
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 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

Commission File Number 000-50972

Texas Roadhouse, Inc.

(Exact name of registrant specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

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)

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 Regulations S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐ .

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

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

The number of shares of common stock outstanding were 69,066,286 on October 26, 2011.

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PART I — FINANCIAL INFORMATION

ITEM 1 — FINANCIAL STATEMENTS

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

	(unaudited) September 27, 2011	December 28, 2010
Assets		
Current assets:		
Cash and cash equivalents	\$ 55,673	\$ 82,215
Receivables, net of allowance for doubtful accounts of \$44 at September 27, 2011 and \$222 at December 28, 2010	12,187	12,563
Inventories, net	8,678	9,197
Prepaid income taxes	—	375
Prepaid expenses	4,534	7,204
Deferred tax assets	3,217	2,368
Total current assets	84,289	113,922
Property and equipment, net	479,167	458,983
Goodwill	111,785	111,785
Intangible assets, net	9,311	10,118
Other assets	11,431	7,993
Total assets	<u>\$ 695,983</u>	<u>\$ 702,801</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Current maturities of long-term debt and obligations under capital leases	\$ 296	\$ 274
Accounts payable	26,136	26,864
Deferred revenue — gift cards/certificates	15,850	39,165
Accrued wages	22,707	21,050
Income tax payable	1,208	—
Accrued taxes and licenses	12,707	12,318
Dividends payable	5,613	—
Other accrued liabilities	16,371	12,387
Total current liabilities	100,888	112,058
Long-term debt and obligations under capital leases, excluding current maturities	51,681	51,906
Stock option and other deposits	4,378	4,052
Deferred rent	16,342	14,457
Deferred tax liabilities	7,817	8,444
Fair value of derivative financial instruments	4,571	2,178
Other liabilities	11,338	10,324
Total liabilities	197,015	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, 70,012,385 and 72,222,991 shares issued and outstanding at September 27, 2011 and December 28, 2010, respectively)	70	72
Additional paid in capital	216,146	250,874
Retained earnings	281,663	247,008
Accumulated other comprehensive loss	(2,807)	(1,338)
Total Texas Roadhouse, Inc. and subsidiaries stockholders' equity	495,072	496,616
Noncontrolling interests	3,896	2,766
Total equity	498,968	499,382
Total liabilities and equity	<u>\$ 695,983</u>	<u>\$ 702,801</u>

See accompanying notes to condensed consolidated financial statements.

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

	13 Weeks Ended		39 Weeks Ended	
	September 27, 2011	September 28, 2010	September 27, 2011	September 28, 2010
Revenue:				
Restaurant sales	\$ 266,874	\$ 243,405	\$ 825,283	\$ 753,582
Franchise royalties and fees	2,379	2,208	7,327	6,817
Total revenue	269,253	245,613	832,610	760,399
Costs and expenses:				
Restaurant operating costs:				
Cost of sales	88,944	79,101	274,751	244,560
Labor	78,919	71,835	244,551	221,241
Rent	5,796	5,329	17,153	15,886
Other operating	45,112	43,476	136,331	128,841
Pre-opening	3,327	2,150	7,413	4,562
Depreciation and amortization	10,571	10,262	31,724	30,861
Impairment and closures	13	44	59	302
General and administrative	13,499	11,968	43,599	39,263
Total costs and expenses	246,181	224,165	755,581	685,516
Income from operations	23,072	21,448	77,029	74,883
Interest expense, net	669	644	1,776	2,078
Equity income from investments in unconsolidated affiliates	(71)	(155)	(271)	(355)
Income before taxes	22,474	20,959	75,524	73,160
Provision for income taxes	6,058	6,478	21,934	23,133
Net income including noncontrolling interests	\$ 16,416	\$ 14,481	\$ 53,590	\$ 50,027
Less: Net income attributable to noncontrolling interests	618	529	1,923	1,798
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	\$ 15,798	\$ 13,952	\$ 51,667	\$ 48,229
Net income per common share attributable to Texas Roadhouse, Inc. and subsidiaries:				
Basic	\$ 0.22	\$ 0.19	\$ 0.72	\$ 0.68
Diluted	\$ 0.22	\$ 0.19	\$ 0.71	\$ 0.66
Weighted-average shares outstanding:				
Basic	70,800	71,660	71,370	71,273
Diluted	72,186	73,002	72,903	72,727
Cash dividends declared per share	\$ 0.08	\$ —	\$ 0.24	\$ —

See accompanying notes to condensed consolidated financial statements.

