and hourly employees. Increased labor costs due to competition, unionization, increased minimum and tip wage, state unemployment rates or employee benefits costs or otherwise, would adversely impact our operating expenses. The federal government and numerous states have enacted legislation resulting in tip and/or minimum wage increases as well as pre-determined future increases. We anticipate that additional legislation will be enacted in future periods, including some legislation regarding health care benefits. In addition, a shortage in the labor pool or other general inflationary pressures or changes could also increase our labor costs. Our operating expenses will be adversely affected to the extent that we are not able or are unwilling to offset these costs through higher prices on our products.

Moreover, we could suffer from significant indirect costs, including restaurant disruptions due to management or hourly labor turnover and potential delays in new restaurant openings or adverse guest reactions to inadequate guest service levels due to staff shortages. Competition for qualified employees exerts upward pressure on wages paid to attract such personnel, resulting in higher labor costs, together with greater recruitment and training expense. A shortage in the labor pool could also cause our restaurants to be required to operate with reduced staff, which could negatively impact our ability to provide adequate service levels to our guests.

In addition, our success depends on our ability to attract, motivate and retain qualified employees, including restaurant managers and staff, to keep pace with our growth strategy. If we are unable to do so, our results of operations may be adversely affected.

***We may not be able to obtain and maintain licenses and permits necessary to operate our restaurants and compliance with laws could adversely affect our operating results.***

The restaurant industry is subject to various federal, state and local government regulations, including those relating to the sale of food and alcoholic beverages. Such regulations are subject to change from time to time. The failure to obtain and maintain these licenses, permits and approvals, including liquor licenses, could adversely affect our operating results. Difficulties or failure to obtain the required licenses and approvals could delay or result in our decision to cancel the opening of new restaurants. Local authorities may revoke, suspend or deny renewal of our liquor licenses if they determine that our conduct violates applicable regulations.

In addition to our having to comply with these licensing requirements, various federal and state labor laws govern our relationship with our employees and affect operating costs. These laws include minimum and tip wage requirements, overtime pay, health benefits, unemployment tax rates, workers' compensation rates, citizenship requirements, working conditions and sales taxes. A number of factors could adversely affect our operating results, including:

- additional government-imposed increases in minimum and/or tipped wages, overtime pay, paid leaves of absence and mandated health benefits;
- increased tax reporting and tax payment requirements for employees who receive gratuities;
- any failure of our employees to comply with laws and regulations governing citizenship or residency requirements resulting in disruption of our work force and adverse publicity against us;
- a reduction in the number of states that allow gratuities to be credited toward minimum wage requirements; and
- increased employee litigation including claims relating to the Fair Labor Standards Act.

The federal Americans with Disabilities Act prohibits discrimination on the basis of disability in public accommodations and employment. Although our restaurants are designed to be accessible to the disabled, we could be required to make modifications to our restaurants to provide service to, or make reasonable accommodations for disabled persons.

***Complaints or litigation may hurt us.***

Occasionally, our guests file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered as a result of a visit to our restaurants, or that we have problems with food quality or operations. We are also subject to a variety of other claims arising in the ordinary course of our business, including personal injury claims, contract claims, claims from franchisees and claims alleging violations of federal and state laws regarding consumer, workplace and employment matters, wage and hour claims, discrimination and similar matters, or we could become subject to class action lawsuits related to these matters in the future. The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their guests. In addition, we are subject to “dram shop” statutes. These statutes generally allow a person injured by an intoxicated person to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated person. Some litigation against restaurant chains has resulted in significant judgments, including punitive damages, under dram shop statutes. Because a plaintiff may seek punitive damages, which may not be covered by insurance, this type of action could have an adverse impact on our financial condition and results of operations. Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations and hurt our performance. A judgment significantly in excess of our insurance coverage for any claims could materially adversely affect our business, results of operations, financial condition or liquidity. Further, adverse publicity resulting from these allegations may have a material adverse effect on us and our restaurants.

***We rely heavily on information technology, and any material failure, weakness or interruption could prevent us from effectively operating our business.***

We rely heavily on information systems, including point-of-sale processing in our restaurants, payment of obligations, collection of cash, credit and debit card transactions and other processes and procedures. Our ability to efficiently and effectively manage our business depends significantly on the reliability and capacity of these systems. The failure of these systems to operate effectively, maintenance problems, upgrading or transitioning to new platforms could result in delays in guest service and reduce efficiency in our operations. Remediation of such problems could result in significant, unplanned capital investments.

***We may incur costs resulting from breaches of security of confidential guest information related to our electronic processing of credit and debit card transactions.***

We accept electronic payment cards for payment in our restaurants. During 2011, approximately 77% of our transactions were by credit or debit cards, and such card usage could increase. Other retailers have experienced actual or potential security breaches in which credit and debit card information may have been stolen. We may in the future become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Any such claim or proceeding could cause us to incur significant unplanned expenses, in excess of our insurance coverage, which could have an adverse impact on our financial condition and results of operations. Further, adverse publicity resulting from these allegations may have a material adverse effect on us and our restaurants.

*Our current insurance may not provide adequate levels of coverage against claims.*

We currently maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such damages could have a material adverse effect on our business and results of operations. In addition, we self-insure a significant portion of expected losses under our workers compensation, general liability, employment practices liability and property insurance programs. Unanticipated changes in the actuarial assumptions and management estimates underlying our reserves for these losses could result in materially different amounts of expense under these programs, which could have a material adverse effect on our financial condition, results of operations and liquidity.

#### **Risks Related to Our Corporate Structure and our Stock Ownership**

*Provisions in our charter documents and Delaware law may delay or prevent our acquisition by a third party.*

Our certificate of incorporation and by-laws contain several provisions that may make it more difficult for a third party to acquire control of us without the approval of our Board of Directors. These provisions include, among other things, advance notice for raising business or making nominations at meetings and “blank check” preferred stock. Blank check preferred stock enables our Board of Directors, without approval of the stockholders, to designate and issue additional series of preferred stock with such dividend, liquidation, conversion, voting or other rights, including the right to issue convertible securities with no limitations on conversion, as our Board of Directors may determine. The issuance of blank check preferred stock may adversely affect the voting and other rights of the holders of our common stock as our Board of Directors may designate and issue preferred stock with terms that are senior to our common stock. These provisions may make it more difficult or expensive for a third party to acquire a majority of our outstanding common stock. These provisions also may delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the market price for their common stock.

The Delaware General Corporation Law prohibits us from engaging in “business combinations” with “interested shareholders” (with some exceptions) unless such transaction is approved in a prescribed manner. The existence of this provision could have an anti-takeover effect with respect to transactions not approved in advance by the Board of Directors, including discouraging attempts that might result in a premium over the market price for our common stock.

#### **ITEM 1B—UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2—PROPERTIES**

##### **Properties**

Our Support Center is located in Louisville, Kentucky. We occupy this facility under leases with Paragon Centre Holdings, LLC, a limited liability company in which we have a minority ownership position. As of December 27, 2011, we leased 71,342 square feet. Our leases expire between March 31, 2014 and December 31, 2025. We have an option to renew the leases for an additional five years. Of

the 294 company restaurants in operation as of December 27, 2011, we owned 121 locations and leased 173 locations, as shown in the following table.

<u>State</u>	<u>Owned</u>	<u>Leased</u>	<u>Total</u>
Alabama . . . . .	3	1	4
Arizona . . . . .	6	6	12
Arkansas . . . . .	—	2	2
California . . . . .	1	—	1
Colorado . . . . .	7	5	12
Connecticut . . . . .	—	2	2
Delaware . . . . .	1	1	2
Florida . . . . .	3	4	7
Georgia . . . . .	2	1	3
Idaho . . . . .	1	3	4
Illinois . . . . .	2	5	7
Indiana . . . . .	7	5	12
Iowa . . . . .	2	6	8
Kansas . . . . .	2	—	2
Kentucky . . . . .	4	5	9
Louisiana . . . . .	1	6	7
Maine . . . . .	—	3	3
Maryland . . . . .	—	3	3
Massachusetts . . . . .	1	7	8
Michigan . . . . .	3	5	8
Minnesota . . . . .	1	2	3
Mississippi . . . . .	1	—	1
Missouri . . . . .	2	8	10
Nebraska . . . . .	—	2	2
Nevada . . . . .	—	1	1
New Hampshire . . . . .	2	—	2
New Jersey . . . . .	1	2	3
New Mexico . . . . .	1	1	2
New York . . . . .	3	6	9
North Carolina . . . . .	4	10	14
North Dakota . . . . .	—	2	2
Ohio . . . . .	11	5	16
Oklahoma . . . . .	2	4	6
Pennsylvania . . . . .	3	13	16
Rhode Island . . . . .	—	2	2
South Dakota . . . . .	1	1	2
Tennessee . . . . .	—	10	10
Texas . . . . .	34	15	49
Utah . . . . .	—	7	7
Vermont . . . . .	—	1	1
Virginia . . . . .	4	6	10
Washington . . . . .	—	1	1
West Virginia . . . . .	1	—	1
Wisconsin . . . . .	3	4	7
Wyoming . . . . .	1	—	1
Total . . . . .	<u>121</u>	<u>173</u>	<u>294</u>

Additional information concerning our properties and leasing arrangements is included in note 2(p) and note 6 to the Consolidated Financial Statements appearing in Part II, Item 8 of this Annual Report on Form 10-K.

### **ITEM 3—LEGAL PROCEEDINGS**

Occasionally, we are a defendant in litigation arising in the ordinary course of our business, including “slip and fall” accidents, employment related claims and claims from guests or employees alleging illness, injury or food quality, health or operational concerns. None of these types of litigation, most of which are covered by insurance, has had a material effect on us and, as of the date of this report, we are not party to any litigation that we believe could have a material adverse effect on our business other than the litigation discussed below.

On September 30, 2011, the U.S. Equal Employment Opportunity Commission (“EEOC”) filed a lawsuit titled *Equal Employment Opportunity Commission v. Texas Roadhouse, Inc., Texas Roadhouse Holdings LLC, Texas Roadhouse Management Corp.* in the United States District Court, District of Massachusetts, Civil Action Number 1:11-cv-11732. The complaint alleges that we engaged in a pattern and practice of age discrimination in hiring for certain restaurant positions in violation of the Age Discrimination in Employment Act. The complaint alleges that applicants over the age of 40 were denied employment in our restaurants in bartender, host, server and server assistant positions due to their age. The EEOC is seeking injunctive relief, remedial actions, payment of damages to the applicants and costs. We believe we have meritorious defenses to the claims made by the EEOC, and we intend to vigorously defend against them. We have filed a response to the complaint and are in the early phases of discovery. Based on the preliminary status of this matter, we cannot estimate the possible amount or range of loss, if any, associated with this matter.

On January 19, 2011, a civil case styled as a class action complaint titled *Jenna Crenshaw, Andrew Brickley, et al, and all others similarly situated v. Texas Roadhouse, Inc., Texas Roadhouse Holdings, LLC, Texas Roadhouse of Everett, LLC and Texas Roadhouse Management Corp., d/b/a Texas Roadhouse* (“Crenshaw”) was filed. The complaint was subsequently amended to add additional plaintiffs. The complaint is pending in the United States District Court, District of Massachusetts, Civil Action Number 1:11-cv-10549. The complaint alleges a failure to comply with Massachusetts labor laws, specifically that we improperly shared pooled tips with ineligible employees in all of our restaurants in Massachusetts. Currently, we operate nine restaurants in the state. We have filed an answer denying all material allegations and are in discovery. Additionally, we have agreed to participate in mediation.

We believe that we have meritorious defenses to the claims made in the Crenshaw case, and we intend to vigorously defend against them, including plaintiffs’ efforts to certify a class action. Based on the preliminary status of this matter, specifically that no class has been certified, we cannot estimate the possible amount or range of loss, if any, associated with this matter. However, if the court imposes statutory penalties, including restitution of the difference between the tip credit wage and minimum wage, restitution of tips, treble damages and attorneys’ fees, then the case could have a material adverse effect on our consolidated financial position, results of operation or cash flows.

### **ITEM 4—MINE SAFETY DISCLOSURES**

Not Applicable.

## PART II

### ITEM 5—MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the Nasdaq Global Select Market under the symbol TXRH. The common stock has been quoted on the Nasdaq Global Select Market since October 5, 2004. The quarterly high and low closing prices of our common stock by quarter were as follows:

	<u>High</u>	<u>Low</u>
<b>Year ended December 27, 2011</b>		
First Quarter . . . . .	\$18.45	\$15.97
Second Quarter . . . . .	\$17.73	\$15.46
Third Quarter . . . . .	\$18.28	\$13.07
Fourth Quarter . . . . .	\$15.13	\$12.39
<b>Year ended December 28, 2010</b>		
First Quarter . . . . .	\$14.24	\$10.64
Second Quarter . . . . .	\$16.13	\$12.59
Third Quarter . . . . .	\$14.60	\$12.05
Fourth Quarter . . . . .	\$18.21	\$14.05

The number of holders of record of our common stock as of February 15, 2012 was 323.

On February 16, 2012, our Board of Directors authorized the payment of a cash dividend of \$0.09 per share of common stock. This payment will be distributed on March 30, 2012, to shareholders of record at the close of business on March 14, 2012. The declaration and payment of cash dividends on our common stock is at the discretion of our Board of Directors, and any decision to declare a dividend will be based on a number of factors, including, but not limited to, earnings, financial condition, applicable covenants under our credit facility and other contractual restrictions, or other factors deemed relevant.

As of December 27, 2011, shares of common stock authorized for issuance under our equity compensation plan are summarized in the following table. The weighted-average option exercise price is for stock options only, as the restricted stock has no exercise price. See note 12 to the Consolidated Financial Statements for a description of the plan.

<u>Plan Category</u>	<u>Shares to Be Issued Upon Exercise</u>	<u>Weighted- Average Option Exercise Price</u>	<u>Shares Available for Future Grants</u>
Plan approved by stockholders . . . . .	4,673,122	\$12.02	4,364,343
Plans not approved by stockholders . . . . .	—	—	—
Total . . . . .	<u>4,673,122</u>	<u>\$12.02</u>	<u>4,364,343</u>

#### Unregistered Sales of Equity Securities

There were no equity securities sold by the Company during the period covered by this Annual Report on Form 10-K that were not registered under the Securities Act of 1933, as amended.

#### Issuer Repurchases of Securities

On February 17, 2011, our Board of Directors approved a stock repurchase program under which it authorized us to repurchase up to \$50.0 million of our common stock. On August 18, 2011, our

Board of Directors approved a \$50.0 million increase in our stock repurchase program. On February 16, 2012, our Board of Directors cancelled this stock repurchase program, which had no expiration date and \$40.9 million remaining as of December 27, 2011 and approved a stock repurchase program under which it authorized us to repurchase up to \$100.0 million of our common stock. Any repurchases will be made through open market transactions. The timing and the amount of any repurchases will be determined by management under parameters established by our Board of Directors, based on its evaluation of our stock price, market conditions and other corporate considerations.

Since commencing our repurchase program in 2008, we have repurchased a total of 10.5 million shares of common stock at a total cost of \$116.1 million through December 27, 2011 under authorizations from our Board of Directors. The following table includes information regarding purchases of our common stock made by us during the 13 weeks ended December 27, 2011.

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</b>
September 28 to October 25 . . . . .	968,700	\$13.09	968,700	\$40,932,770.21
October 26 to November 22 . . . . .	—	—	—	\$40,932,770.21
November 23 to December 27 . . . . .	—	—	—	\$40,932,770.21
Total . . . . .	<u>968,700</u>		<u>968,700</u>	

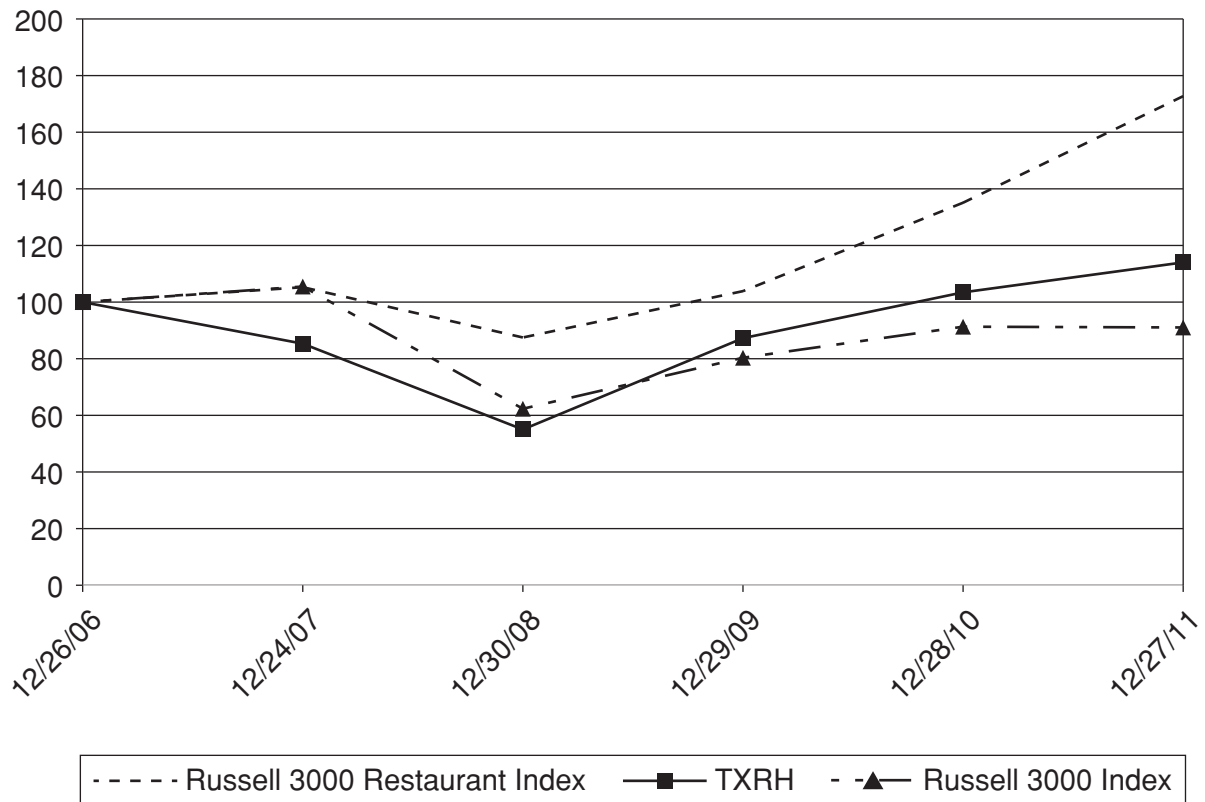
### Stock Performance Graph

The following graph sets forth cumulative total return experienced by holders of the Company's common stock compared to the cumulative total return of the Russell 3000 Restaurant Index and the Russell 3000 Index for the period ended December 27, 2011, the last trading day of our fiscal year. The graph assumes the values of the investment in our common stock and each index was \$100 on December 26, 2006 and the reinvestment of all dividends paid during the period of the securities comprising the indices.

*Note: The stock price performance shown on the graph below does not indicate future performance.*

#### Comparison of Cumulative Total Return Since December 26, 2006

Among Texas Roadhouse, Inc., the Russell 3000 Index and the Russell 3000 Restaurant Index



	12/26/06	12/24/07	12/30/08	12/29/09	12/28/10	12/27/11
Texas Roadhouse, Inc. . .	\$100.00	\$ 85.31	\$55.01	\$ 87.26	\$103.44	\$114.02
Russell 3000 . . . . .	\$100.00	\$105.50	\$62.33	\$ 80.34	\$ 91.31	\$ 91.04
Russell 3000 Restaurant .	\$100.00	\$105.26	\$87.50	\$103.87	\$135.10	\$172.73

## ITEM 6—SELECTED CONSOLIDATED FINANCIAL DATA

We derived the selected consolidated financial data as of and for the years 2011, 2010, 2009, 2008 and 2007 from our audited consolidated financial statements.

The Company utilizes a 52 or 53 week accounting period that ends on the last Tuesday in December. The Company utilizes a 13 or 14 week accounting period for quarterly reporting purposes. Fiscal year 2008 was 53 weeks in length while fiscal years 2011, 2010, 2009 and 2007 were 52 weeks in length. Our historical results are not necessarily indicative of our results for any future period.

	Fiscal Year				
	2011	2010	2009	2008	2007
	(in thousands, except per share data)				
<b>Consolidated Statements of Income:</b>					
Revenue:					
Restaurant sales . . . . .	\$1,099,475	\$ 995,988	\$934,100	\$871,556	\$724,372
Franchise royalties and fees . . . . .	9,751	9,005	8,231	8,905	10,717
Total revenue . . . . .	1,109,226	1,004,993	942,331	880,461	735,089
Income from operations . . . . .	95,239	90,617	75,861	62,027	63,213
Income before taxes . . . . .	93,192	88,372	72,809	58,398	61,212
Provision for income taxes . . . . .	26,765	27,683	23,491	19,389	21,176
Net income including noncontrolling interests . . . . .	\$ 66,427	\$ 60,689	\$ 49,318	\$ 39,009	\$ 40,036
Less: Net income attributable to noncontrolling interests . . . . .	2,463	2,400	1,839	841	711
Net income attributable to Texas Roadhouse, Inc. and subsidiaries . . . . .	\$ 63,964	\$ 58,289	\$ 47,479	\$ 38,168	\$ 39,325
Net income per common share:					
Basic . . . . .	\$ 0.90	\$ 0.82	\$ 0.68	\$ 0.53	\$ 0.53
Diluted . . . . .	\$ 0.88	\$ 0.80	\$ 0.67	\$ 0.52	\$ 0.51
Weighted average shares outstanding(1):					
Basic . . . . .	70,829	71,432	69,967	72,672	74,611
Diluted . . . . .	72,278	72,929	71,298	74,079	76,832

	Fiscal Year				
	2011	2010	2009	2008	2007
	(\$ in thousands)				
<b>Consolidated Balance Sheet Data:</b>					
Cash . . . . .	\$ 73,731	\$ 82,215	\$ 46,858	\$ 5,258	\$ 11,564
Total assets . . . . .	740,670	702,801	662,073	622,663	546,029
Long-term debt and obligations under capital leases, net of current maturities . . . . .	61,601	51,906	101,179	132,482	66,482
Total liabilities . . . . .	244,848	203,419	239,123	259,866	176,264
Noncontrolling interests . . . . .	3,918	2,766	2,578	2,807	2,384
Texas Roadhouse, Inc. and subsidiaries stockholders' equity(2) . . . . .	491,904	496,616	420,372	359,990	367,381
<b>Selected Operating Data (unaudited):</b>					
Restaurants:					
Company—Texas Roadhouse . . . . .	291	271	260	245	204
Company—Aspen Creek . . . . .	3	3	1	—	—
Franchise . . . . .	72	71	70	69	81
Total . . . . .	366	345	331	314	285
Company restaurant information:					
Store weeks . . . . .	14,573	13,803	13,255	11,861	9,499
Comparable restaurant sales growth(3) . . . . .	4.7%	2.4%	(2.8)%	(2.3)%	1.4%
Texas Roadhouse restaurants only:					
Comparable restaurant sales growth(3) . . . . .	4.8%	2.4%	(2.8)%	(2.3)%	1.4%
Average unit volumes(4) . . . . .	\$ 3,917	\$ 3,730	\$ 3,660	\$ 3,823	\$ 3,974
Net cash provided by operating activities . . . . .	\$137,507	\$119,908	\$115,129	\$ 101,214	\$ 76,567
Net cash used in investing activities . . . . .	\$(81,570)	\$(44,816)	\$(43,134)	\$(120,216)	\$(134,532)
Net cash (used in) provided by financing activities . . . . .	\$(64,421)	\$(39,735)	\$(30,395)	\$ 12,696	\$ 35,745

(1) See note 10 to the Consolidated Financial Statements.

(2) See note 9 to the Consolidated Financial Statements.

(3) Comparable restaurant sales growth reflects the change in sales over the same period of the prior years for the comparable restaurant base. We define the comparable restaurant base to include those restaurants open for a full 18 months before the beginning of the later fiscal period, excluding sales from restaurants closed during the period.

(4) Average unit volume represents the average annual restaurant sales from Texas Roadhouse company restaurants open for a full six months before the beginning of the period measured, excluding sales from restaurants closed during the period. Although 2008 contained 53 weeks, for comparative purposes, 2008 average unit volumes were adjusted to a 52-week basis. Additionally, average unit volume of company-owned restaurants for 2008 and 2007 in the table above were adjusted to reflect the restaurant sales of any acquired franchise restaurants.

## **ITEM 7—MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The discussion and analysis below for the Company should be read in conjunction with the consolidated financial statements and the notes to such financial statements (pages F-1 to F-19), “Forward-looking Statements” (page 3) and Risk Factors set forth in Item 1A.

### **Our Company**

Texas Roadhouse is a growing, moderately priced, full-service restaurant chain. Our founder, chairman and CEO, W. Kent Taylor, started the business in 1993 with the opening of the first Texas Roadhouse in Clarksville, Indiana. Since then, we have grown to 365 restaurants in 47 states. In addition, we opened our first international franchise-owned Texas Roadhouse in Dubai, UAE in 2011. Our mission statement is “Legendary Food, Legendary Service®.” Our operating strategy is designed to position each of our restaurants as the local hometown destination for a broad segment of consumers seeking high-quality, affordable meals served with friendly, attentive service. As of December 27, 2011, our 366 restaurants included:

- 294 “company restaurants,” of which 282 were wholly-owned and 12 were majority-owned. The results of operations of company restaurants are included in our consolidated operating results. The portion of income attributable to minority interests in company restaurants that are not wholly-owned is reflected in the line item entitled “Net income attributable to noncontrolling interests” in our consolidated statements of income.
- 72 “franchise restaurants,” of which 69 were franchise restaurants and 3 were license restaurants. We have a 5.0% to 10.0% ownership interest in 22 franchise restaurants. The income derived from our minority interests in these franchise restaurants is reported in the line item entitled “Equity income from investments in unconsolidated affiliates” in our consolidated statements of income. Additionally, we provide various management services to these franchise restaurants, as well as six additional franchise restaurants in which we have no ownership interest.

We have contractual arrangements which grant us the right to acquire at pre-determined valuation formulas (i) the remaining equity interests in ten of the 12 majority-owned company restaurants and (ii) 65 of the franchise restaurants.

### **Presentation of Financial and Operating Data**

We operate on a fiscal year that ends on the last Tuesday in December. Fiscal years 2011, 2010 and 2009 were 52 weeks in length, while the quarters for those years were 13 weeks in length.

### **Long-term Strategies to Grow Earnings Per Share**

Our long-term strategies with respect to increasing net income and earnings per share include the following:

*Expanding Our Restaurant Base.* We will continue to evaluate opportunities to develop Texas Roadhouse restaurants in existing markets and new domestic or international markets. Domestically, we will remain focused primarily on mid-sized markets where we believe a significant demand for our restaurants exists because of population size, income levels and the presence of shopping and entertainment centers and a significant employment base. Our ability to expand our restaurant base is influenced by many factors beyond our control and therefore we may not be able to achieve our anticipated growth. We moderated our restaurant development plans for 2009 and 2010 due, in part, to increasing restaurant development costs, particularly during 2006 to 2009. In 2010, our new store returns increased due, in part, to our ability to lower restaurant development costs, along with improved sales in 2010. As a result, we increased development to 20 restaurants in 2011 and plan to

open 25 restaurants in 2012. Our average capital investment for Texas Roadhouse restaurants opened during 2011, including pre-opening expenses, was \$3.76 million, which is relatively unchanged from our average capital investment in 2010 of \$3.74 million. We anticipate that our 2012 development costs will be consistent with our 2011 costs. We continue to focus on driving sales and managing restaurant development costs in order to further increase our restaurant development in the future.

We may, at our discretion, add franchise restaurants, domestically and/or internationally, primarily with franchisees who have demonstrated prior success with the Texas Roadhouse or other restaurant concepts and in markets in which the franchisee demonstrates superior knowledge of the demographics and restaurant operating conditions. In conjunction with this strategy, we signed our first international franchise agreement on in 2010 for the development of Texas Roadhouse restaurants in eight countries in the Middle East over the next ten years, the first of which opened in August 2011. Additionally, in 2010, we entered into a joint venture agreement with a casual dining restaurant operator in China for minority ownership in three non-Texas Roadhouse restaurants, one of which opened in 2011. We continue to explore opportunities in other countries for international expansion. We may also look to acquire franchise restaurants under terms favorable to the Company and our stockholders. Additionally, from time to time, we will evaluate potential mergers, acquisitions, joint ventures or other strategic initiatives to acquire or develop additional concepts. Of the 294 restaurants we owned and operated at the end of 2011, 291 operated as Texas Roadhouse restaurants, while three operated under the name of Aspen Creek. All of our planned restaurant growth in 2012 will be Texas Roadhouse restaurants.

*Maintaining and/or Improving Restaurant Level Profitability.* We plan to maintain, or possibly increase, restaurant level profitability through a combination of increased comparable restaurant sales and operating cost management. In 2011, our average unit volumes and comparable restaurant sales increased 5.0% and 4.8%, respectively for Texas Roadhouse restaurants. The growth in these measures was primarily due to higher guest traffic counts and increases in menu pricing taken throughout 2011. We believe the increased guest traffic counts is due to our continued focus on encouraging repeat visits by our guests by not sacrificing any operational standards relating to our quality of food and service, along with an improvement in the overall economy. We also continue to drive various localized marketing programs in order to attract new guests and increase the frequency of visits of our existing guests. In an effort to partially offset inflationary pressures, we have increased menu prices approximately 2.3% and 2.2% in 2011 and 2012, respectively. In general, we continue to maintain our conservative approach on pricing as we remain focused on the long-term success of Texas Roadhouse. This may create a challenge in terms of maintaining and/or increasing restaurant margins, as a percentage of sales, in any given year, depending on the level of inflation we experience. In addition to restaurant margin, as a percentage of sales, we also focus on restaurant margin dollar growth per store week as a measure of restaurant level profitability.

While our average unit volumes and comparable restaurant sales increased in 2010, these measures declined from 2007 through 2009 primarily as a result of lower guest traffic counts and lower increases in average guest check. We believe the lower guest traffic counts across these periods were primarily attributable to a general softening of the overall consumer environment, consistent with the casual dining industry, as a whole, experiencing lower guest traffic counts. During this three-year span, consumer casual dining restaurant demand was negatively impacted by increasing unemployment rates and higher menu prices resulting from inflationary pressures such as certain state minimum and tipped wage increases, along with higher gasoline prices. In addition, we experienced guests shifting their selections to lower priced menu items and/or purchasing fewer alcoholic beverages over the last few years. We believe all of these pressures negatively impacted guest traffic counts and average guest check, for us, as well as the industry.

*Leveraging Our Scalable Infrastructure.* To support our growth, we continue to make investments in our infrastructure. Over the past several years, we have made significant investments in our infrastructure including information systems, real estate, human resources, legal, marketing and

operations. In 2011, general and administrative costs increased at a slower growth rate than our revenue. Whether we are able to continue leveraging our infrastructure will depend, in part, on our new restaurant and comparable restaurant sales growth rates going forward.

*Returning Capital to Shareholders.* We continue to look at opportunities to return capital to our shareholders, including through the repurchases of common stock and the payment of dividends. In 2011, we paid \$59.1 million to repurchase 3,972,100 shares of our common stock and implemented a dividend program through which we declared quarterly dividends of \$0.08 per share of common stock. Since 2008, we have paid \$116.1 million to repurchase 10,484,907 shares of our common stock. In 2011, we paid dividends of \$17.0 million. In 2012, we increased our first quarter dividend to \$0.09 per share of common stock and our long-term strategy includes increasing that amount over time. The declaration and payment of cash dividends on our common stock is at the discretion of our Board of Directors, and any decision to declare a dividend will be based on a number of factors, including, but not limited to, earnings, financial condition, applicable covenants under our credit facility and other contractual restrictions, or other factors deemed relevant.

### **Key Operating Personnel**

Key personnel who have a significant impact on the performance of our restaurants include managing and market partners. Each company restaurant has one managing partner who serves as the general manager. Market partners can provide supervisory services for up to 10 to 13 managing partners and their respective management teams. Market partners also assist with our site selection process and recruitment of new management teams. The managing partner of each company restaurant and their corresponding market partners are required, as a condition of employment, to sign a multi-year employment agreement. The annual compensation of our managing and market partners includes a base salary plus a percentage of the pre-tax net income of the restaurant(s) they operate or supervise. Managing and market partners are eligible to participate in our equity incentive plan and, as a general rule, are required to make deposits of \$25,000 and \$50,000, respectively. Generally, the deposits are refunded after five years of service.

### **Key Measures We Use To Evaluate Our Company**

Key measures we use to evaluate and assess our business include the following:

*Number of Restaurant Openings.* Number of restaurant openings reflects the number of restaurants opened during a particular fiscal period. For company restaurant openings we incur pre-opening costs, which are defined below, before the restaurant opens. Typically new restaurants open with an initial start-up period of higher than normalized sales volumes, which decrease to a steady level approximately three to six months after opening. However, although sales volumes are generally higher, so are initial costs, resulting in restaurant operating margins that are generally lower during the start-up period of operation and increase to a steady level approximately three to six months after opening.

*Comparable Restaurant Sales Growth.* Comparable restaurant sales growth reflects the change in year-over-year sales for the company restaurants in the comparable restaurant base. We define the comparable restaurant base to include those restaurants open for a full 18 months before the beginning of the later fiscal period excluding restaurants closed during the period. Comparable restaurant sales growth can be impacted by changes in guest traffic counts or by changes in the per person average check amount. Menu price changes and the mix of menu items sold can affect the per person average check amount.

*Average Unit Volume.* Average unit volume represents the average annual restaurant sales for company-owned Texas Roadhouse restaurants open for a full six months before the beginning of the period measured. Average unit volume excludes sales on restaurants closed during the period. Growth

in average unit volumes in excess of comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels in excess of the company average. Conversely, growth in average unit volumes less than growth in comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels lower than the company average.

*Store Weeks.* Store weeks represent the number of weeks that our company restaurants were open during the reporting period.

*Restaurant Margins.* Restaurant margins represent restaurant sales less restaurant operating costs. Restaurant margins, as a percentage of restaurant sales, may fluctuate based on inflationary pressures, commodity costs and wage rates.

## **Other Key Definitions**

*Restaurant Sales.* Restaurant sales include gross food and beverage sales, net of promotions and discounts. Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from restaurant sales in the consolidated statements of income.

*Franchise Royalties and Fees.* Domestic franchisees typically pay a \$40,000 initial franchise fee for each new restaurant and a franchise renewal fee equal to the greater of 30% of the then-current initial franchise fee or \$10,000 to \$15,000. Franchise royalties consist of royalties in an amount up to 4.0% of gross sales, as defined in our franchise agreement, paid to us by our domestic franchisees.

*Restaurant Cost of Sales.* Restaurant cost of sales consists of food and beverage costs.

*Restaurant Labor Expenses.* Restaurant labor expenses include all direct and indirect labor costs incurred in operations except for profit sharing incentive compensation expenses earned by our restaurant managers. These profit sharing expenses are reflected in restaurant other operating expenses. Restaurant labor expenses also include share-based compensation expense related to restaurant-level employees.

*Restaurant Rent Expense.* Restaurant rent expense includes all rent associated with the leasing of operating real estate and includes base, percentage and straight-line rent expense.

*Restaurant Other Operating Expenses.* Restaurant other operating expenses consist of all other restaurant-level operating costs, the major components of which are utilities, supplies, advertising, repairs and maintenance, property taxes, credit card fees and general liability insurance. Profit sharing allocations to managing partners and market partners are also included in restaurant other operating expenses.

*Pre-opening Expenses.* Pre-opening expenses, which are charged to operations as incurred, consist of expenses incurred before the opening of a new restaurant and are comprised principally of opening team and training salaries, travel expenses, rent, and food, beverage and other initial supplies and expenses.

*Depreciation and Amortization Expenses.* Depreciation and amortization expenses (“D&A”) includes the depreciation of fixed assets and amortization of intangibles with definite lives.

*Impairment and closure costs.* Impairment and closure costs include any impairment of long-lived assets, including goodwill, associated with restaurants where the carrying amount of the asset is not recoverable and exceeds the fair value of the asset and expenses associated with the closure of a restaurant. Closure costs also include any gains or losses associated with the sale of a closed restaurant and/or assets held for sale.

*General and Administrative Expenses.* General and administrative expenses (“G&A”) are comprised of expenses associated with corporate and administrative functions that support development and restaurant operations and provide an infrastructure to support future growth. Supervision and accounting fees received from certain franchise restaurants and license restaurants are offset against G&A. G&A also includes share-based compensation expense related to executive officers, support center employees and area managers, including market partners.

*Interest Expense, Net.* Interest expense includes the cost of our debt obligations including the amortization of loan fees, reduced by interest income and capitalized interest. Interest income includes earnings on cash and cash equivalents.

*Equity Income from Unconsolidated Affiliates.* As of December 27, 2011, we owned 5.0% to 10.0% equity interest in 22 franchise restaurants. As of December 28, 2010 and December 29, 2009, we owned 5.0% to 10.0% equity interest in 21 franchise restaurants. Equity income from unconsolidated affiliates represents our percentage share of net income earned by these unconsolidated affiliates.

*Net Income Attributable to Noncontrolling Interests.* Minority interest represents the portion of income attributable to the other owners of the majority-owned or controlled restaurants. Our consolidated subsidiaries at December 27, 2011 included 12 majority-owned restaurants, all of which were open. Our consolidated subsidiaries at December 28, 2010 included 11 majority-owned restaurants, all of which were open. Our consolidated subsidiaries at December 29, 2009 included ten majority-owned restaurants, all of which were open.

*Managing Partners and Market Partners.* Managing partners are single unit operators who have primary responsibility for the day-to-day operations of the entire restaurant and are responsible for maintaining the standards of quality and performance we establish. Market partners, generally, have supervisory responsibilities for up to 10 to 13 restaurants. In addition to supervising the operations of

our restaurants, they are also responsible for the hiring and development of each restaurant's management team and assist in the new restaurant site selection process.

	Results of Operations					
	Fiscal Year					
	2011		2010		2009	
	\$	%	\$	%	\$	%
	(in thousands)					
<b>Consolidated Statements of Income:</b>						
Revenue:						
Restaurant sales . . . . .	1,099,475	99.1	995,988	99.1	934,100	99.1
Franchise royalties and fees . . . . .	9,751	0.9	9,005	0.9	8,231	0.9
Total revenue . . . . .	1,109,226	100.0	1,004,993	100.0	942,331	100.0
Costs and expenses:						
<i>(As a percentage of restaurant sales)</i>						
Restaurant operating costs:						
Cost of sales . . . . .	367,385	33.4	324,267	32.6	312,800	33.5
Labor . . . . .	326,233	29.7	293,022	29.4	276,626	29.6
Rent . . . . .	23,150	2.1	21,361	2.1	20,018	2.1
Other operating . . . . .	184,073	16.7	172,893	17.4	158,961	17.0
<i>(As a percentage of total revenue)</i>						
Pre-opening . . . . .	11,534	1.0	7,051	0.7	5,813	0.6
Depreciation and amortization . . . . .	42,709	3.9	41,283	4.1	41,822	4.4
Impairment and closures . . . . .	1,201	0.1	2,005	0.2	3,000	0.3
General and administrative . . . . .	57,702	5.2	52,494	5.2	47,430	5.0
Total costs and expenses . . . . .	1,013,987	91.4	914,376	91.0	866,470	91.9
Income from operations . . . . .	95,239	8.6	90,617	9.0	75,861	8.1
Interest expense, net . . . . .	2,413	0.2	2,673	0.3	3,273	0.3
Equity income from investments in						
unconsolidated affiliates . . . . .	(366)	0.0	(428)	0.0	(221)	0.0
Income before taxes . . . . .	93,192	8.4	88,372	8.8	72,809	7.7
Provision for income taxes . . . . .	26,765	2.4	27,683	2.8	23,491	2.5
Net income including noncontrolling interests . . . . .	66,427	6.0	60,689	6.0	49,318	5.2
Net income attributable to noncontrolling						
interests . . . . .	2,463	0.2	2,400	0.2	1,839	0.2
Net income attributable to Texas						
Roadhouse, Inc. and subsidiaries . . . . .	63,964	5.8	58,289	5.8	47,479	5.0

## Restaurant Unit Activity

	<u>Company</u>	<u>Franchise</u>	<u>Total</u>
Balance at December 30, 2008 . . . . .	245	69	314
Openings—Texas Roadhouse . . . . .	16	3	19
Openings—Aspen Creek . . . . .	1	—	1
Acquisitions (Dispositions) . . . . .	1	(1)	—
Closures . . . . .	(2)	(1)	(3)
Balance at December 29, 2009 . . . . .	261	70	331
Openings—Texas Roadhouse . . . . .	12	1	13
Openings—Aspen Creek . . . . .	2	—	2
Closures . . . . .	(1)	—	(1)
Balance at December 28, 2010 . . . . .	274	71	345
Openings—Texas Roadhouse . . . . .	20	1	21
Openings—Aspen Creek . . . . .	—	—	—
Closures . . . . .	—	—	—
Balance at December 27, 2011 . . . . .	<u>294</u>	<u>72</u>	<u>366</u>

## Restaurant Sales

Restaurant sales increased by 10.4% in 2011 as compared to 2010. This increase was attributable to the opening of new restaurants and an increase in average unit volumes, primarily comparable restaurant sales. Restaurant sales increased by 6.6% in 2010 compared to 2009. This increase was attributable to the opening of new restaurants and the acquisitions of franchise restaurants in fiscal 2008, partially offset by a decrease in comparable restaurant sales and average unit volumes.