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

	<u>Shares</u>	<u>Par Value</u>	<u>Paid in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total Texas Roadhouse, Inc. and Subsidiaries</u>	<u>Noncontrolling Interests</u>	<u>Total</u>
Balance, December 28, 2010	<u>72,222,991</u>	<u>\$ 72</u>	<u>\$ 250,874</u>	<u>\$ 247,008</u>	<u>\$ (1,338)</u>	<u>\$ 496,616</u>	<u>\$ 2,766</u>	<u>\$ 499,382</u>
Comprehensive income:								
Unrealized loss on derivatives, net of tax of \$0.9 million	—	—	—	—	(1,469)	(1,469)	—	(1,469)
Net income	—	—	—	51,667	—	51,667	1,923	53,590
Total comprehensive income						50,198	1,923	52,121
Distributions to noncontrolling interests	—	—	—	—	—	—	(1,756)	(1,756)
Minority interest contribution	—	—	—	—	—	—	963	963
Minority interest liquidation adjustments	—	—	(29)	—	—	(29)	—	(29)
Dividends paid (\$0.16 per share)	—	—	—	(11,399)	—	(11,399)	—	(11,399)
Dividends declared (\$0.08 per share)	—	—	—	(5,613)	—	(5,613)	—	(5,613)
Shares issued under stock option plan including tax effects	412,502	1	6,486	—	—	6,487	—	6,487
Repurchase of shares of common stock	(3,003,400)	(3)	(46,445)	—	—	(46,448)	—	(46,448)
Settlement of restricted stock units, net of tax	380,292	—	(2,891)	—	—	(2,891)	—	(2,891)
Share-based compensation	—	—	8,151	—	—	8,151	—	8,151
Balance, September 27, 2011	<u>70,012,385</u>	<u>\$ 70</u>	<u>\$ 216,146</u>	<u>\$ 281,663</u>	<u>\$ (2,807)</u>	<u>\$ 495,072</u>	<u>\$ 3,896</u>	<u>\$ 498,968</u>

See accompanying notes to condensed consolidated financial statements.

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

	39 Weeks Ended	
	September 27, 2011	September 28, 2010
Cash flows from operating activities:		
Net income including noncontrolling interests	\$ 53,590	\$ 50,027
Depreciation and amortization	31,724	30,861
Deferred income taxes	(553)	1,109
Loss on disposition of assets	1,530	1,036
Impairment and closures	—	141
Equity income from investments in unconsolidated affiliates	(271)	(355)
Distributions received from investments in unconsolidated affiliates	261	299
Provision for doubtful accounts	178	(656)
Share-based compensation expense	8,151	5,705
Changes in operating working capital:		
Receivables	198	941
Inventories	519	455
Prepaid expenses and other current assets	2,670	1,042
Other assets	(3,457)	(760)
Accounts payable	(728)	(3,285)
Deferred revenue — gift cards/certificates	(23,315)	(19,832)
Accrued wages	1,657	478
Excess tax benefits from share-based compensation	(1,994)	(2,326)
Prepaid income taxes and income taxes payable	3,577	976
Accrued taxes and licenses	389	3,619
Other accrued liabilities	3,984	1,011
Deferred rent	1,885	1,745
Other liabilities	1,014	2,071
Net cash provided by operating activities	<u>\$ 81,009</u>	<u>\$ 74,302</u>
Cash flows from investing activities:		
Capital expenditures — property and equipment	(51,839)	(31,598)
Proceeds from sale of property and equipment, including insurance proceeds	171	175
Net cash used in investing activities	<u>\$ (51,668)</u>	<u>\$ (31,423)</u>
Cash flows from financing activities:		
Repayments of revolving credit facility, net	—	(39,000)
Investments in unconsolidated affiliates	—	(28)
Distributions to noncontrolling interest holders	(1,756)	(1,674)
Excess tax benefits from share-based compensation	1,994	2,326
Repayments of stock option and other deposits	(911)	(694)
Proceeds from stock option and other deposits	1,237	947
Repurchase shares of common stock	(46,445)	—
Settlement of restricted stock units, net of tax	(2,891)	(2,229)
Principal payments on long-term debt and capital lease obligations	(203)	(182)
Proceeds from exercise of stock options	4,491	6,222
Dividends paid to stockholders	(11,399)	—
Net cash used in financing activities	<u>\$ (55,883)</u>	<u>\$ (34,312)</u>
Net (decrease)increase in cash and cash equivalents	(26,542)	8,567
Cash and cash equivalents — beginning of period	82,215	46,858
Cash and cash equivalents — end of period	<u>\$ 55,673</u>	<u>\$ 55,425</u>
Supplemental disclosures of cash flow information:		
Interest, net of amounts capitalized	\$ 1,718	\$ 2,035
Income taxes, net of refunds	\$ 18,908	\$ 21,048