The following table summarizes certain key drivers and/or attributes of restaurant sales at company restaurants for the periods.

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Company Restaurants			
Increase in store weeks . . . . .	5.6%	4.1%	11.8%
Increase/(decrease) in average unit volumes . . . . .	5.0	1.9	(4.3)
Other(1) . . . . .	(0.2)	0.6	(0.3)
Total increase in restaurant sales . . . . .	<u>10.4%</u>	<u>6.6%</u>	<u>7.2%</u>
Store weeks . . . . .	14,573	13,803	13,255
Comparable restaurant sales growth/(decline) . . . . .	4.7%	2.4%	(2.8)%
Texas Roadhouse restaurants only:			
Comparable restaurant sales growth/(decline) . . . . .	4.8%	2.4%	(2.8)%
Average unit volume (in thousands) . . . . .	\$ 3,917	\$ 3,730	\$ 3,660

- (1) Includes the impact of the year-over-year change in sales volume of all Aspen Creek restaurants and Texas Roadhouse restaurants open less than six months before the beginning of the period measured, and, if applicable, the impact of restaurants closed during the period.

The increase in store weeks for 2011, 2010 and 2009 was primarily attributable to the opening of new restaurants. Company restaurant count activity is shown in the restaurant unit activity table above.

The increase in average unit volumes for 2011 compared to 2010 and 2010 compared to 2009 was primarily driven by a combination of positive comparable restaurant sales and higher year-over-year sales at newer restaurants. For 2011, comparable restaurant sales increased 4.7% which was generated by an increase in guest traffic counts and an increase in our per person average check. For 2010, comparable restaurant sales increased 2.4% which was generated by an increase in guest traffic counts, partially offset by a slight decline in our per person average check.

While we did not take any pricing increases in 2010 due to the favorable commodities environment, we did take menu price increases totaling 2.3% during 2011 as a result of expected inflationary pressures, primarily commodities. The menu price increases we have taken throughout 2011 drove the increase in our per person average check.

In 2012, we plan to open approximately 25 additional company restaurants. We have either begun construction or have sites under contract for purchase or lease for 24 of the 25 restaurants. We may evaluate additional opportunities for international development and possibly acquiring franchise restaurants in 2012.

#### *Franchise Royalties and Fees*

Franchise royalties and fees increased by \$0.7 million or by 8.3% in 2011 from 2010 and increased by \$0.8 million or by 9.4% in 2010 from 2009. These increases were primarily attributable to an increase in average unit volumes, increasing royalty rates in conjunction with the renewal of certain franchise agreements, and the opening of new franchise restaurants. Franchise comparable restaurant sales increased by 4.3% in 2011 and 2.5% in 2010. Franchise restaurant count activity is shown in the restaurant unit activity table above.

#### *Restaurant Cost of Sales*

Restaurant cost of sales, as a percentage of restaurant sales, increased to 33.4% in 2011 from 32.6% in 2010. This increase was primarily attributable to commodity inflation of approximately 3.5% for 2011. Inflation has been driven by higher food costs on items such as potatoes, pork, beef, cheese and wheat ingredients. For 2012, we have fixed price contracts, which include some floor and ceiling pricing, for 65% to 70% of our overall food costs with the remainder subject to fluctuating market prices. We expect commodity cost inflation of approximately 8.0% in 2012.

Restaurant cost of sales, as a percentage of restaurant sales, decreased to 32.6% in 2010 from 33.5% in 2009. This decrease was primarily attributable to the benefit of lower beef costs and lower food costs on items such as oil-based and wheat ingredients.

#### *Restaurant Labor Expenses*

Restaurant labor expenses, as a percentage of restaurant sales, increased to 29.7% in 2011 from 29.4% in 2010. Higher payroll taxes and the impact of labor inefficiencies associated with newer restaurants were partially offset by the benefit from an increase in average unit volumes and lower workers' compensation costs.

In 2011, higher payroll tax expense was primarily due to the benefit we obtained in 2010 from exemptions under the Hiring Incentives to Restore Employment (HIRE) Act, which was recorded as a reduction in payroll tax expense. For 2011, the exemptions under the HIRE Act were replaced by a tax credit which results in a reduction in income tax expense rather than payroll tax expense. For 2011, the net impact of this change year-over-year was an increase in payroll expense of \$1.8 million. In addition, we have experienced higher state unemployment taxes throughout 2011.

Workers' compensation costs were \$0.5 million lower in 2011 compared to 2010 due to changes in our claims development history. Increased development in 2011 compared to the prior year has negatively impacted labor expense, as a percentage of sales. Typically new restaurants open with an initial start-up period of higher than normalized sales volumes and higher than normalized labor costs. These tend to normalize approximately three to six months after opening.

Restaurant labor expenses, as a percentage of restaurant sales, decreased to 29.4% in 2010 from 29.6% in 2009. This decrease was primarily attributable to an increase in average unit volumes and lower payroll tax expense, partially offset by higher average wage rates. Additionally, lower workers' compensation claims experience resulted in lower year-over-year workers' compensation expense for 2010.

In 2012, we anticipate our labor costs will be pressured by inflation due to state-mandated increases in minimum and tip wage rates. At this time, we have approximately 50 restaurants in 6 states which have announced increases in minimum and tip wage rates effective January 1, 2012. We expect these increases in costs will be offset by menu price actions taken, along with traffic growth, in the first quarter of 2012.

#### *Restaurant Rent Expense*

Restaurant rent expense, as a percentage of restaurant sales, remained unchanged at 2.1% in 2011 compared to 2010 and 2009. In 2011 and 2010, the benefit from an increase in average unit volumes offset the impact of leasing more land and buildings than in the past.

#### *Restaurant Other Operating Expenses*

Restaurant other operating expenses, as a percentage of restaurant sales, decreased to 16.7% in 2011 from 17.4% in 2010. This decrease was attributable to an increase in average unit volumes and lower general liability insurance, utility and property tax costs. General liability insurance costs were lower in 2011 as we had additional insurance expense in 2010 of \$1.5 million due to changes in our claims development history related to our 2010 quarterly actuarial reports. Utility costs were lower primarily due to lower electricity and natural gas prices.

Restaurant other operating expenses, as a percentage of restaurant sales, increased to 17.4% in 2010 from 17.0% in 2009. This increase was primarily attributable to higher costs for managing partner and market partner bonuses, as a percentage of sales, and higher general liability insurance costs, partially offset by an increase in average unit volumes. Managing partner and market partner bonuses were higher in 2010 as a result of improved restaurant sales and higher margins.

#### *Restaurant Pre-opening Expenses*

Pre-opening expenses in 2011 increased to \$11.5 million from \$7.1 million in 2010. This increase was primarily attributable to more restaurant openings in 2011 compared to 2010, along with more planned restaurant openings in 2012. We opened 20 company restaurants in 2011 compared to 15 company restaurants in 2010. Additionally, we plan to open 25 company restaurants in 2012. Pre-opening costs will fluctuate from period to period based on the number and timing of restaurant openings and the number and timing of restaurant managers hired. Based on our increased restaurant development plans, we expect pre-opening expense to be higher in 2012.

Pre-opening expenses in 2010 increased to \$7.1 million from \$5.8 million in 2009. This increase was primarily attributable to more restaurants in the development pipeline during 2010 as compared to 2009, driven by our plan to open 20 company restaurants in 2011 as compared to 14 company restaurants in 2010.

### *Depreciation and Amortization Expenses (“D&A”)*

D&A, as a percentage of revenue, decreased to 3.9% in 2011 from 4.1% in 2010 and decreased to 4.1% in 2010 from 4.4% in 2009. These decreases were primarily attributable to an increase in average unit volumes. In addition, lower depreciation expense, as a percentage of revenue, on short-lived assets in older restaurants was partially offset by higher depreciation expense, as a percentage of revenue, on the same type of assets in newer restaurants.

### *Impairment and Closure Expenses*

Impairment and closure expenses decreased to \$1.2 million in 2011 from \$2.0 million in 2010 which was a decrease from \$3.0 million in 2009. In 2011, we recorded \$0.8 million of impairment expense associated with the impairment of goodwill related to one restaurant and \$0.3 million of impairment expense associated with the write down of assets, primarily land and building, related to a restaurant which was closed in 2010. In 2010, we recorded \$1.7 million of impairment expense associated with the impairment of goodwill related to four restaurants and \$0.2 million related to the write-down of equipment and ongoing closure costs associated with one restaurant, which was closed in 2010. In 2009, impairment and closure expenses included \$3.2 million associated with the impairment of goodwill, reacquired franchise rights and other long-lived assets (primarily building and equipment). Additionally, in 2009, we recorded a gain of \$0.6 million related to the sale of one restaurant which was relocated, a charge of \$0.5 million in conjunction with the closure of one restaurant, and a credit of \$0.1 million related to the settlement of a lease reserve associated with one restaurant which was closed in 2008. For all years presented, we also incurred costs primarily attributable to various restaurant closures in prior fiscal years.

The goodwill impairment charges in 2011, 2010 and 2009 resulted from our annual testing, which relies, in part, on the historical and projected future cash flows of individual restaurants. We assign goodwill at the individual restaurant level. As such, we anticipate that we will incur future impairment charges as the historical and/or projected future financial performance of these restaurants change. The amount and timing of any potential future charges, however, is difficult to predict.

See note 14 in the Consolidated Financial Statements for further discussion regarding closures and impairments recorded in 2011, 2010 and 2009, including the impairments of goodwill and other long-lived assets.

### *General and Administrative Expenses (“G&A”)*

G&A, as a percentage of total revenue, remained unchanged at 5.2% in 2011 compared to 2010. For 2011, an increase in average unit volumes and lower performance-based bonus expense as a result of lower plan profitability compared to the prior year were offset by higher costs associated with share-based compensation costs, legal fees, marketing and travel costs. In 2011, share-based compensation costs were \$1.0 million higher as a result of a grant of restricted stock units on January 8, 2011 in conjunction with the extension of certain executive employment contracts at the beginning of 2010. In addition, in the first quarter of 2011, we incurred a one-time charge of \$0.5 million related to restricted stock units granted in 2010.

We expect share-based compensation costs to be approximately \$1.8 million higher in 2012 compared to 2011 primarily driven by a higher stock price associated with a grant of restricted stock units on January 7, 2012 in conjunction with the execution of certain executive employment contracts at the beginning of 2012. Overall, in 2012, we expect total G&A costs to increase at a slower growth rate than our revenue.

G&A, as a percentage of total revenue, increased to 5.2% in 2010 from 5.0% in 2009. The increase is primarily attributable to higher costs associated with our annual managing partner

conference and higher salary expense, partially offset by an increase in average unit volumes. Costs associated with our annual conference were \$3.4 million in 2010 compared to \$2.0 million in 2009. The majority of these costs were incurred during the second fiscal quarter in each year.

#### *Interest Expense, Net*

Net interest expense decreased to \$2.4 million in 2011 from \$2.7 million in 2010 which was a decrease from \$3.3 million in 2009. The decrease in 2011 was primarily attributable to lower interest rates partially offset by higher outstanding borrowings under our credit facility. The decrease in 2010 was primarily attributable to the decrease in outstanding borrowings under our credit facility and lower interest rates.

#### *Income Taxes*

We account for income taxes in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes* ("ASC 740"). Our effective tax rate decreased to 29.5% in 2011 from 32.2% in 2010. The decrease in 2011 was primarily attributable to higher federal tax credits, including HIRE Act tax credits, lower non-deductible officer's compensation, and the benefit of certain incentive stock options exercised during the quarter. The HIRE Act tax credit is a 2011 federal tax credit enacted to encourage the retention of new hires for 52 weeks. The credit is only available for eligible new employees hired between February 4, 2010 and December 31, 2010 that remain employed for 52 consecutive weeks. Prior to 2011, as part of the HIRE Act, we received payroll tax exemptions, which lowered our restaurant labor expenses in 2010. For 2012, we expect the tax rate to increase to 32.5% to 33.0% primarily due to lower federal tax credits, based on the expiration of the HIRE Act and worker opportunity tax credits, and an expected increase in non-deductible officer's compensation.

Our effective tax rate decreased to 32.2% in 2010 from 33.1% in 2009. The decrease in 2010 was primarily attributable to higher work opportunity tax credits, lower non-deductible stock compensation expense and lower non-deductible officers' compensation. The decrease was partially offset by the impact of higher profitability, which led to a lower benefit, on a percentage basis, of federal tax credits. The higher work opportunity tax credits resulted from the expansion of the federal program for disconnected youth for eligible employees hired through 2010.

#### **Liquidity and Capital Resources**

The following table presents a summary of our net cash provided by (used in) operating, investing and financing activities:

	Fiscal Year		
	2011	2010	2009
	(in thousands)		
Net cash provided by operating activities . . . . .	\$137,507	\$119,908	\$115,129
Net cash used in investing activities . . . . .	(81,570)	(44,816)	(43,134)
Net cash used in financing activities . . . . .	(64,421)	(39,735)	(30,395)
Net (decrease) increase in cash and cash equivalents . . . . .	<u>\$ (8,484)</u>	<u>\$ 35,357</u>	<u>\$ 41,600</u>

Net cash provided by operating activities was \$137.5 million in 2011 compared to \$119.9 million in 2010. This increase was primarily due to changes in working capital, along with increases in share-based compensation and net income. Net income was \$5.7 million higher as a result of opening new restaurants and average unit volume growth, partially offset by lower margins. Net cash provided by operating activities was \$119.9 million in 2010 compared to \$115.1 million in 2009. This increase was

primarily due to higher net income, partially offset by other changes in working capital. Net income was \$11.4 million higher as a result of opening new restaurants, average unit volume growth and higher margins.

Our operations have not required significant working capital and, like many restaurant companies, we have been able to operate with negative working capital. Sales are primarily for cash, and restaurant operations do not require significant inventories or receivables. In addition, we receive trade credit for the purchase of food, beverages and supplies, thereby reducing the need for incremental working capital to support growth.

Net cash used in investing activities was \$81.6 million in 2011 compared to \$44.8 million in 2010. This increase was primarily due to spending on capital expenditures as a result of more restaurant openings in 2011 compared to 2010 and more planned openings in 2012. We opened 20 company restaurants in 2011 and plan to open 25 company restaurants in 2012. Net cash used in investing activities was \$44.8 million in 2010 compared to \$43.1 million in 2009. This increase was primarily due to spending on capital expenditures. While we opened 14 restaurants in 2010, compared to 17 restaurants in 2009, we had more restaurants in the development pipeline in 2010 as a result of planned increased growth in 2011.

We require capital principally for the development of new company restaurants, the refurbishment of existing restaurants and the acquisitions of franchise restaurants, if any. We either lease our restaurant site locations under operating leases for periods of five to 30 years (including renewal periods) or purchase the land where it is cost effective. As of December 27, 2011, there were 121 restaurants developed on land which we owned.

The following table presents a summary of capital expenditures related to the development of new restaurants, the refurbishment of existing restaurants and the acquisition of franchise restaurants:

(in 000's)	2011	2010	2009
New company restaurants . . . . .	\$63,494	\$29,796	\$30,633
Refurbishment of existing restaurants(1) . . . . .	18,264	15,255	14,883
Total capital expenditures . . . . .	<u>\$81,758</u>	<u>\$45,051</u>	<u>\$45,516</u>
Acquisition of franchise restaurants, net of cash acquired . . . . .	\$ —	\$ —	\$ 25
Restaurant-related repairs and maintenance expense(2) . . . . .	\$12,593	\$11,888	\$11,088

(1) Includes minimal capital expenditures related to support center office.

(2) These amounts were recorded as an expense in the income statement as incurred.

Our future capital requirements will primarily depend on the number of new restaurants we open, the timing of those openings and the restaurant prototype developed in a given fiscal year. These requirements will include costs directly related to opening new restaurants and may also include costs necessary to ensure that our infrastructure is able to support a larger restaurant base. In 2012, we expect our capital expenditures to be \$80.0 to \$85.0 million, the majority of which will relate to planned restaurant openings, including 25 restaurant openings in 2012. This amount excludes any cash used for franchise acquisitions. We intend to satisfy our capital requirements over the next 12 months with cash on hand, net cash provided by operating activities and, if needed, funds available under our credit facility. For 2012, we anticipate net cash provided by operating activities will exceed capital expenditures, which we currently plan to use to repurchase common stock, pay dividends, as approved by our Board of Directors, and/or repay borrowings under our credit facility.

Net cash used in financing activities was \$64.4 million in 2011 compared to \$39.7 million in 2010. This increase was primarily due to the repurchase of shares of common stock in 2011 of \$59.1 million,

the payment of dividends in 2011 of \$17.0 million and a decrease in the proceeds from the exercise of stock options, partially offset by increased borrowings under our credit facility of \$10.0 million. Net cash used in financing activities was \$39.7 million in 2010 compared to \$30.4 million in 2009. This increase was primarily due to increased payments on borrowings under our credit facility, partially offset by an increase in proceeds from the exercise of stock options.

On February 17, 2011, our Board of Directors approved a stock repurchase program under which it authorized us to repurchase up to \$50.0 million of our common stock. On August 18, 2011, our Board of Directors approved a \$50.0 million increase in our stock repurchase program. During 2011, we paid approximately \$59.1 million to repurchase 3,972,100 shares of our common stock and we had \$40.9 million remaining under our authorized stock repurchase program as of December 27, 2011. On February 16, 2012, our Board of Directors cancelled this stock repurchase program, which had no expiration date, and approved a new stock repurchase program under which it authorized the Company to repurchase up to \$100 million of its common stock. Any repurchases will be made through open market transactions. The timing and the amount of any repurchases will be determined by management under parameters established by our Board of Directors, based on its evaluation of our stock price, market conditions and other corporate considerations

We paid cash dividends of \$17.0 million in 2011. On November 17, 2011, our Board of Directors authorized the payment of a cash dividend of \$0.08 per share of common stock. This payment was distributed on December 30, 2011 to shareholders of record at the close of business on December 14, 2011. The declared dividends are included as a liability on our consolidated balance sheet as of December 27, 2011. Additionally, on February 16, 2012, our Board of Directors authorized the payment of a cash dividend of \$0.09 per share of common stock. This payment will be distributed on March 30, 2012 to shareholders of record at the close of business on March 14, 2012. The increase in the dividend per share amount reflects the increase in our annual dividend rate from \$0.32 per share in 2011 to \$0.36 per share in 2012. The declaration and payment of cash dividends on our common stock is at the discretion of our Board of Directors, and any decision to declare a dividend will be based on a number of factors, including, but not limited to, earnings, financial condition, applicable covenants under our credit facility and other contractual restrictions, or other factors deemed relevant.

We paid distributions of \$2.3 million and \$2.2 million to equity holders of 11 of our majority-owned company restaurants in 2011 and 10 of our majority-owned company restaurants in 2010, respectively. In 2009, we paid \$2.1 million to equity holders of nine of our majority-owned company restaurants.

On August 12, 2011, we entered into a new \$200.0 million five-year revolving credit facility with a syndicate of commercial lenders led by JP Morgan Chase Bank, N.A., PNC Bank, N.A., and Wells Fargo, N.A. This facility replaces our previous five-year revolving credit facility. The new facility expires on August 12, 2016. The terms of the facility require us to pay interest on outstanding borrowings at the London Interbank Offered Rate ("LIBOR") plus a margin of 0.875% to 1.875%, depending on our leverage ratio, or the Alternate Base Rate, which is the higher of the issuing bank's prime lending rate or the Federal Funds rate plus 0.50%. We are also required to pay a commitment fee of 0.150% to 0.350% per year on any unused portion of the facility, depending on our leverage ratio. The weighted-average interest rate for the revolver at December 27, 2011 and December 28, 2010 was 3.20% and 3.59%, respectively, including interest rate swaps. At December 27, 2011, we had \$60.0 million of outstanding borrowing under our credit facility and \$136.2 million of availability net of \$3.8 million of outstanding letters of credit. At December 28, 2010 we had \$50.0 million of outstanding borrowings under our credit facility and \$196.2 million of availability net of \$3.8 million of outstanding letters of credit.

The lenders' obligation to extend credit under the facility depends on us maintaining certain financial covenants, including a minimum consolidated fixed charge coverage ratio of 2.00 to 1.00 and a

maximum consolidated leverage ratio of 3.00 to 1.00. The credit facility permits us to incur additional secured or unsecured indebtedness outside the facility, except for the incurrence of secured indebtedness that in the aggregate exceeds 20% of our consolidated tangible net worth or circumstances where the incurrence of secured or unsecured indebtedness would prevent us from complying with our financial covenants. We were in compliance with all covenants as of December 27, 2011.

In addition to the amounts outstanding from our credit facility, we had various other notes payable totaling \$1.7 million and \$1.9 million at December 27, 2011 and December 28, 2010, respectively, with interest rates ranging from 10.46% to 10.80%. Each of these notes relate to the financing of specific restaurants. Our total weighted average effective interest rate at December 27, 2011 and December 28, 2010 was 3.40% and 3.84%, respectively.

On October 22, 2008, we entered into an interest rate swap, starting on November 7, 2008, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 3.83% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR for a term ending on November 7, 2015, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount. Our counterparty in the interest rate swap is JP Morgan Chase Bank, N.A.

On January 7, 2009, we entered into another interest rate swap, starting on February 7, 2009, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 2.34% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR rate for a term ending on January 7, 2016, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount. Our counterparty in this interest rate swap is JP Morgan Chase Bank, N.A.

### Contractual Obligations

The following table summarizes the amount of payments due under specified contractual obligations as of December 27, 2011:

	Payments Due by Period				
	Total	Less than 1 year	1 - 3 Years	3 - 5 Years	More than 5 years
	(in thousands)				
Long-term debt obligations . . . . .	\$ 61,679	\$ 206	\$ 483	\$ 60,440	\$ 550
Capital lease obligations . . . . .	226	98	128	—	—
Interest(1) . . . . .	12,752	2,299	4,497	4,248	1,708
Operating lease obligations . . . . .	199,538	22,999	44,848	38,189	93,502
Capital obligations . . . . .	58,618	58,618	—	—	—
Total contractual obligations(2) . . . . .	<u>\$332,813</u>	<u>\$84,220</u>	<u>\$49,956</u>	<u>\$102,877</u>	<u>\$95,760</u>

- (1) Assumes constant rate until maturity for our fixed and variable rate debt and capital lease obligations. Uses interest rates as of December 27, 2011 for our variable rate debt. Interest payments on our variable-rate revolving credit facility balance at December 27, 2011 are calculated based on the assumption that debt relating to the interest rate swaps covering notional amounts

totaling \$50.0 million remains outstanding until the expiration of the respective swap arrangements. The interest rates used in determining interest payments to be made under the interest rate swap agreements were determined by taking the applicable fixed rate of each swap plus the 0.50% margin, which was in effect as of December 27, 2011.

- (2) Unrecognized tax benefits under Accounting Standards Codification (“ASC”) 740 are immaterial and, therefore, are excluded from this amount.

The Company has no material minimum purchase commitments with its vendors that extend beyond a year. See notes 3 and 6 to the Consolidated Financial Statements for details of contractual obligations.

### **Off-Balance Sheet Arrangements**

Except for operating leases (primarily restaurant leases), we do not have any off-balance sheet arrangements.

### **Guarantees**

We entered into real estate lease agreements for franchise restaurants located in Everett, MA, Longmont, CO, Montgomeryville, PA, Fargo, ND and Logan, UT prior to our granting franchise rights for those restaurants. We have subsequently assigned the leases to the franchisees, but we remain contingently liable if a franchisee defaults under the terms of a lease. The Longmont lease expires in May 2014, the Everett lease expires in February 2018, the Montgomeryville lease expires in March 2021, the Fargo lease expires in July 2016 and the Logan lease expires on August 2019. As the fair value of these guarantees is not considered significant, no liability value has been recorded.

### **Recent Accounting Pronouncements**

#### ***Fair Value Measures and Disclosures (ASU 2010-06)***

In January 2010, the Financial Accounting Standards Board (“FASB”) issued ASU 2010-06 which amends ASC 820, *Fair Value Measures and Disclosures*. ASU No. 2010-06 amends the ASC to require disclosure of transfer into and out of Level 1 and Level 2 fair value measurements, and also require more detailed disclosure about the activity within Level 3 fair value measurements. The changes as a result of this update are effective for annual and interim reporting periods beginning after December 15, 2009 (our 2010 fiscal year), except for requirements related to Level 3 disclosures, which are effective for annual and interim period beginning after December 15, 2010 (our 2011 fiscal year). This guidance requires new disclosures only, and had no impact on our consolidated financial position, results of operations or cash flows.

#### ***Comprehensive Income (ASU 2011-05)***

In June 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income*. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders’ equity, which is our current presentation, and also requires presentation of reclassification adjustments from other comprehensive income to net income on the face of the financial statements. In December 2011, the FASB issued ASU 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05*, to defer the effective date of the specific requirement to present items that are reclassified out of accumulated comprehensive income to net income alongside their respective components of net income and other comprehensive income. All other provisions of

this update are effective for annual and interim reporting periods beginning after December 15, 2011 (our 2012 fiscal year). The adoption of this new guidance will have no impact on our consolidated financial position, results of operations or cash flows, though it will change our financial statement presentation.

***Goodwill and Other Intangibles***  
***(ASU 2011-08)***

In September 2011, the FASB issued ASU 2011-08, *Intangibles—Goodwill and Other; Testing Goodwill for Impairment*, which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. This update is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011 (our 2012 fiscal year), with early adoption permitted. We do not anticipate any changes to the content of our financial statements or disclosures as a result of adopting this guidance.

**Critical Accounting Policies and Estimates**

The above discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and disclosures of contingent assets and liabilities. Our significant accounting policies are described in note 2 to the accompanying Consolidated Financial Statements. Critical accounting policies are those that we believe are most important to portraying our financial condition and results of operations and also require the greatest amount of subjective or complex judgments by management. Judgments or uncertainties regarding the application of these policies may result in materially different amounts being reported under different conditions or using different assumptions. We consider the following policies to be the most critical in understanding the judgments that are involved in preparing the consolidated financial statements.

*Impairment of Long-lived Assets.* We evaluate our long-lived assets for impairment at the individual restaurant level when events or circumstances indicate that the carrying amount of a restaurant may not be recoverable. When we evaluate restaurants, cash flows are the primary indicator of impairment. Our evaluation requires an estimation of the future undiscounted cash flows from operating the restaurant over its estimated useful life, which can be for a period of over 20 years. In the estimation of future cash flows, we consider the period of time the restaurant has been open, the trend of operations over such period and future periods and expectations for future sales growth. We limit assumptions about important factors such as trend of future operations and sales growth to those that are supportable based upon our plans for the restaurant and actual results at comparable restaurants. Both qualitative and quantitative information are considered when evaluating for potential impairments. As we assess the ongoing expected cash flows and carrying amounts of our long-lived assets, these factors could cause us to realize a material impairment charge.

If assets are determined to be impaired, we measure the impairment charge by calculating the amount by which the asset carrying amount exceeds its fair value. The determination of asset fair value is also subject to significant judgment. We generally measure estimated fair value by discounting estimated future cash flows or by independent third party appraisal, if available. When fair value is measured by discounting estimated future cash flows, the assumptions used are consistent with what we believe hypothetical market participants would use. We also use a discount rate that is commensurate with the risk inherent in the projected cash flows. If these assumptions change in the future, we may be required to record impairment charges for these assets.

See note 14 in the Consolidated Financial Statements for further discussion regarding closures and impairments recorded in 2011, 2010 and 2009, including the impairments of goodwill and other long-lived assets.

*Goodwill.* Goodwill is tested annually for impairment, and is tested more frequently if events and circumstances indicate that the asset might be impaired. We have assigned goodwill to the reporting unit, which we consider to be the individual restaurant level. An impairment loss is recognized to the extent that the carrying amount exceeds the implied fair value of goodwill. The determination of impairment consists of two steps. First, we determine the fair value of the reporting unit and compare it to its carrying amount. The fair value of the reporting unit may be based on several valuation approaches including capitalization of earnings, discounted cash flows, comparable public company market multiples and comparable acquisition market multiples. Second, if the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of the goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit, in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

The valuation approaches used to determine fair value are subject to key judgments and assumptions that are sensitive to change such as judgment and assumptions about our appropriate revenue growth rates, operating margins, weighted average cost of capital, and comparable company and acquisition market multiples. In estimating the fair value using the discounted cash flows or the capitalization of earnings method we consider the period of time the restaurant has been open, the trend of operations over such period and future periods, expectations of future sales growth and terminal value. Assumptions about important factors such as trend of future operations and sales growth are limited to those that are supportable based upon the plans for the restaurant and actual results at comparable restaurants. When developing these key judgments and assumptions, we consider economic, operational and market conditions that could impact our fair value. The judgments and assumptions used are consistent with what we believe hypothetical market participants would use. However, estimates are inherently uncertain and represent only our reasonable expectations regarding future developments. If the estimates used in performing the impairment test prove inaccurate, the fair value of the restaurants may ultimately prove to be significantly lower, thereby causing the carrying value to exceed the fair value and indicating impairment has occurred.

At December 27, 2011, we had 64 reporting units, primarily at the restaurant level, with allocated goodwill of \$111.0 million. The average amount of goodwill associated with each reporting unit is \$1.7 million with six reporting units having goodwill in excess of \$4.0 million. Based on our estimate of fair value, we are currently monitoring seven restaurants with total goodwill of \$16.6 million for potential impairment. Since we determine the fair value of goodwill at the restaurant level, any significant decreases in cash flows at these restaurants or others could trigger an impairment charge in the future. The fair value of each of our other reporting units was substantially in excess of their respective carrying values as of the 2011 goodwill impairment test. See note 14 in the Consolidated Financial Statements for further discussion regarding closures and impairments recorded in 2011, 2010 and 2009, including the impairments of goodwill and other long-lived assets.

*Insurance Reserves.* We self-insure a significant portion of expected losses under our workers compensation, general liability, employment practices liability and property insurance programs. In addition, starting in fiscal 2011, we self-insure a significant portion of expected losses under our employee healthcare insurance program. We purchase insurance for individual claims that exceed the amounts listed below:

Employment practices liability . . . . .	\$250,000
Workers compensation . . . . .	\$250,000
General liability . . . . .	\$250,000
Property . . . . .	\$ 50,000
Employee healthcare . . . . .	\$150,000

We record a liability for unresolved claims and for an estimate of incurred but not reported claims at the anticipated cost to us based on estimates provided by management, a third party administrator and/or an actuary. Our estimated liability is based on a number of assumptions and factors regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. An increase or decrease in the discount rate of 100 basis points would change the reserve, and resulting expense, by an immaterial amount. We also monitor actuarial observations of historical claim development for the industry. Our assumptions are reviewed, monitored, and adjusted when warranted by changing circumstances.

*Income Taxes.* We account for income taxes in accordance with ASC 740 under which deferred assets and liabilities are recognized based upon anticipated future tax consequences attributable to differences between financial statement carrying values of assets and liabilities and their respective tax bases. A valuation allowance is established to reduce the carrying value of deferred tax assets if it is considered more likely than not that such assets will not be realized. Any change in the valuation allowance would be charged to income in the period such determination was made.

Uncertain tax positions are accounted for under FASB ASC 740. FASB ASC 740 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities that have full knowledge of all relevant information. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement.

*Leases and Leasehold Improvements.* We lease land, buildings and/or certain equipment for the majority of our restaurants under non-cancelable lease agreements. Our land and building leases typically have initial terms ranging from 10 to 15 years, and certain renewal options for one or more five-year periods. We account for leases in accordance with ASC 840, *Leases*, and other related authoritative guidance. When determining the lease term, we include option periods for which failure to renew the lease imposes a penalty on us in such an amount that a renewal appears, at the inception of the lease, to be reasonably assured. The primary penalty to which we are subject is the economic detriment associated with the existence of leasehold improvements which might become impaired if we choose not to continue the use of the leased property.

Certain of our operating leases contain predetermined fixed escalations of the minimum rent during the original term of the lease. For these leases, we recognize the related rent expense on a straight-line basis over the lease term and record the difference between the amounts charged to operations and amounts paid as deferred rent. We generally do not receive rent concessions or leasehold improvement incentives upon opening a restaurant that is subject to a lease. We may receive rent holidays, which would begin on the possession date and end on the date construction of the restaurant begins, during which no cash rent payments are typically due under the terms of the lease. Rent holidays are included in the lease term when determining straight-line rent expense.

Additionally, certain of our operating leases contain clauses that provide for additional contingent rent based on a percentage of sales greater than certain specified target amounts. We recognize contingent rent expense prior to the achievement of the specified target that triggers the contingent rent, provided achievement of the target is considered probable. This may result in some variability in rent expense as a percentage of revenues over the term of the lease in restaurants where we pay contingent rent.

We make judgments regarding the probable term for each restaurant property lease, which can impact the classification and accounting for a lease as capital or operating, the rent holiday and/or escalations in payments that are taken into consideration when calculating straight-line rent and the term over which leasehold improvements for each restaurant are amortized. These judgments may produce materially different amounts of depreciation, amortization and rent expense than would be reported if different assumed lease terms were used.

In an exposure draft issued in 2010, the FASB, together with the International Accounting Standards Board, has proposed a comprehensive set of changes in Generally Accepted Accounting Policies (“GAAP”) for leases. We are continuing to monitor the FASB and International Accounting Standards Board’s activities regarding leases and will disclose expected impacts on our business and financial statements as rules are finalized.

### **Effects of Inflation**

We believe inflation has had a negative effect on our restaurant profitability during the past few years as we have not substantially offset increases in our restaurant and operating costs resulting from inflation by altering our menu, increasing menu prices and/or making other adjustments. Whether we are able and/or choose to offset the effects of inflation will determine to what, if any, extent inflation affects our restaurant profitability in future periods.

### **ITEM 7A—QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk from changes in interest rates on debt and changes in commodity prices. Our exposure to interest rate fluctuations is limited to our outstanding bank debt. Our options for the rate are the Base Rate, which is the higher of the issuing bank’s prime lending rate or the Federal Funds rate plus 0.50%, or LIBOR plus an applicable margin. At December 27, 2011, there was \$60.0 million in outstanding borrowings under our revolving line of credit, which bears interest at approximately 87.5 to 187.5 basis points (depending on our leverage ratios) over LIBOR. We had various other notes payable totaling \$1.7 million with fixed interest rates ranging from 10.46% to 10.80%.

On October 22, 2008, we entered into an interest rate swap, which started on November 7, 2008, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 3.83% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR rate for a term ending on November 7, 2015, effectively resulting in a fixed rate on the LIBOR component of the \$25.0 million notional amount.

On January 7, 2009, we entered into another interest rate swap, starting February 7, 2009, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 2.34% on the \$25.0 million notional amount and receive payments from the counterparty based on the

1-month LIBOR rate for a term ending on January 7, 2016, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount.

By using a derivative instrument to hedge exposures to changes in interest rates, we expose ourselves to credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. We minimize the credit risk by entering into transactions with high-quality counterparties whose credit rating is evaluated on a quarterly basis. Our counterparty in the interest rate swap is JP Morgan Chase Bank, N.A.

Many of the ingredients used in the products sold in our restaurants are commodities that are subject to unpredictable price volatility. There are no established fixed price markets for certain commodities such as produce and cheese, and we are subject to prevailing market conditions when purchasing those types of commodities. For other commodities, we employ various purchasing and pricing contract techniques in an effort to minimize volatility, including fixed price contracts for terms of one year or less and negotiating prices with vendors with reference to fluctuating market prices. We currently do not use financial instruments to hedge commodity prices, but we will continue to evaluate their effectiveness. Extreme and/or long term increases in commodity prices could adversely affect our future results, especially if we are unable, primarily due to competitive reasons, to increase menu prices. Additionally, if there is a time lag between the increasing commodity prices and our ability to increase menu prices or if we believe the commodity price increase to be short in duration and we choose not to pass on the cost increases, our short-term financial results could be negatively affected.

We are subject to business risk as our beef supply is highly dependent upon four vendors. While we maintain relationships with additional suppliers, if any of these vendors were unable to fulfill its obligations under its contracts, we may encounter supply shortages and incur higher costs to secure adequate supplies, any of which would harm our business.

## **ITEM 8—FINANCIAL STATEMENTS AND SUPPLEMENTARY FINANCIAL DATA**

See Index to Consolidated Financial Statements at Item 15.

## **ITEM 9—CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A—CONTROLS AND PROCEDURES**

### **Evaluation of disclosure controls and procedures**

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to, and as defined in, Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended as of the end of the period covered by this report. Based on the evaluation, performed under the supervision and with the participation of our management, including the Chief Executive Officer (the “CEO”) and the Chief Financial Officer (the “CFO”), our management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective as of December 27, 2011.

### **Changes in internal control**

During the fourth quarter of 2011, there were no changes with respect to our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Management's Report on Internal Control over Financial Reporting**

Under Section 404 of the Sarbanes-Oxley Act of 2002, our management is required to assess the effectiveness of the Company's internal control over financial reporting as of the end of each fiscal year and report, based on that assessment, whether the Company's internal control over financial reporting is effective.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officer and effected by our board of directors, management and other personnel, 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. Therefore, internal control over financial reporting determined to be effective can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect all misstatements.

Under the supervision and with the participation of our management, including our CEO and CFO, we assessed the effectiveness of the Company's internal control over financial reporting as of the end of the period covered by this report. In this assessment, the Company applied criteria based on the "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. These criteria are in the areas of control environment, risk assessment, control activities, information and communication, and monitoring. The Company's assessment included documenting, evaluating and testing the design and operating effectiveness of its internal control over financial reporting. Based upon this evaluation, our management concluded that our internal control over financial reporting was effective as of December 27, 2011.

KPMG LLP, the independent registered public accounting firm that audited our Consolidated Financial Statements included in the Annual Report on Form 10-K, has also audited the effectiveness of the Company's internal control over financial reporting as of December 27, 2011 as stated in their report at F-1.

## **ITEM 9B—OTHER INFORMATION**

None.

### **PART III**

#### **ITEM 10—DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding the directors of the Company is incorporated herein by reference to the information set forth under “Election of Directors” in the Proxy Statement for the 2012 Annual Meeting of Stockholders.

Information regarding executive officers of the Company has been included in Part I of this Annual Report under the caption “Executive Officers of the Company.”

Information regarding corporate governance of the Company is incorporated herein by reference to the information set forth in the Proxy Statement for the 2012 Annual Meeting of Stockholders.

#### **ITEM 11—EXECUTIVE COMPENSATION**

Incorporated by reference from the Company’s Definitive Proxy Statement to be dated approximately April 6, 2012.

#### **ITEM 12—SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Incorporated by reference from the Company’s Definitive Proxy Statement to be dated approximately April 6, 2012.

#### **ITEM 13—CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Incorporated by reference from the Company’s Definitive Proxy Statement to be dated approximately April 6, 2012.

#### **ITEM 14—PRINCIPAL ACCOUNTING FEES AND SERVICES**

Incorporated by reference from the Company’s Definitive Proxy Statement to be dated approximately April 6, 2012.

## PART IV

### ITEM 15—EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a) 1. Consolidated Financial Statements

Description	Page Number in Report
Reports of Independent Registered Public Accounting Firm . . . . .	F-1
Consolidated Balance Sheets as of December 27, 2011 and December 28, 2010 . . . . .	F-3
Consolidated Statements of Income for the years ended December 27, 2011, December 28, 2010 and December 29, 2009 . . . . .	F-4
Consolidated Statements of Stockholders' Equity and Comprehensive Income for the years ended December 27, 2011, December 28, 2010 and December 29, 2009 . . . . .	F-5
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Notes to Consolidated Financial Statements . . . . .	F-7

#### 2. Financial Statement Schedules

Omitted due to inapplicability or because required information is shown in the Company's Consolidated Financial Statements or notes thereto.

#### 3. Exhibits

Exhibit No.	Description
3.1	Form of Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
3.2	Bylaws of Registrant (incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
4.1	Registration Rights Agreement, dated as of May 7, 2004, among Registrant and others (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
10.1*	Texas Roadhouse, Inc. 2004 Equity Incentive Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 of Registrant (File No. 333-121241))
10.2	Amended and Restated Office Lease Agreement (One Paragon Centre), dated as of August 15, 2003, by and between Paragon Centre Associates, LLC and Texas Roadhouse Holdings LLC, as amended (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
10.3	Form of Director and Executive Officer Indemnification Agreement (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
10.4	Form of Limited Partnership Agreement and Operating Agreement for company-managed Texas Roadhouse restaurants, including schedule of the owners of such restaurants and the interests held by directors, executive officers and 5% stockholders who are parties to such an agreement (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))

<b>Exhibit No.</b>	<b>Description</b>
10.5	Lease Agreement dated as of November 1999, by and between TEAS II, LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
10.6	Form of Franchise Agreement and Preliminary Agreement for a Texas Roadhouse restaurant franchise, including schedule of directors, executive officers and 5% stockholders which have entered into either agreement (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1 of Registrant (File No. 333-115259))
10.7	Updated schedule as of December 28, 2010 of the owners of company-managed Texas Roadhouse restaurants and the interests held by directors, executive officers and 5% stockholders who are parties to Limited Partnership Agreements and Operating Agreements as set forth at Exhibit 10.4 of this Form 10-K
10.8	Updated schedule as of December 28, 2010 of the directors, executive officers and 5% stockholders which have entered into Franchise Agreements or Preliminary Agreements for a Texas Roadhouse Franchise as set forth at Exhibit 10.6 of this Form 10-K
10.9	Amended and Restated Lease Agreement (Two Paragon Centre) dated January 1, 2006 between Paragon Centre Holdings, LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.17 of Registrant's Quarterly Report on Form 10-Q for the quarter ended June 27, 2006) (File No. 000-50972))
10.10	First Amendment to Amended and Restated Lease Agreement (Two Paragon Centre) dated December 18, 2006 between Paragon Centre Holdings, LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.21 of Registrant's Annual Report on Form 10-K for the year ended December 26, 2006) (File No. 000-50972))
10.11	Amended and Restated Credit Agreement, dated as of August 12, 2011, by and among Texas Roadhouse, Inc., the lenders named therein and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K dated August 17, 2011 (File No. 000-50972))
10.12	Second Amendment to Amended and Restated Lease Agreement (Two Paragon Centre) dated May 10, 2007 between Paragon Centre Holdings, LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.2 of Registrant's Quarterly Report on Form 10-Q for the quarter ended June 26, 2007) (File No. 000-50972))
10.13	Third Amendment to Amended and Restated Lease Agreement (Two Paragon Centre) dated September 7, 2007 between Paragon Centre Holdings, LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.1 of Registrant's Quarterly Report on Form 10-Q for the quarter ended September 25, 2007) (File No. 000-50972))
10.19*	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.19 of Registrant's Annual Report on Form 10-K for the year ended December 25, 2007 (File No. 000-50972))
10.20*	Form of First Amendment to Restricted Stock Unit Award Agreement with non-management directors (incorporated by reference to Exhibit 10.20 of Registrant's Annual Report on Form 10-K for the year ended December 30, 2008 (File No. 000-50972))
10.21*	Amendment to Texas Roadhouse, Inc. 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10.21 of Registrant's Annual Report on Form 10-K for the year ended December 30, 2008 (File No. 000-50972))

Exhibit No.	Description
10.27	Fourth Amendment to Amended and Restated Lease Agreement (Two Paragon Centre) dated July 22, 2009 between Paragon Centre Holdings LLC and Texas Roadhouse Holdings LLC (incorporated by reference to Exhibit 10.1 of Registrant's Quarterly Report on Form 10-Q for the quarter ended September 29, 2009 (File No. 000-50977))
10.33*	Amended and Restated Employment Agreement between Registrant and G. Price Cooper, IV entered into as of January 8, 2010 (incorporated by reference to Exhibit 10.33 to Registrant's Current Report on Form 8-K dated August 18, 2011 (File No. 000-50972))
10.34*	Letter Agreement between Texas Roadhouse, Inc. and G.J. Hart entered into on August 22, 2011, effective as of August 17, 2011 (incorporated by reference to Exhibit 10.34 to Registrant's Current Report on Form 8-K dated August 23, 2011 (File No. 000-50972))
10.35*	Amended and Restated Employment Agreement between Registrant and W. Kent Taylor, entered into as of January 8, 2012
10.36*	Amended and Restated Employment Agreement between Registrant and Scott M. Colosi, entered into as of January 8, 2012
10.37*	Amended and Restated Employment Agreement between Registrant and Steven L. Ortiz, entered into as of January 8, 2012
10.38*	Amended and Restated Employment Agreement between Registrant and G. Price Cooper, IV, entered into as of January 8, 2012
10.39*	Amended and Restated Employment Agreement between Registrant and Jill Marchant, entered into as of January 8, 2012
21.1	List of Subsidiaries
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from the Texas Roadhouse, Inc. Annual Report on Form 10-K for the year ended December 27, 2011, filed February 24, 2012, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Stockholders' Equity and Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to the Consolidated Financial Statements.

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\* Management contract or compensatory plan or arrangement required to be filed as an exhibit to Form 10-K.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, thereunto duly authorized.

TEXAS ROADHOUSE, INC.

By: /s/ W. KENT TAYLOR

W. KENT TAYLOR

*Chairman of the Company, Chief Executive Officer, Director*

Date: February 24, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ W. KENT TAYLOR</u> W. Kent Taylor	Chairman of the Company, Chief Executive Officer, Director (Principal Executive Officer)	February 24, 2012
<u>/s/ G. PRICE COOPER, IV</u> G. Price Cooper, IV	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 24, 2012
<u>/s/ GREGORY N. MOORE</u> Gregory N. Moore	Director	February 24, 2012
<u>/s/ MARTIN T. HART</u> Martin T. Hart	Director	February 24, 2012
<u>/s/ JAMES F. PARKER</u> James F. Parker	Director	February 24, 2012
<u>/s/ JAMES R. RAMSEY</u> James R. Ramsey	Director	February 24, 2012
<u>/s/ JAMES R. ZARLEY</u> James R. Zarley	Director	February 24, 2012

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Texas Roadhouse, Inc.:

We have audited the accompanying consolidated balance sheets of Texas Roadhouse, Inc. and subsidiaries (the “Company”) as of December 27, 2011 and December 28, 2010, and the related consolidated statements of income, stockholders’ equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 27, 2011. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Texas Roadhouse, Inc. and subsidiaries as of December 27, 2011 and December 28, 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 27, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Texas Roadhouse, Inc.’s internal control over financial reporting as of December 27, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 24, 2012 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

/s/ KPMG LLP

Louisville, Kentucky  
February 24, 2012

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Texas Roadhouse, Inc.:

We have audited the internal control over financial reporting of Texas Roadhouse, Inc. as of December 27, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Texas Roadhouse, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express an opinion on Texas Roadhouse Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Texas Roadhouse, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 27, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Texas Roadhouse, Inc. and subsidiaries as of December 27, 2011 and December 28, 2010, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 27, 2011, and our report dated February 24, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Louisville, Kentucky  
February 24, 2012

**Texas Roadhouse, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(in thousands, except share and per share data)

	December 27, 2011	December 28, 2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents . . . . .	\$ 73,731	\$ 82,215
Receivables, net of allowance for doubtful accounts of \$39 in 2011 and \$222 in 2010 . . .	16,526	12,563
Inventories, net . . . . .	10,730	9,197
Prepaid income taxes . . . . .	575	375
Prepaid expenses . . . . .	7,045	7,204
Deferred tax assets . . . . .	3,367	2,368
Total current assets . . . . .	111,974	113,922
Property and equipment, net . . . . .	497,217	458,983
Goodwill . . . . .	110,946	111,785
Intangible assets, net . . . . .	9,042	10,118
Other assets . . . . .	11,491	7,993
Total assets . . . . .	<u>\$740,670</u>	<u>\$702,801</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Current maturities of long-term debt and obligations under capital leases . . . . .	\$ 304	\$ 274
Accounts payable . . . . .	32,744	26,864
Deferred revenue—gift cards/certificates . . . . .	44,058	39,165
Accrued wages . . . . .	23,701	21,050
Accrued taxes and licenses . . . . .	12,381	12,318
Dividends payable . . . . .	5,535	—
Other accrued liabilities . . . . .	17,649	12,387
Total current liabilities . . . . .	136,372	112,058
Long-term debt and obligations under capital leases, excluding current maturities . . . . .	61,601	51,906
Stock option and other deposits . . . . .	4,546	4,052
Deferred rent . . . . .	17,133	14,457
Deferred tax liabilities . . . . .	8,715	8,444
Fair value of derivative financial instruments . . . . .	4,247	2,178
Other liabilities . . . . .	12,234	10,324
Total liabilities . . . . .	244,848	203,419
Texas Roadhouse, Inc. and subsidiaries stockholders' equity:		
Preferred stock (\$0.001 par value, 1,000,000 shares authorized; no shares issued or outstanding) . . . . .	—	—
Common stock (\$0.001 par value, 100,000,000 shares authorized, 69,186,967 and 72,222,991 shares issued and outstanding at December 27, 2011 and December 28, 2010, respectively) . . . . .	69	72
Additional paid in capital . . . . .	206,019	250,874
Retained earnings . . . . .	288,425	247,008
Accumulated other comprehensive loss . . . . .	(2,609)	(1,338)
Texas Roadhouse, Inc. and subsidiaries stockholders' equity . . . . .	491,904	496,616
Noncontrolling interests . . . . .	3,918	2,766
Total equity . . . . .	495,822	499,382
Total liabilities and stockholders' equity . . . . .	<u>\$740,670</u>	<u>\$702,801</u>

See accompanying notes to Consolidated Financial Statements.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Consolidated Statements of Income**  
(in thousands, except per share data)

	Fiscal Year Ended		
	December 27, 2011	December 28, 2010	December 29, 2009
Revenue:			
Restaurant sales . . . . .	\$1,099,475	\$ 995,988	\$934,100
Franchise royalties and fees . . . . .	9,751	9,005	8,231
Total revenue . . . . .	<u>1,109,226</u>	<u>1,004,993</u>	<u>942,331</u>
Costs and expenses:			
Restaurant operating costs:			
Cost of sales . . . . .	367,385	324,267	312,800
Labor . . . . .	326,233	293,022	276,626
Rent . . . . .	23,150	21,361	20,018
Other operating . . . . .	184,073	172,893	158,961
Pre-opening . . . . .	11,534	7,051	5,813
Depreciation and amortization . . . . .	42,709	41,283	41,822
Impairment and closures . . . . .	1,201	2,005	3,000
General and administrative . . . . .	57,702	52,494	47,430
Total costs and expenses . . . . .	<u>1,013,987</u>	<u>914,376</u>	<u>866,470</u>
Income from operations . . . . .	95,239	90,617	75,861
Interest expense, net . . . . .	2,413	2,673	3,273
Equity income from investments in unconsolidated affiliates . . .	(366)	(428)	(221)
Income before taxes . . . . .	<u>\$ 93,192</u>	<u>\$ 88,372</u>	<u>\$ 72,809</u>
Provision for income taxes . . . . .	26,765	27,683	23,491
Net income including noncontrolling interests . . . . .	<u>\$ 66,427</u>	<u>\$ 60,689</u>	<u>\$ 49,318</u>
Less: Net income attributable to noncontrolling interests . . . . .	2,463	2,400	1,839
Net income attributable to Texas Roadhouse, Inc. and subsidiaries . . . . .	<u>\$ 63,964</u>	<u>\$ 58,289</u>	<u>\$ 47,479</u>
Net income per common share:			
Basic . . . . .	<u>\$ 0.90</u>	<u>\$ 0.82</u>	<u>\$ 0.68</u>
Diluted . . . . .	<u>\$ 0.88</u>	<u>\$ 0.80</u>	<u>\$ 0.67</u>
Weighted average shares outstanding:			
Basic . . . . .	<u>70,829</u>	<u>71,432</u>	<u>69,967</u>
Diluted . . . . .	<u>72,278</u>	<u>72,929</u>	<u>71,298</u>
Cash dividends declared per share . . . . .	<u>\$ 0.32</u>	<u>\$ —</u>	<u>\$ —</u>

See accompanying notes to Consolidated Financial Statements.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Consolidated Statements of Stockholders' Equity and Comprehensive Income**  
(in thousands, except share data)

	Class A		Class B				Accumulated Other Comprehensive Loss	Total Texas Roadhouse, Inc. and Subsidiaries	Noncontrolling Interests	Total
	Shares	Par Value	Shares	Par Value	Paid in Capital	Retained Earnings				
Balance, December 30, 2008 . . . .	64,070,620	\$64	5,265,376	\$ 5	\$220,385	\$141,240	\$(1,704)	\$359,990	\$ 2,807	\$362,797
Comprehensive income:										
Unrealized gain on derivatives, net of tax of \$1.0 million . . . .	—	—	—	—	—	—	1,723	1,723	—	1,723
Net income . . . . .	—	—	—	—	—	47,479	—	47,479	1,839	49,318
Total comprehensive income . . . .	—	—	—	—	—	—	—	49,202	1,839	51,041
Distributions to noncontrolling interests . . . . .	—	—	—	—	—	—	—	—	(2,068)	(2,068)
Conversion of Class B shares to Class A shares . . . . .	5,265,376	5	(5,265,376)	(5)	—	—	—	—	—	—
Shares issued under stock option plan including tax effects . . . . .	714,779	1	—	—	5,170	—	—	5,171	—	5,171
Indirect repurchase of shares for minimum tax withholdings . . . . .	334,140	—	—	—	(1,484)	—	—	(1,484)	—	(1,484)
Share-based compensation . . . . .	—	—	—	—	7,493	—	—	7,493	—	7,493
Balance, December 29, 2009 . . . .	70,384,915	\$70	—	\$—	\$231,564	\$188,719	\$ 19	\$420,372	\$ 2,578	\$422,950
Comprehensive income:										
Unrealized loss on derivatives, net of tax of \$0.9 million . . . .	—	—	—	—	—	—	(1,357)	(1,357)	—	(1,357)
Net income . . . . .	—	—	—	—	—	58,289	—	58,289	2,400	60,689
Total comprehensive income . . . .	—	—	—	—	—	—	—	56,932	2,400	59,332
Distributions to noncontrolling interests . . . . .	—	—	—	—	—	—	—	—	(2,212)	(2,212)
Shares issued under stock option plan including tax effects . . . . .	1,397,832	1	—	—	14,384	—	—	14,385	—	14,385
Indirect repurchase of shares for minimum tax withholdings . . . . .	440,244	1	—	—	(2,829)	—	—	(2,828)	—	(2,828)
Minority interest liquidation adjustments . . . . .	—	—	—	—	69	—	—	69	—	69
Share-based compensation . . . . .	—	—	—	—	7,686	—	—	7,686	—	7,686
Balance, December 28, 2010 . . . .	72,222,991	\$72	—	\$—	\$250,874	\$247,008	\$(1,338)	\$496,616	\$ 2,766	\$499,382
Comprehensive income:										
Unrealized loss on derivatives, net of tax of \$0.8 million . . . .	—	—	—	—	—	—	(1,271)	(1,271)	—	(1,271)
Net income . . . . .	—	—	—	—	—	63,964	—	63,964	2,463	66,427
Total comprehensive income . . . .	—	—	—	—	—	—	—	62,693	2,463	65,156
Distributions to noncontrolling interests . . . . .	—	—	—	—	—	—	—	—	(2,270)	(2,270)
Minority interest contribution . . . .	—	—	—	—	—	—	—	—	959	959
Minority interest liquidation adjustments . . . . .	—	—	—	—	(37)	—	—	(37)	—	(37)
Dividends paid (\$0.24 per share) . .	—	—	—	—	—	(17,012)	—	(17,012)	—	(17,012)
Dividends declared (\$0.08 per share) . . . . .	—	—	—	—	—	(5,535)	—	(5,535)	—	(5,535)
Shares issued under stock option plan including tax effects . . . . .	477,525	1	—	—	7,283	—	—	7,284	—	7,284
Repurchase of shares of common stock . . . . .	(3,972,100)	(4)	—	—	(59,143)	—	—	(59,147)	—	(59,147)
Indirect repurchase of shares for minimum tax withholdings . . . . .	458,551	—	—	—	(3,483)	—	—	(3,483)	—	(3,483)
Share-based compensation . . . . .	—	—	—	—	10,525	—	—	10,525	—	10,525
Balance, December 27, 2011 . . . .	69,186,967	\$69	—	\$—	\$206,019	\$288,425	\$(2,609)	\$491,904	\$ 3,918	\$495,822

See accompanying notes to Consolidated Financial Statements.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(in thousands)

	Fiscal Year Ended		
	December 27, 2011	December 28, 2010	December 29, 2009
<b>Cash flows from operating activities:</b>			
Net income including noncontrolling interests . . . . .	\$ 66,427	\$ 60,689	\$ 49,318
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization . . . . .	42,709	41,283	41,822
Deferred income taxes . . . . .	70	1,799	(126)
Loss on disposition of assets . . . . .	2,378	1,766	1,183
Impairment and closure . . . . .	1,127	1,821	2,908
Equity income from investments in unconsolidated affiliates . . . . .	(366)	(428)	(221)
Distributions received from investments in unconsolidated affiliates . . . . .	336	383	322
Provision for doubtful accounts . . . . .	183	(43)	387
Share-based compensation expense . . . . .	10,525	7,686	7,493
Changes in operating working capital:			
Receivables . . . . .	(4,146)	(208)	(2,777)
Inventories . . . . .	(1,533)	(1,193)	136
Prepaid expenses and other current assets . . . . .	159	(1,593)	468
Other assets . . . . .	(3,497)	(1,058)	(2,755)
Accounts payable . . . . .	5,880	(1,018)	(4,293)
Deferred revenue—gift cards/certificates . . . . .	4,893	4,722	2,178
Accrued wages . . . . .	2,651	864	4,686
Excess tax benefits from share-based compensation . . . . .	(2,255)	(3,159)	(1,774)
Prepaid income taxes and income taxes payable . . . . .	2,055	(3,212)	11,962
Accrued taxes and licenses . . . . .	63	3,739	15
Other accrued liabilities . . . . .	5,262	1,715	(287)
Deferred rent . . . . .	2,676	2,368	2,169
Other liabilities . . . . .	1,910	2,985	2,315
Net cash provided by operating activities . . . . .	<u>137,507</u>	<u>119,908</u>	<u>115,129</u>
<b>Cash flows from investing activities:</b>			
Capital expenditures—property and equipment . . . . .	(81,758)	(45,051)	(45,516)
Acquisition of franchise restaurants, net of cash acquired . . . . .	—	—	25
Proceeds from sale of property and equipment, including insurance proceeds . . . . .	188	235	2,357
Net cash used in investing activities . . . . .	<u>(81,570)</u>	<u>(44,816)</u>	<u>(43,134)</u>
<b>Cash flows from financing activities:</b>			
Proceeds from (repayments of) revolving credit facility, net . . . . .	10,000	(49,000)	(31,000)
Repurchase of shares of common stock . . . . .	(59,147)	—	—
Investments in unconsolidated affiliates . . . . .	—	(35)	(34)
Distributions to noncontrolling interest holders . . . . .	(2,270)	(2,212)	(2,068)
Excess tax benefits from share-based compensation . . . . .	2,255	3,159	1,774
Proceeds from (repayment of) stock option and other deposits . . . . .	494	399	(131)
Indirect repurchase of shares for minimum tax withholdings . . . . .	(3,483)	(2,828)	(1,484)
Principal payments on long-term debt and capital lease obligations . . . . .	(275)	(246)	(284)
Proceeds from exercise of stock options . . . . .	5,017	11,028	2,832
Dividends paid to shareholders . . . . .	(17,012)	—	—
Net cash used in financing activities . . . . .	<u>(64,421)</u>	<u>(39,735)</u>	<u>(30,395)</u>
Net (decrease) increase in cash and cash equivalents . . . . .	(8,484)	35,357	41,600
Cash and cash equivalents—beginning of year . . . . .	82,215	46,858	5,258
Cash and cash equivalents—end of year . . . . .	<u>\$ 73,731</u>	<u>\$ 82,215</u>	<u>\$ 46,858</u>
<b>Supplemental disclosures of cash flow information:</b>			
Interest, net of amounts capitalized . . . . .	\$ 2,368	\$ 2,628	\$ 3,315
Income taxes . . . . .	\$ 24,641	\$ 29,095	\$ 11,657

See accompanying notes to Consolidated Financial Statements.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
(Tabular amounts in thousands, except share and per share data)

**(1) Description of Business**

The accompanying Consolidated Financial Statements as of December 27, 2011 and December 28, 2010 include the accounts of Texas Roadhouse, Inc. (the “Company”, “we”, “our” and/or “us”), and our wholly-owned subsidiaries, Texas Roadhouse Holdings LLC (“Holdings”), Texas Roadhouse Development Corporation (“TRDC”), Texas Roadhouse Management Corp (“Management Corp.”) and Aspen Creek, LLC (“Aspen Creek”). We and our wholly-owned subsidiaries operate restaurants under the names Texas Roadhouse and Aspen Creek. Holdings also provides supervisory and administrative services for certain other license and franchise restaurants. TRDC sells franchise rights and collects the franchise royalties and fees. Management Corp. provides management services to Holdings, TRDC and certain other license and franchise restaurants.

As of December 27, 2011, we owned and operated 294 restaurants and franchised and licensed an additional 72 restaurants in 47 states and one foreign country. Of the 294 restaurants we owned and operated, 291 operated as Texas Roadhouse restaurants, while three operated under the name of Aspen Creek. Of the 366 restaurants that were operating at December 27, 2011, (i) 294 were Company-owned restaurants, 282 of which were wholly-owned and 12 of which were majority-owned, (ii) 69 were franchise restaurants and (iii) 3 were license restaurants.

As of December 28, 2010, we owned and operated 274 restaurants and franchised or licensed an additional 71 restaurants in 46 states. Of the 274 restaurants we owned and operated, 271 operated as Texas Roadhouse restaurants, while three operated under the name of Aspen Creek. Of the 345 restaurants that were operating at December 28, 2010, (i) 274 were Company-owned restaurants, 263 of which were wholly-owned and 11 of which were majority-owned, (ii) 68 were franchise restaurants and (iii) 3 were license restaurants.

**(2) Summary of Significant Accounting Policies**

**(a) Principles of Consolidation**

At December 27, 2011, and December 28, 2010, we had minority ownership in 22 and 21 restaurants, respectively. The unconsolidated restaurants are accounted for using the equity method. We exercise significant control over the operating and financial policies of these entities based on the rights granted to us under each entity’s operating or partnership agreement. Notwithstanding the significant control exercised by us over their affairs, we do not consolidate such entities because (i) we own only 5% to 10% of these entities and (ii) the revenue, expense and net income, and assets and liabilities that would be attributable to these entities would not be material to our financial position or results of operations. Should the financial position and results of operations of these entities become material to our financial position and results of operations in future periods, we will consolidate the entities into our results. All significant intercompany balances and transactions for these unconsolidated restaurants as well as the companies whose accounts have been consolidated have been eliminated.

**(b) Fiscal Year**

We utilize a 52 or 53 week accounting period that ends on the last Tuesday in December. We utilize a 13 or 14 week accounting period for quarterly reporting purposes. Fiscal years 2011, 2010 and 2009 were 52 weeks in length.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

**(c) Cash and Cash Equivalents**

For purposes of the consolidated statements of cash flows, we consider all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. Book overdrafts are recorded in accounts payable and are included within operating cash flows.

**(d) Receivables**

Receivables consist principally of amounts due from certain franchise and license restaurants for reimbursement of labor costs, pre-opening and other expenses, amounts due for royalty fees from franchise restaurants and credit card receivables.

Receivables are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable. We determine the allowance based on historical write-off experience. We review our allowance for doubtful accounts quarterly. Past due balances over 120 days and a specified amount are reviewed individually for collectability. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

**(e) Inventories**

Inventories, consisting principally of food, beverages and supplies, are valued at the lower of cost (first-in, first-out) or market.

**(f) Pre-opening Expenses**

Pre-opening expenses are charged to operations as incurred. These costs include wages, benefits, travel and lodging for the training and opening management teams, rent and food, beverage and other restaurant operating expenses incurred prior to a restaurant opening for business.

**(g) Property and Equipment**

Property and equipment are stated at cost. Expenditures for major renewals and betterments are capitalized while expenditures for maintenance and repairs are expensed as incurred. Depreciation is computed on property and equipment, including assets located on leased properties, over the shorter of the estimated useful lives of the related assets or the underlying lease term using the straight-line method. In some cases, assets on leased properties are depreciated over a period of time which includes both the initial term of the lease and one or more option periods. See note 2(p).

The estimated useful lives are:

Land improvements . . . . .	10 - 25 years
Buildings and leasehold improvements . . . . .	10 - 25 years
Equipment and smallwares . . . . .	3 - 10 years
Furniture and fixtures . . . . .	3 - 10 years

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

Repairs and maintenance expense amounted to \$12.6 million, \$11.9 million and \$11.1 million for the years ended December 27, 2011, December 28, 2010 and December 29, 2009, respectively. These costs are included in other operating costs in our consolidated statements of income.

**(h) Impairment of Goodwill**

Goodwill represents the excess of cost over fair value of assets of businesses acquired. In accordance with the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 350, Intangibles—Goodwill and Other (“ASC 350”), we perform tests to assess potential impairments at the end of each fiscal year or during the year if an event or other circumstance indicates that it may be impaired. Our assessment is performed at the reporting unit level, which is at the individual restaurant level. In the first step of the review process, we compare the estimated fair value of the restaurant with its carrying value, including goodwill. If the estimated fair value of the restaurant exceeds its carrying amount, no further analysis is needed. If the estimated fair value of the restaurant is less than its carrying amount, the second step of the review process requires the calculation of the implied fair value of the goodwill by allocating the estimated fair value of the restaurant to all of the assets and liabilities of the restaurant as if it had been acquired in a business combination. If the carrying value of the goodwill associated with the restaurant exceeds the implied fair value of the goodwill, an impairment loss is recognized for that excess amount.

The valuation approaches used to determine fair value are subject to key judgments and assumptions that are sensitive to change such as judgment and assumptions about our appropriate revenue growth rates, operating margins, weighted average cost of capital and comparable company and acquisition market multiples. In estimating the fair value using the discounted cash flows or the capitalization of earnings method, we consider the period of time the restaurant has been open, the trend of operations over such period and future periods, expectations of future sales growth and terminal value. Assumptions about important factors such as trend of future operations and sales growth are limited to those that are supportable based upon the plans for the restaurant and actual results at comparable restaurants. When developing these key judgments and assumptions, we consider economic, operational and market conditions that could impact our fair value. The judgments and assumptions used are consistent with what we believe hypothetical market participants would use. However, estimates are inherently uncertain and represent only our reasonable expectations regarding future developments. If the estimates used in performing the impairment test prove inaccurate, the fair value of the restaurants may ultimately prove to be significantly lower, thereby causing the carrying value to exceed the fair value and indicating impairment has occurred.

In 2011, as a result of our annual goodwill impairment analysis, we determined that goodwill related to one restaurant was impaired as discussed further in note 14. Refer to note 5 for additional information related to goodwill and intangible assets.

**(i) Other Assets**

Other assets consist primarily of deferred compensation plan assets, deposits and costs related to the issuance of debt. The debt issuance costs are being amortized to interest expense over the term of the related debt. For further discussion of the deferred compensation plan, see note 13.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

**(j) Impairment or Disposal of Long-lived Assets**

In accordance with ASC 360-10-05, *Property, Plant and Equipment*, long-lived assets related to each restaurant to be held and used in the business, such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of a restaurant may not be recoverable. When we evaluate restaurants, cash flows are the primary indicator of impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the restaurant to estimated undiscounted future cash flows expected to be generated by the restaurant. Our evaluation requires an estimation of future undiscounted cash flows from operating the restaurant over its estimated useful life, which can be for a period of over 20 years. In the estimation of future cash flows, we consider the period of time the restaurant has been open, the trend of operations over such period and future periods and expectations of future sales growth. Assumptions about important factors such as trend of future operations and sales growth are limited to those that are supportable based upon the plans for the restaurant and actual results at comparable restaurants. If the carrying amount of the restaurant exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount exceeds the fair value of the assets. We generally measure fair value by discounting estimated future cash flows or by independent third party appraisal, if available. When fair value is measured by discounting estimated future cash flows, the assumptions used are consistent with what we believe hypothetical market participants would use. We also use a discount rate that is commensurate with the risk inherent in the projected cash flows. The adjusted carrying amounts of assets to be held and used are depreciated over their remaining useful life. Assets to be disposed of within a year would be separately presented in the consolidated balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and would no longer be depreciated. In 2011, as a result of our impairment analysis, we determined that the land, building, equipment, furniture and fixtures as one restaurant was impaired. For further discussion regarding closures and impairments recorded in 2011, 2010 and 2009, including the impairments of goodwill and other long-lived assets, refer to note 14.

**(k) Insurance Reserves**

We self-insure a significant portion of expected losses under our workers compensation, general liability, employment practices liability, property insurance and employee healthcare programs. We purchase insurance for individual claims that exceed the amounts listed below:

Employment practices liability . . . . .	\$250,000
Workers compensation . . . . .	\$250,000
General liability . . . . .	\$250,000
Property . . . . .	\$ 50,000
Employee healthcare . . . . .	\$150,000

We record a liability for unresolved claims and for an estimate of incurred but not reported claims at our anticipated cost based on estimates provided by a third party administrator and/or actuary. The estimated liability is based on a number of assumptions and factors regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. Our assumptions are reviewed, monitored, and adjusted when warranted by changing circumstances.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

**(l) Segment Reporting**

We consider our restaurant and franchising operations as similar and have aggregated them into a single reportable segment. The majority of the restaurants operate in the U.S. within the casual dining segment of the restaurant industry, providing similar products to similar customers. The restaurants also possess similar pricing structures, resulting in similar long-term expected financial performance characteristics. As of December 27, 2011, we operated 294 restaurants, each as a single operating segment, and franchised or licensed an additional 72 restaurants. Revenue from external customers is derived principally from food and beverage sales. We do not rely on any major customers as a source of revenue. We aggregate similar operating segments into a single reportable operating segment if the businesses are considered similar under ASC 280, *Segment Reporting*.

**(m) Revenue Recognition**

Revenue from restaurant sales is recognized when food and beverage products are sold. Deferred revenue primarily represents our liability for gift cards and certificates that have been sold, but not yet redeemed. When the gift cards and certificates are redeemed, we recognize restaurant sales and reduce deferred revenue.

For some of the gift cards that were sold, the likelihood of redemption is remote. When the likelihood of a gift card's redemption is determined to be remote, we record a breakage adjustment and reduce deferred revenue by the amount never expected to be redeemed. We use historic gift card redemption patterns to determine when the likelihood of a gift card's redemption becomes remote and have determined that approximately 5% of the value of gift cards will never be redeemed. The methodology we use to match the expected redemption value of unredeemed gift cards to our historic redemption patterns is to amortize the historic 5% rate of breakage over a three year period. As a result, the amount of unredeemed gift card liability included in deferred revenue is the full value of unredeemed gift cards less the amortized portion of the 5% rate of breakage. We recorded our gift card breakage adjustment as a reduction of other operating expense. We review and adjust our estimates on a quarterly basis.

We franchise Texas Roadhouse restaurants. We execute franchise agreements for each franchise restaurant which sets out the terms of our arrangement with the franchisee. Our franchise agreements typically require the franchisee to pay an initial, non-refundable fee and continuing fees based upon a percentage of sales. Subject to our approval and payment of a renewal fee, a franchisee may generally renew the franchise agreement upon its expiration. We collect ongoing royalties of 2.0% to 4.0% of sales from domestic franchise restaurants. These ongoing royalties are reflected in the accompanying consolidated statements of income as franchise royalties and fees. We recognize initial franchise fees as revenue after performing substantially all initial services or conditions required by the franchise agreement, which is generally upon the opening of a restaurant. We received initial franchise fees of \$0.2 million for the year ended December 27, 2011, \$0.1 million for the year ended December 28, 2010 and \$0.2 million for the year ended December 29, 2009. Continuing franchise royalties are recognized as revenue as the fees are earned. We also perform supervisory and administrative services for certain franchise and license restaurants for which we receive management fees, which are recognized as the services are performed. Revenue from supervisory and administrative services is recorded as a reduction of general and administrative expenses in the accompanying consolidated statements of

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

income. Total revenue recorded for supervisory and administrative services for each of the years ended December 27, 2011, December 28, 2010, and December 29, 2009 was approximately \$0.6 million, \$0.6 million and \$0.5 million, respectively.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenue in the consolidated statements of income.

**(n) Income Taxes**

We account for income taxes in accordance with ASC 740, *Income Taxes*, under which deferred assets and liabilities are recognized based upon anticipated future tax consequences attributable to differences between financial statement carrying values of assets and liabilities and their respective tax bases. A valuation allowance is established to reduce the carrying value of deferred tax assets if it is considered more likely than not that such assets will not be realized. Any change in the valuation allowance would be charged to income in the period such determination was made.

**(o) Advertising**

We have a domestic system-wide marketing and advertising fund. We maintain control of the marketing and advertising fund and, as such, have consolidated the fund's activity for the years ended December 27, 2011, December 28, 2010 and December 29, 2009. Domestic company and franchise restaurants are required to remit a designated portion of sales, currently 0.3%, to the advertising fund. These reimbursements do not exceed the costs we incur throughout the year associated with various marketing programs which are developed internally by us. Therefore, the net amount of the advertising costs incurred less amounts remitted by company and franchise restaurants is included in general and administrative expense in our consolidated statements of income.

The company-owned restaurant contribution and other costs related to local restaurant area marketing initiatives are included in other operating costs in our consolidated statements of income. These costs amounted to approximately \$8.5 million, \$7.7 million and \$7.0 million for the years ended December 27, 2011, December 28, 2010 and December 29, 2009, respectively.

**(p) Leases and Leasehold Improvements**

We lease land, buildings and/or certain equipment for the majority of our restaurants under non-cancelable lease agreements. Our land and building leases typically have initial terms ranging from 10 to 15 years, and certain renewal options for one or more five-year periods. We account for leases in accordance with ASC 840, *Leases*, and other related authoritative guidance. When determining the lease term, we include option periods for which failure to renew the lease imposes a penalty on us in such an amount that a renewal appears, at the inception of the lease, to be reasonably assured. The primary penalty to which we are subject is the economic detriment associated with the existence of leasehold improvements which might become impaired if we choose not to continue the use of the leased property.

Certain of our operating leases contain predetermined fixed escalations of the minimum rent during the original term of the lease. For these leases, we recognize the related rent expense on a straight-line basis over the lease term and record the difference between the amounts charged to

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

operations and amounts paid as deferred rent. We generally do not receive rent concessions or leasehold improvement incentives upon opening a restaurant that is subject to a lease. We may receive rent holidays, which would begin on the possession date and end on the date construction of the restaurant begins, during which no cash rent payments are typically due under the terms of the lease. Rent holidays are included in the lease term when determining straight-line rent expense.

Additionally, certain of our operating leases contain clauses that provide for additional contingent rent based on a percentage of sales greater than certain specified target amounts. We recognize contingent rent expense prior to the achievement of the specified target that triggers the contingent rent, provided achievement of the target is considered probable. This may result in some variability in rent expense as a percentage of revenues over the term of the lease in restaurants where we pay contingent rent.

We make judgments regarding the probable term for each restaurant property lease, which can impact the classification and accounting for a lease as capital or operating, the rent holiday and/or escalations in payments that are taken into consideration when calculating straight-line rent and the term over which leasehold improvements for each restaurant are amortized. These judgments may produce materially different amounts of depreciation, amortization and rent expense than would be reported if different assumed lease terms were used.

In an exposure draft issued in 2010, the FASB, together with the International Accounting Standards Board, has proposed a comprehensive set of changes in U.S. generally accepted accounting principles ("GAAP") for leases.

***(q) Use of Estimates***

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reporting of revenue and expenses during the period to prepare these Consolidated Financial Statements in conformity with GAAP. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, goodwill, obligations related to insurance reserves, income taxes and share-based compensation expense. Actual results could differ from those estimates.

***(r) Comprehensive Income***

ASC 220, *Comprehensive Income*, establishes standards for reporting and presentation of comprehensive income and its components in a full set of financial statements. Comprehensive income consists of net income and other comprehensive income (loss) items that are excluded from net income under GAAP in the United States. These items included net unrealized gains (losses) on securities and the effective unrealized portion of changes in fair value of cash flow hedges.

***(s) Fair Value of Financial Instruments***

Fair value is determined based on the present value of expected future cash flows considering the risks involved and using discount rates appropriate for the duration and considers counterparty performance risk.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

**(t) *Derivative Instruments and Hedging Activities***

We do not use derivative instruments for trading purposes. Currently, our only free standing current derivative instruments are two interest rate swap agreements.

We account for derivatives and hedging activities in accordance with ASC 815, *Derivatives and Hedging*, which requires that all derivative instruments be recorded on the consolidated balance sheet at their respective fair values. The accounting for changes in the fair value of a derivative instrument is dependent upon whether the derivative has been designated and qualifies as part of a hedging relationship. Our current derivatives have been designated and qualify as cash flow hedges. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or period during which the hedged transaction affects earnings. There was no hedge ineffectiveness recognized during the periods ended December 27, 2011, December 28, 2010 and December 29, 2009.

**(u) *Recent Accounting Pronouncements***

***Fair Value Measures and Disclosures***  
***(ASU 2010-06)***

In January 2010, the FASB issued ASU 2010-06 which amends ASC topic 820, *Fair Value Measures and Disclosures*. ASU No. 2010-06 amends the ASC to require disclosure of transfers into and out of Level 1 and Level 2 fair value measurements, and also requires more detailed disclosure about the activity within Level 3 fair value measurements. The changes as a result of this update are effective for annual and interim reporting periods beginning after December 15, 2009 (our 2010 fiscal year), except for requirements related to Level 3 disclosures, which are effective for annual and interim period beginning after December 15, 2010 (our 2011 fiscal year). This guidance requires new disclosures only, and had no impact on our consolidated financial position, results of operations or cash flows.

***Comprehensive Income***  
***(ASU 2011-05)***

In June 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income*. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity, which is our current presentation, and also requires presentation of reclassification adjustments from other comprehensive income to net income on the face of the financial statements. In December 2011, the FASB issued ASU 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05*, to defer the effective date of the specific requirement to present items that are reclassified out of accumulated comprehensive income to net income alongside their respective components of net income and other comprehensive income. All other provisions of this update are effective for annual and interim reporting periods beginning after December 15, 2011 (our 2012 fiscal year). The adoption of this new guidance had no impact on our consolidated financial position, results of operations or cash flows, though it will change our financial statement presentation.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(2) Summary of Significant Accounting Policies (Continued)**

***Goodwill and Other Intangibles***  
***(ASU 2011-08)***

In September 2011, the FASB issued ASU 2011-08, *Intangibles—Goodwill and Other, Testing Goodwill for Impairment*, which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. This update is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011 (our 2012 fiscal year). We do not anticipate any changes to the content of our financial statements or disclosures as a result of adopting this guidance.

**(3) Long-term Debt and Obligations Under Capital Leases**

Long-term debt and obligations under capital leases consisted of the following:

	<u>December 27, 2011</u>	<u>December 28, 2010</u>
Installment loans, due 2012 - 2020 . . . . .	\$ 1,679	\$ 1,865
Obligations under capital leases . . . . .	226	315
Revolver . . . . .	60,000	50,000
	<u>61,905</u>	<u>52,180</u>
Less current maturities . . . . .	304	274
	<u>\$61,601</u>	<u>\$51,906</u>

Maturities of long-term debt and obligations under capital leases at December 27, 2011 are as follows:

2012 . . . . .	\$ 304
2013 . . . . .	338
2014 . . . . .	273
2015 . . . . .	283
2016 . . . . .	60,157
Thereafter . . . . .	550
	<u>\$61,905</u>

The weighted average interest rate for installment loans outstanding at December 27, 2011 and December 28, 2010 was 10.57% and 10.58%, respectively. The debt is secured by certain land and buildings and is subject to certain prepayment penalties.

On August 12, 2011, we entered into a new \$200.0 million five-year revolving credit facility with a syndicate of commercial lenders led by JP Morgan Chase Bank, N.A., PNC Bank, N.A., and Wells Fargo, N.A. This facility replaces our previous five-year revolving credit facility. The new facility expires

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(3) Long-term Debt and Obligations Under Capital Leases (Continued)**

on August 12, 2016. The terms of the facility require us to pay interest on outstanding borrowings at the London Interbank Offered Rate (“LIBOR”) plus a margin of 0.875% to 1.875%, depending on our leverage ratio, or the Alternate Base Rate, which is the higher of the issuing bank’s prime lending rate or the Federal Funds rate plus 0.50%. We are also required to pay a commitment fee of 0.150% to 0.350% per year on any unused portion of the facility, depending on our leverage ratio. The weighted-average interest rate for the revolver at both December 27, 2011 and December 28, 2010 was 3.20% and 3.59%, respectively, including interest rate swaps. At December 27, 2011, we had \$60.0 million outstanding under the credit facility and \$136.2 million of availability, net of \$3.8 million of outstanding letters of credit.

The lenders’ obligation to extend credit under the facility depends on us maintaining certain financial covenants, including a minimum consolidated fixed charge coverage ratio of 2.00 to 1.00 and a maximum consolidated leverage ratio of 3.00 to 1.00. The credit facility permits us to incur additional secured or unsecured indebtedness outside the facility, except for the incurrence of secured indebtedness that in the aggregate exceeds 20% of our consolidated tangible net worth or circumstances where the incurrence of secured or unsecured indebtedness would prevent us from complying with our financial covenants. We were in compliance with all covenants as of December 27, 2011.

On October 22, 2008, we entered into an interest rate swap, starting on November 7, 2008, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 3.83% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR rate for a term ending on November 7, 2015, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount. Changes in the fair value of the interest rate swap will be reported as a component of accumulated other comprehensive income.

On January 7, 2009, we entered into an interest rate swap, starting on February 7, 2009, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 2.34% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR rate for a term ending on January 7, 2016, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount. Changes in the fair value of the interest rate swap will be reported as a component of accumulated other comprehensive income.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(4) Property and Equipment, Net**

Property and equipment were as follows:

	<u>December 27, 2011</u>	<u>December 28, 2010</u>
Land and improvements . . . . .	\$ 97,819	\$ 94,046
Buildings and leasehold improvements . . . . .	375,756	346,792
Equipment and smallwares . . . . .	176,261	156,017
Furniture and fixtures . . . . .	55,196	49,840
Construction in progress . . . . .	19,094	4,889
Liquor licenses . . . . .	5,851	5,450
	<u>729,977</u>	<u>657,034</u>
Accumulated depreciation and amortization . . . . .	<u>(232,760)</u>	<u>(198,051)</u>
	<u>\$ 497,217</u>	<u>\$ 458,983</u>

The amount of interest capitalized in connection with restaurant construction was approximately \$0.3 million, \$0.1 million and \$0.1 million for the years ended December 27, 2011, December 28, 2010 and December 29, 2009. In 2011, as a result of our annual impairment analysis, we determined that property and equipment related one restaurant were impaired as discussed further in note 14. In 2010, no impairment was recorded as a result of our annual impairment analysis.

**(5) Goodwill and Intangible Assets**

The changes in the carrying amount of goodwill and intangible assets are as follows:

	<u>Goodwill</u>	<u>Intangible Assets</u>
Balance as of December 29, 2009 . . . . .	\$113,465	\$11,194
Additions . . . . .	—	—
Amortization expense . . . . .	—	(1,076)
Disposals and other, net . . . . .	—	—
Impairment . . . . .	(1,680)	—
Balance as of December 28, 2010 . . . . .	111,785	10,118
Additions . . . . .	—	—
Amortization expense . . . . .	—	(1,076)
Disposals and other, net . . . . .	—	—
Impairment . . . . .	(839)	—
Balance as of December 27, 2011 . . . . .	<u>\$110,946</u>	<u>\$ 9,042</u>

Intangible assets consist of reacquired franchise rights. The gross carrying amount and accumulated amortization of the intangible assets at December 27, 2011 were \$14.0 million and \$5.0 million, respectively. We amortize reacquired franchise rights on a straight-line basis over the remaining term of the franchise operating agreements, which varies by restaurant. The weighted average amortization period of reacquired franchise rights is approximately 14 years. Amortization expense for each of the next five years is expected to be \$1.1 million. In 2011 and 2010, as a result of our goodwill and/or

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(5) Goodwill and Intangible Assets (Continued)**

long-lived assets impairment analysis, we determined that goodwill related to certain restaurants was impaired as discussed further in note 14.

**(6) Leases**

The following is a schedule of future minimum lease payments required for capital leases and operating leases that have initial or remaining noncancelable terms in excess of one year as of December 27, 2011:

	<u>Capital Leases</u>	<u>Operating Leases</u>
2012 . . . . .	\$117	\$ 22,999
2013 . . . . .	117	22,721
2014 . . . . .	20	22,127
2015 . . . . .	—	19,853
2016 . . . . .	—	18,336
Thereafter . . . . .	—	93,502
Total . . . . .	<u>254</u>	<u>\$199,538</u>
Less amount representing interest of 10.9% . . . . .	<u>28</u>	
Present value of minimum capital lease payments . . . . .	226	
Less current maturities of obligations under capital leases . . . . .	<u>98</u>	
Obligations under capital leases, excluding current maturities . . .	<u>\$128</u>	

Capitalized lease assets, primarily building, with a cost of approximately \$0.8 million and \$0.9 million at December 27, 2011 and December 28, 2010, respectively, are being amortized on a straight-line basis over the applicable lease terms and interest expense is recognized on the outstanding obligations. The total accumulated amortization of property held under capital leases totaled \$0.4 million at both December 27, 2011 and December 28, 2010.

Rent expense for operating leases consisted of the following:

	<u>December 27, 2011</u>	<u>December 28, 2010</u>	<u>December 29, 2009</u>
Minimum rent—occupancy . . . . .	\$22,532	\$20,843	\$19,574
Contingent rent . . . . .	<u>618</u>	<u>518</u>	<u>444</u>
Rent expense, occupancy . . . . .	23,150	21,361	20,018
Minimum rent—equipment and other . . . . .	<u>3,013</u>	<u>2,613</u>	<u>2,414</u>
Rent expense . . . . .	<u>\$26,163</u>	<u>\$23,974</u>	<u>\$22,432</u>

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**Notes to Consolidated Financial Statements (Continued)**  
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**(7) Income Taxes**

Components of our income tax (benefit) and provision for the years ended December 27, 2011, December 28, 2010 and December 29, 2009 are as follows:

	Year Ended December 27, 2011	Year Ended December 28, 2010	Year Ended December 29, 2009
Current:			
Federal . . . . .	\$20,546	\$20,561	\$18,680
State . . . . .	6,149	5,323	4,937
Total current . . . . .	26,695	25,884	23,617
Deferred:			
Federal . . . . .	289	1,788	231
State . . . . .	(219)	11	(357)
Total deferred . . . . .	70	1,799	(126)
Income tax provision . . . . .	<u>\$26,765</u>	<u>\$27,683</u>	<u>\$23,491</u>

A reconciliation of the statutory federal income tax rate to our effective tax rate for December 27, 2011, December 28, 2010 and December 29, 2009 is as follows:

	December 27, 2011	December 28, 2010	December 29, 2009
Tax at statutory federal rate . . . . .	35.0%	35.0%	35.0%
State and local tax, net of federal benefit . . .	3.7	3.7	3.7
FICA tip tax credit . . . . .	(6.0)	(5.4)	(6.2)
HIRE retention credit . . . . .	(2.1)	—	—
Work opportunity tax credit . . . . .	(1.2)	(2.1)	(1.4)
Incentive stock options . . . . .	(0.2)	(0.1)	0.4
Nondeductible officer compensation . . . . .	0.5	0.9	1.1
Other . . . . .	(0.2)	0.2	0.5
Total . . . . .	<u>29.5%</u>	<u>32.2%</u>	<u>33.1%</u>

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(7) Income Taxes (Continued)**

Components of deferred tax assets (liabilities) are as follows:

	December 27, 2011	December 28, 2010
Deferred tax assets:		
Insurance reserves . . . . .	\$ 3,252	\$ 2,641
Other reserves . . . . .	473	343
Deferred rent . . . . .	5,831	4,757
Share-based compensation . . . . .	5,460	3,632
Unredeemed gift cards . . . . .	2,812	2,627
Other assets and liabilities . . . . .	4,791	4,537
Total deferred tax asset . . . . .	<u>22,619</u>	<u>18,537</u>
Deferred tax liabilities:		
Depreciation and amortization . . . . .	(27,422)	(24,373)
Other assets and liabilities . . . . .	(545)	(240)
Total deferred tax liability . . . . .	<u>(27,967)</u>	<u>(24,613)</u>
Net deferred tax liability . . . . .	<u>\$ (5,348)</u>	<u>\$ (6,076)</u>
Current deferred tax asset . . . . .	\$ 3,367	\$ 2,368
Noncurrent deferred tax liability . . . . .	(8,715)	(8,444)
Net deferred tax liability . . . . .	<u>\$ (5,348)</u>	<u>\$ (6,076)</u>

We have not provided any valuation allowance as we believe the realization of our deferred tax assets is more likely than not.

A reconciliation of the beginning and ending liability for unrecognized tax benefits is as follows:

	Uncertain tax positions impacting tax rate	Uncertain tax positions not impacting tax rate	Total uncertain tax positions
Balance at December 29, 2009 . . . . .	\$206	\$ 198	\$ 404
Additions to tax positions related to prior years . . . .	—	—	—
Reductions due to statute expiration . . . . .	(82)	(198)	(280)
Balance at December 28, 2010 . . . . .	124	—	124
Additions to tax positions related to prior years . . . .	91	—	91
Reductions due to statute expiration . . . . .	(91)	—	(91)
Balance at December 27, 2011 . . . . .	<u>\$124</u>	<u>\$ —</u>	<u>\$ 124</u>

We, consistent with our existing policy, recognize both interest and penalties on unrecognized tax benefits as part of income tax expense. As of December 27, 2011, the total amount of accrued penalties and interest related to uncertain tax provisions was immaterial. As of December 28, 2010, the total amount of accrued penalties and interest related to uncertain tax provisions was \$0.1 million. Included

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(7) Income Taxes (Continued)**

in the balance of total unrecognized tax benefits at December 27, 2011 are no potential benefits, which, if recognized, would affect the effective tax rate.

All entities for which unrecognized tax benefits exist as of December 27, 2011 possess a December tax year-end. As a result, as of December 27, 2011, the tax years ended December 30, 2008, December 29, 2009 and December 28, 2010 remain subject to examination by all tax jurisdictions. As of December 27, 2011, no audits were in process by a tax jurisdiction that, if completed during the next twelve months, would be expected to result in a material change to our unrecognized tax benefits. Additionally, as of December 27, 2011, no event occurred that is likely to result in a significant increase or decrease in the unrecognized tax benefits through December 26, 2012.

**(8) Preferred Stock**

Our Board of Directors is authorized, without further vote or action by the holders of common stock, to issue from time to time up to an aggregate of 1,000,000 shares of preferred stock in one or more series. Each series of preferred stock will have the number of shares, designations, preferences, voting powers, qualifications and special or relative rights or privileges as shall be determined by the Board of Directors, which may include, but are not limited to, dividend rights, voting rights, redemption and sinking fund provisions, liquidation preferences, conversion rights and preemptive rights. There were no shares of preferred stock outstanding at December 27, 2011 and December 28, 2010.

**(9) Stockholders' Equity**

On February 14, 2008, our Board of Directors approved a stock repurchase program under which it authorized us to repurchase up to \$25.0 million of our common stock. On July 8, 2008, our Board of Directors approved a \$50.0 million increase in our stock repurchase program. Our total stock repurchase authorization increased to \$75.0 million. On November 19, 2009, the Board of Directors extended the expiration date on the stock repurchase program to February 14, 2011.

On February 17, 2011, our Board of Directors approved a stock repurchase program under which it authorized us to repurchase up to \$50.0 million of our common stock. On August 18, 2011, our Board of Directors approved a \$50.0 million increase in our stock repurchase program. On February 16, 2012, our Board of Directors cancelled this stock repurchase program, which had to expiration date and \$40.9 million remaining as of December 27, 2011 and approved a stock repurchase program under which it authorized us to repurchase up to \$100.0 million of our common stock. Any repurchases will be made through open market transactions. The timing and the amount of any repurchases will be determined by management under parameters established by our Board of Directors, based on its evaluation of our stock price, market conditions and other corporate considerations. See note 18.

For the years ended December 28, 2010 and December 29, 2009, we did not repurchase any shares of our common stock; however, for the year ended December 27, 2011, we paid approximately \$59.1 million to repurchase 3,972,100 shares of our common stock.

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**Notes to Consolidated Financial Statements (Continued)**  
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**(10) Earnings Per Share**

The share and net income per share data for all periods presented are based on the historical weighted-average shares outstanding. The diluted earnings per share calculations show the effect of the weighted-average stock options and restricted stock awards outstanding from our equity incentive plan as discussed in note 12. For the years ended December 27, 2011, December 28, 2010 and December 29, 2009, options to purchase 521,512, 1,798,911 and 2,861,892 shares, respectively, were outstanding but not included in the computation of diluted net income per share because their inclusion would have had an anti-dilutive effect. For the year ended December 27, 2011, an immaterial number of shares of nonvested stock were outstanding but not included in the computation of diluted net income per share because their inclusion would have had an anti-dilutive effect. For the years ended December 28, 2010 and December 29, 2009, 16,546 and 18,475 shares of nonvested stock, respectively, were outstanding but not included in the computation of diluted net income per share because their inclusion would have had an anti-dilutive effect.

The following table sets forth the calculation of weighted average shares outstanding (in thousands) as presented in the accompanying consolidated statements of income:

	<b>Fiscal Year Ended</b>		
	<u>December 27, 2011</u>	<u>December 28, 2010</u>	<u>December 29, 2009</u>
Net income attributable to Texas Roadhouse, Inc. and subsidiaries . . . . .	<u>\$63,964</u>	<u>\$58,289</u>	<u>\$47,479</u>
Basic EPS:			
Weighted-average common shares outstanding . . . . .	<u>70,829</u>	<u>71,432</u>	<u>69,967</u>
Basic EPS . . . . .	<u>\$ 0.90</u>	<u>\$ 0.82</u>	<u>\$ 0.68</u>
Diluted EPS:			
Weighted-average common shares outstanding . . . . .	70,829	71,432	69,967
Dilutive effect of stock options and nonvested stock . . . . .	<u>1,449</u>	<u>1,497</u>	<u>1,331</u>
Shares—diluted . . . . .	<u>72,278</u>	<u>72,929</u>	<u>71,298</u>
Diluted EPS . . . . .	<u>\$ 0.88</u>	<u>\$ 0.80</u>	<u>\$ 0.67</u>

**(11) Commitments and Contingencies**

The estimated cost of completing capital project commitments at December 27, 2011 and December 28, 2010 was approximately \$58.6 million and \$52.8 million, respectively.

We entered into real estate lease agreements for franchise restaurants located in Everett, MA, Longmont, CO, Montgomeryville, PA, Fargo, ND and Logan, UT before granting franchise rights for those restaurants. We have subsequently assigned the leases to the franchisees, but remain contingently liable if a franchisee defaults, under the terms of the lease. The Longmont lease was assigned in October 2003 and expires in May 2014, the Everett lease was assigned in September 2002 and expires

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(11) Commitments and Contingencies (Continued)**

in February 2018, the Montgomeryville lease was assigned in October 2004 and expires in June 2021, the Fargo lease was assigned in February 2006 and expires in July 2016 and the Logan lease was assigned in January 2009 and expires in August 2019. As the fair value of the guarantees is not considered significant, no liability has been recorded. As discussed in note 17, the Everett, MA, Longmont, CO, and Fargo, ND restaurants are owned, in whole or part, by certain officers, directors and 5% stockholders of the Company.

During the year ended December 27, 2011, we bought most of our beef from three suppliers. Although there are a limited number of beef suppliers, we believe that other suppliers could provide similar product on comparable terms. A change in suppliers, however, could cause supply shortages and a possible loss of sales, which would affect operating results adversely. We have no material minimum purchase commitments with our vendors that extend beyond a year.

On September 30, 2011, the U.S. Equal Employment Opportunity Commission (“EEOC”) filed a lawsuit titled *Equal Employment Opportunity Commission v. Texas Roadhouse, Inc., Texas Roadhouse Holdings LLC, Texas Roadhouse Management Corp.* in the United States District Court, District of Massachusetts, Civil Action Number 1:11-cv-11732. The complaint alleges that we engaged in a pattern and practice of age discrimination in hiring for certain restaurant positions in violation of the Age Discrimination in Employment Act. The complaint alleges that applicants over the age of 40 were denied employment in our restaurants in bartender, host, server and server assistant positions due to their age. The EEOC is seeking injunctive relief, remedial actions, payment of damages to the applicants and costs. We believe we have meritorious defenses to the claims made by the EEOC, and we intend to vigorously defend against them. Based on the preliminary status of this matter, we cannot estimate the possible amount or range of loss, if any, associated with this matter.

On January 19, 2011, a civil case styled as a class action complaint titled *Jenna Crenshaw, Andrew Brickley, et al, and all others similarly situated v. Texas Roadhouse, Inc., Texas Roadhouse Holdings, LLC, Texas Roadhouse of Everett, LLC and Texas Roadhouse Management Corp., d/b/a Texas Roadhouse* (“Crenshaw”) was filed. The complaint was subsequently amended to add additional plaintiffs. The complaint is pending in the United States District Court, District of Massachusetts, Civil Action Number 1:11-cv-10549. The complaint alleges a failure to comply with Massachusetts labor laws, specifically that we improperly shared pooled tips with ineligible employees in all of our restaurants in Massachusetts. Currently, we operate nine restaurants in the state. We have filed an answer denying all material allegations and are in the early phases of discovery. Additionally, we have agreed to participate in mediation.

We believe that we have meritorious defenses to the claims made in the Crenshaw case, and we intend to vigorously defend against them, including plaintiffs’ efforts to certify a class action. Based on the preliminary status of this matter, specifically that no class has been certified, we cannot estimate the possible amount or range of loss, if any, associated with this matter. However, if the court imposes statutory penalties, including restitution of the difference between the tip credit wage and minimum wage, restitution of tips, treble damages and attorneys’ fees, then the case could have a material adverse effect on our consolidated financial position, results of operation or cash flows.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(11) Commitments and Contingencies (Continued)**

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

**(12) Share-based Compensation**

In May 2004, we adopted an equity incentive plan (the “Plan”) for eligible participants. This Plan amended and restated the 1997 Texas Roadhouse Management Corp. Stock Option Plan. The Plan provides for granting of incentive and non-qualified stock options to purchase shares of common stock, stock bonus awards (restricted stock unit awards (“RSUs”)) and restricted stock awards. The Plan provides for the issuance of 16,000,000 shares of common stock plus an annual increase to be added on the first day of the year for a period of ten years, commencing on January 1, 2005 and ending on (and including) January 1, 2014, equal to the lesser of one percent of the shares of common stock outstanding or 1,000,000 shares of common stock. Options are exercisable at various periods ranging from one to ten years from the date of grant. Beginning in 2008, we changed the method by which we provide share-based compensation to our employees by eliminating stock option grants and, instead, granting RSUs as a form of share-based compensation. An RSU is the conditional right to receive one share of common stock upon satisfaction of the service-based vesting requirement.

The following table summarizes the share-based compensation recorded in the accompanying consolidated statements of income:

	Fiscal Year Ended		
	December 27, 2011	December 28, 2010	December 29, 2009
Labor expense . . . . .	\$ 3,905	\$3,364	\$2,836
General and administrative expense . . . . .	6,620	4,322	4,657
Total share-based compensation expense . . .	<u>\$10,525</u>	<u>\$7,686</u>	<u>\$7,493</u>

A summary of share-based compensation activity by type of grant as of December 27, 2011 and changes during the period then ended is presented below.

*Summary Details for Plan Share Options*

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 28, 2010 . . . .	3,996,512	\$11.87		
Granted . . . . .	—	—		
Forfeited . . . . .	(32,466)	15.36		
Exercised . . . . .	(477,404)	10.53		
Outstanding at December 27, 2011 . . . .	<u>3,486,642</u>	<u>\$12.02</u>	<u>3.60</u>	<u>\$12,224</u>
Exercisable at December 27, 2011 . . . .	<u>3,460,585</u>	<u>\$12.01</u>	<u>3.59</u>	<u>\$12,155</u>

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(12) Share-based Compensation (Continued)**

No stock options were granted during the fiscal years ended December 27, 2011, December 28, 2010 and December 29, 2009.

The total intrinsic value of options exercised during the years ended December 27, 2011, December 28, 2010 and December 29, 2009 was \$3.0 million, \$9.6 million and \$5.1 million, respectively. As of December 27, 2011, with respect to unvested stock options, there was an immaterial amount of unrecognized compensation cost that is expected to be recognized over a weighted-average period of less than one year. The total grant date fair value of stock options vested during the years ended December 27, 2011, December 28, 2010 and December 29, 2009 was \$0.7 million, \$1.3 million and \$1.2 million, respectively.

For the years ended December 27, 2011, December 28, 2010 and December 29, 2009, cash received from options exercised was \$5.0 million, \$11.0 million and \$2.8 million, respectively. The excess tax benefit realized from tax deductions associated with options exercised for the years ended December 27, 2011, December 28, 2010 and December 29, 2009 was \$2.3 million, \$3.2 million and \$1.8 million, respectively.

*Summary Details for RSUs*

	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>
Outstanding at December 28, 2010 . . . . .	1,205,410	\$11.71
Granted . . . . .	792,612	16.14
Forfeited . . . . .	(138,150)	16.05
Vested . . . . .	<u>(673,392)</u>	12.23
Outstanding at December 27, 2011 . . . . .	<u>1,186,480</u>	<u>\$13.71</u>

As of December 27, 2011, with respect to unvested RSUs, there was \$7.3 million of unrecognized compensation cost that is expected to be recognized over a weighted-average period of 1.4 years. The vesting terms of the RSUs range from approximately 1.0 to 5.0 years. The total grant date fair value of RSUs vested during the years ended December 27, 2011, December 28, 2010 and December 29, 2009 was \$9.1 million, \$6.5 million and \$4.9 million, respectively.

**(13) Fair Value Measurement**

ASC 820, Fair Value Measurements and Disclosures (“ASC 820”), establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 establishes a three-level hierarchy, which requires an entity to maximize the use of observable inputs and minimize

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(13) Fair Value Measurement (Continued)**

the use of unobservable inputs in measuring fair value. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date.

- Level 1 Inputs based on quoted prices in active markets for identical assets.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets, either directly or indirectly.
- Level 3 Inputs that are unobservable for the asset.

There were no transfers among levels within the fair value hierarchy during the year ended December 27, 2011.

The following table presents the fair values for our financial assets and liabilities measured on a recurring basis:

	Level	Fair Value Measurements	
		December 27, 2011	December 28, 2010
Interest rate swaps . . . . .	2	\$(4,247)	\$(2,178)
Deferred compensation plan—assets . . . . .	1	6,748	5,475
Deferred compensation plan—liabilities . . . . .	1	(6,714)	(5,469)
Total . . . . .		<u>\$(4,213)</u>	<u>\$(2,172)</u>

The fair value of our interest rate swaps were determined based on the present value of expected future cash flows considering the risks involved, including nonperformance risk, and using discount rates appropriate for the duration. See note 15 for discussion of our interest rate swaps.

The Second Amended and Restated Deferred Compensation Plan of Texas Roadhouse Management Corp., as amended, (the “Deferred Compensation Plan”) is a nonqualified deferred compensation plan which allows highly compensated employees to defer receipt of a portion of their compensation and contribute such amounts to one or more investment funds held in a rabbi trust. We report the accounts of the rabbi trust in our consolidated financial statements. These investments are considered trading securities and are reported at fair value based on third-party broker statements. The realized and unrealized holding gains and losses related to these investments, as well as the offsetting compensation expense, are recorded in general and administrative expense on the consolidated statements of income.

The following table presents the fair values for our financial assets and liabilities measured on a nonrecurring basis:

	Level	Fair Value Measurements		
		December 27, 2011	December 28, 2010	Total losses
Long-lived assets held for sale . . . . .	2	\$1,398	\$1,598	\$ 200
Long-lived assets held for use . . . . .	2	1,017	1,117	—
Goodwill . . . . .	3	992	1,830	838
Total . . . . .		<u>\$3,407</u>	<u>\$4,545</u>	<u>\$1,038</u>

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
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**(13) Fair Value Measurement (Continued)**

Long-lived assets held for sale include land and building and are valued using Level 2 inputs, primarily independent third party appraisal. These assets are included in Property and equipment in our consolidated balance sheets as we do not expect to sell these assets in the next 12 months. Cost to market and/or sell the assets are factored into the estimates of fair value. During the 52 weeks ended December 27, 2011, long-lived assets held for sale with a carrying amount of \$1.6 million were written down to their fair value of \$1.4 million, resulting in a loss of \$0.2 million, which is included in Impairment and closures in our consolidated statements of income.

Long-lived assets held for use include building, equipment and furniture and fixtures and are valued using Level 2 inputs, primarily an independent third party appraisal. These assets are included in Property and equipment in our consolidated balance sheets. During the 52 weeks ended December 29, 2009, long-lived assets held for use with a carrying amount of \$2.5 million were written down to their fair value of \$1.2 million, resulting in a loss of \$1.3 million, which is included in Impairment and closures in our consolidated statements of income. Depreciation expense of \$0.1 million was recorded on these assets during the 52 weeks ended December 27, 2011.

As of December 27, 2011 and December 28, 2010, goodwill in the table above relates to two and three underperforming restaurants, respectively, in which the carrying value of the associated goodwill was reduced to fair value, based on their historical results and anticipated future trends of operations. These charges are included in Impairment and closures in our consolidated statements of income. For further discussion of impairment charges, see note 14.

At December 27, 2011 and December 28, 2010, the fair value of cash and cash equivalents, accounts receivable and accounts payable approximated their carrying value based on the short-term nature of these instruments. The fair value of our long-term debt is estimated based on the current rates offered to us for instruments of similar terms and maturities. The carrying amounts and related estimated fair values for our debt is as follows:

	December 27, 2011		December 28, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Installment loans . . . . .	\$ 1,679	\$ 2,044	\$ 1,865	\$ 2,324
Revolver . . . . .	60,000	60,000	50,000	50,000

**(14) Impairment and Closure Costs**

During 2011, 2010 and 2009, we recorded impairment charges of \$1.2 million, \$2.0 million and \$3.0 million, respectively, related to goodwill and long-lived assets. These charges were measured and recognized following current accounting guidance which requires that the carrying value of these assets be tested for impairment whenever circumstances indicate that impairment may exist, or at least annually in the case of goodwill. Refer to note 2 for further discussion of the methodology used by us to test for long-lived asset and goodwill impairment.

Impairment charges in 2011 included \$0.8 million associated with the impairment of goodwill related to one restaurant and the \$0.4 million related to the write-down of land, building, equipment and furniture and fixtures and ongoing closure costs associated with one restaurant closed in 2008. The

**Texas Roadhouse, Inc. and Subsidiaries**  
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**(14) Impairment and Closure Costs (Continued)**

goodwill impairment charges in 2011 resulted from our annual testing which relies, in part, on the historical trends and anticipated future trends of operations of individual restaurants.

Impairment charges in 2010 included \$1.7 million associated with the impairment of goodwill related to four restaurants and \$0.2 million related to the write-down of equipment and ongoing closure costs associated with one restaurant, which was closed in 2010. The remaining \$0.1 million in expenses were ongoing closure costs associated with one restaurant closed in 2008.

Impairment charges in 2009 included \$1.9 million related to four underperforming restaurants in which the carrying value of the associated goodwill and reacquired franchise rights were reduced to fair value, based on their historical results and anticipated future trends of operations. Of the \$1.9 million impairment charge, \$0.6 million was not deductible for tax purposes. For further discussion of goodwill and intangible assets, refer to note 6.

Impairment charges in 2009 also included \$1.3 million related to one underperforming restaurant in which its carrying value was reduced to its estimated fair value, based on its historical results and anticipated future trends of operations. The impairment included building and equipment. In addition, in 2009, we recorded a gain of \$0.6 million related to the sale of one restaurant which was relocated, a charge of \$0.5 million in conjunction with the closure of one restaurant, and recognized a credit of \$0.1 million related to the settlement of a lease reserve associated with one restaurant which was closed in 2008.

**(15) Derivative and Hedging Activities**

We enter into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments under FASB ASC 815, Derivatives and Hedging ("ASC 815"). We use interest rate-related derivative instruments to manage our exposure to fluctuations of interest rates. By using these instruments, we expose ourselves, from time to time, to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. We minimize the credit risk by entering into transactions with high-quality counterparties whose credit rating is evaluated on a quarterly basis. Our counterparty in the interest rate swaps is JP Morgan Chase Bank, N.A. Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates, commodity prices, or the market price of our common stock. We minimize market risk by establishing and monitoring parameters that limit the types and degree of market risk that may be taken.

**Interest Rate Swaps**

On October 22, 2008, we entered into an interest rate swap, starting on November 7, 2008, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under its revolving credit facility. Under the terms of the swap, we pay a fixed rate of 3.83% on the \$25.0 million notional amount and receive payments from the counterparty based on the

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(15) Derivative and Hedging Activities (Continued)**

1-month LIBOR rate for a term ending on November 7, 2015, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount.

On January 7, 2009, we entered into an interest rate swap, starting on February 7, 2009, with a notional amount of \$25.0 million to hedge a portion of the cash flows of our variable rate credit facility. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on a \$25.0 million tranche of floating rate debt borrowed under our revolving credit facility. Under the terms of the swap, we pay a fixed rate of 2.34% on the \$25.0 million notional amount and receive payments from the counterparty based on the 1-month LIBOR rate for a term ending on January 7, 2016, effectively resulting in a fixed rate LIBOR component of the \$25.0 million notional amount.

We entered into the above interest rate swaps with the objective of eliminating the variability of our interest expense that arises because of changes in the variable interest rate for the designated interest payments. Changes in the fair value of the interest rate swap will be reported as a component of accumulated other comprehensive income. We will reclassify any gain or loss from accumulated other comprehensive income, net of tax, on our consolidated balance sheet to interest expense on our consolidated statement of income when the interest rate swap expires or at the time we choose to terminate the swap. See note 13 for fair value discussion of these interest rate swaps.

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivatives designated as hedging instruments under ASC 815:

	Balance Sheet Location	Derivative Assets		Derivative Liabilities	
		December 27, 2011	December 28, 2010	December 27, 2011	December 28, 2010
Derivative Contracts Designated as Hedging Instruments under ASC 815 . . . . .	(1)				
Interest rate swaps . . . . .		\$—	\$—	\$4,247	\$2,178
Total Derivative Contracts . . . . .		<u>\$—</u>	<u>\$—</u>	<u>\$4,247</u>	<u>\$2,178</u>

(1) Derivative assets and liabilities are included in fair value of derivative financial instruments on the consolidated balance sheets.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(15) Derivative and Hedging Activities (Continued)**

The following table summarizes the effect of derivative instruments on the consolidated statements of income for the 52 weeks ended December 27, 2011 and December 28, 2010:

	Amount of Loss Recognized in AOCI (effective portion)		Location of (Loss) Gain Reclassified from AOCI Income	Amount of Gain Reclassified from AOCI to Income (effective portion)		Location of (Loss) Gain Recognized in Income (ineffective portion)	Amount of (Loss) Gain Recognized in Income (ineffective portion)	
	2011	2010		2011	2010		2011	2010
Interest rate swaps . . . . .	<u>\$(1,271)</u>	<u>\$(1,357)</u>	<u>—</u>	<u>\$118</u>	<u>\$136</u>	<u>—</u>	<u>\$—</u>	<u>\$—</u>

**(16) Related Party Transactions**

The Longview, Texas restaurant, which was acquired by us in connection with the completion of our initial public offering, leases the land and restaurant building from an entity controlled by Steven L. Ortiz, our Chief Operating Officer. The lease term is for 15 years and will terminate in November 2014. The lease can be renewed for two additional terms of five years each. Rent is approximately \$19,000 per month. The lease can be terminated if the tenant fails to pay the rent on a timely basis, fails to maintain the insurance specified in the lease, fails to maintain the building or property or becomes insolvent. Total rent payments were approximately \$224,000 for both 2011 and 2010.

The Bossier City, Louisiana restaurant, of which Steven L. Ortiz beneficially owns 66.0% and we own 5.0%, leases the land and building from an entity owned by Mr. Ortiz. The lease term is 15 years and will terminate on March 31, 2020. Rent is approximately \$16,600 per month and escalates 10% each five years during the term. The next rent escalation is in the second quarter of 2015. The lease can be terminated if the tenant fails to pay rent on a timely basis, fails to maintain insurance, abandons the property or becomes insolvent. Total rent payments were approximately \$199,000 and \$193,000 for 2011 and 2010, respectively.

We have 15 license and franchise restaurants owned in whole or part by certain officers, directors and stockholders of the Company at December 27, 2011, December 28, 2010 and December 29, 2009. These entities paid us fees of \$2.2 million, \$2.1 million and \$2.1 million for the years ended December 27, 2011, December 28, 2010 and December 29, 2009, respectively. As discussed in note 11, we are contingently liable on leases which are related to three of these restaurants.

On August 17, 2011, we entered into an agreement with G.J. Hart, our former President and Chief Executive Officer whereby Mr. Hart will provide consulting services to us from August 17, 2011 through January 2, 2012. In consideration of the services to be performed by Mr. Hart, our Board of Directors accelerated the vesting of a grant of 60,000 restricted stock units from January 7, 2012 to January 2, 2012. The agreement also provides for partial payment of health insurance premiums through December 31, 2011.

**Texas Roadhouse, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**  
**(Tabular amounts in thousands, except share and per share data)**

**(17) Selected Quarterly Financial Data (unaudited)**

	2011				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenue . . . . .	\$283,785	\$279,572	\$269,253	\$276,616	\$1,109,226
Total costs and expenses . . . . .	\$253,576	\$255,824	\$246,181	\$258,406	\$1,013,987
Income from operations . . . . .	\$ 30,209	\$ 23,748	\$ 23,072	\$ 18,210	\$ 95,239
Net income attributable to Texas					
Roadhouse, Inc. and subsidiaries . . . . .	\$ 19,793	\$ 16,076	\$ 15,798	\$ 12,297	\$ 63,964
Basic earnings per common share . . . . .	\$ 0.27	\$ 0.23	\$ 0.22	\$ 0.18	\$ 0.90
Diluted earnings per common share . . . . .	\$ 0.27	\$ 0.22	\$ 0.22	\$ 0.17	\$ 0.88
Cash dividends declared per share . . . . .	\$ 0.08	\$ 0.08	\$ 0.08	\$ 0.08	\$ 0.32

	2010				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenue . . . . .	\$259,624	\$255,162	\$245,613	\$244,594	\$1,004,993
Total costs and expenses . . . . .	\$229,518	\$231,833	\$224,165	\$228,860	\$ 914,376
Income from operations . . . . .	\$ 30,106	\$ 23,329	\$ 21,448	\$ 15,734	\$ 90,617
Net income attributable to Texas					
Roadhouse, Inc. and subsidiaries . . . . .	\$ 19,241	\$ 15,036	\$ 13,952	\$ 10,060	\$ 58,289
Basic earnings per common share . . . . .	\$ 0.27	\$ 0.21	\$ 0.19	\$ 0.14	\$ 0.82
Diluted earnings per common share . . . . .	\$ 0.27	\$ 0.21	\$ 0.19	\$ 0.14	\$ 0.80
Cash dividends declared per share . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —

In the fourth quarter of 2011, we recorded a charge of \$0.8 million (\$0.5 million after-tax) associated with the impairment of goodwill related to one restaurant which the carrying value was reduced to fair value.

In the fourth quarter of 2010, we recorded a charge of \$1.7 million (\$1.1 million after-tax) associated with the impairment of goodwill related to four restaurants in which the carrying value was reduced to fair value.

See note 14 for further discussion of impairment and closure costs.

**(18) Subsequent Events**

On February 16, 2012, our Board of Directors authorized the payment of a cash dividend of \$0.09 per share of common stock. This payment will be distributed on March 30, 2012, to shareholders of record at the close of business on March 14, 2012.

Also on February 16, 2012, our Board of Directors approved a stock repurchase program under which it authorized us to repurchase up to \$100.0 million of our common stock. Any repurchases will be made through open market transactions. The timing and the amount of any repurchases will be determined by management under parameters established by our Board of Directors, based on its evaluation of our stock price, market conditions and other corporate considerations. Our Board of Directors cancelled the previous stock repurchase program, which had no expiration date and \$40.9 million remaining as of December 27, 2011.

# Stockholders Information

## Support Center

(Corporate Office)

6040 Dutchmans Lane  
Louisville, KY 40205  
(800) TEX-ROAD (839-7623)

## Annual Meeting

Thursday, May 17, 2012

9:00 AM EST

Texas Roadhouse Support Center  
6040 Dutchmans Lane  
Louisville, KY 40205

## Stock Listing

Texas Roadhouse, Inc.  
Common Stock is listed on  
the NASDAQ Stock Exchange  
under the symbol TXRH.

## Financial Inquiries

For additional financial  
documents and information,  
please visit our Web site at  
[www.texasroadhouse.com](http://www.texasroadhouse.com).  
Please contact us by  
phone at (502) 515-7300  
or by sending an e-mail to  
[investment@texasroadhouse.com](mailto:investment@texasroadhouse.com).

## Media Inquiries

For all media requests please contact  
Travis Doster at (502) 638-5457.

## Independent Auditors

KPMG LLP  
400 W. Market Street, Suite 2600  
Louisville, KY 40202  
Phone (502) 587-0535

## Transfer Agent

Computershare  
P.O. Box 43078  
Providence, RI 02940  
Phone (800) 622-6757



# Board of Directors

## Martin T. Hart

Private Investor

## Gregory N. Moore

Former Senior Vice President,  
Controller  
Yum! Brands, Inc.

## James F. Parker

Former Chief Executive Officer,  
Vice-Chairman of the Board  
Southwest Airlines Co.

## James R. Ramsey

President  
University of Louisville

## James R. Zarley

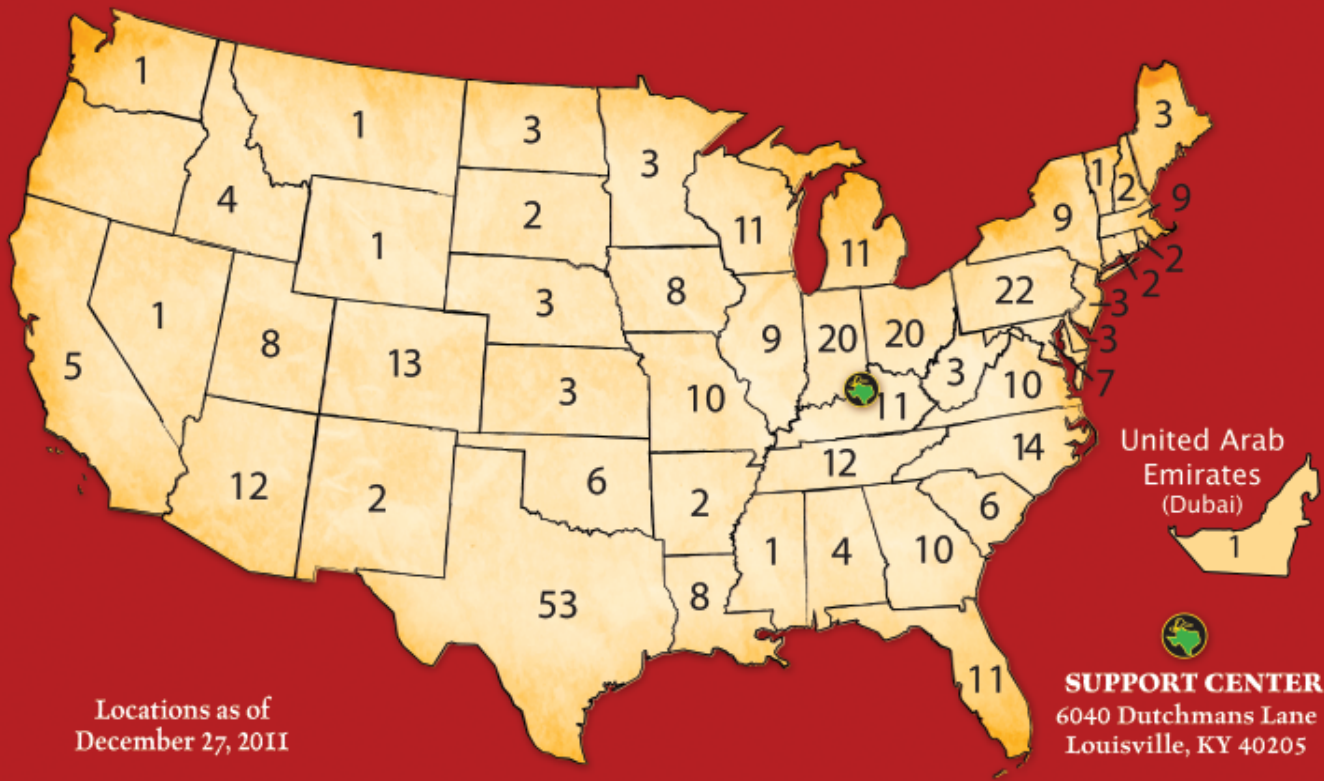
Chief Executive Officer  
ValueClick, Inc.

## W. Kent Taylor

Chairman of the Company,  
Chairman of the Board,  
Chief Executive Officer  
Texas Roadhouse, Inc.



# Restaurant Locations



**HAND-CUT STEAKS**  
**FALL-OFF-THE-BONE RIBS**  
**MADE-FROM-SCRATCH SIDES**  
**FRESH-BAKED BREAD**