See accompanying notes to condensed consolidated financial statements.

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

1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Texas Roadhouse, Inc. (the “Company”, “we” and/or “our”), our wholly-owned subsidiaries and subsidiaries in which we own more than 50 percent interest, as of and for the 13 and 39 weeks ended September 27, 2011 and September 28, 2010. Our wholly-owned subsidiaries include: 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 subsidiaries operate restaurants under the names Texas Roadhouse and Aspen Creek. Holdings also provides supervisory and administrative services for certain other franchise and license restaurants. TRDC sells franchise rights and collects the franchise royalties and fees. Management Corp. provides management services to the Company, Holdings, Aspen Creek and certain other license and franchise restaurants. All material balances and transactions between the consolidated entities have been eliminated.

As of September 27, 2011 and September 28, 2010, we owned 5.0% to 10.0% equity interest in 22 and 21 franchise restaurants, respectively. While we exercise significant control over these franchise restaurants, we do not consolidate their financial position, results of operations or cash flows as it is immaterial to our consolidated financial position, results of operations and/or cash flows. Our investment in these unconsolidated affiliates is included in Other assets in our condensed consolidated balance sheets and we record our percentage share of net income earned by these unconsolidated affiliates on our condensed consolidated statements of income under Equity income from investments in unconsolidated affiliates.

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 condensed consolidated financial statements and the reporting of revenue and expenses during the period to prepare these condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles (“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.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our financial position, results of operations and cash flows for the periods presented. The financial statements have been prepared in accordance with GAAP, except that certain information and footnotes have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission (“SEC”). Operating results for the 39 weeks ended September 27, 2011 are not necessarily indicative of the results that may be expected for the year ending December 27, 2011. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 28, 2010.

Our significant interim accounting policies include the recognition of income taxes using an estimated annual effective tax rate.

(2) Share-based Compensation

We may grant incentive and non-qualified stock options to purchase shares of common stock, stock bonus awards (restricted stock unit awards (“RSUs”)) and restricted stock awards under the Texas Roadhouse, Inc. 2004 Equity Incentive Plan (the “Plan”). 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 vesting requirement.

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

	13 Weeks Ended		39 Weeks Ended	
	September 27, 2011	September 28, 2010	September 27, 2011	September 28, 2010
Labor expense	\$ 1,000	\$ 876	\$ 2,934	\$ 2,479
General and administrative expense	1,418	1,093	5,217	3,226
Total share-based compensation expense	<u>\$ 2,418</u>	<u>\$ 1,969</u>	<u>\$ 8,151</u>	<u>\$ 5,705</u>

A summary of share-based compensation activity by type of grant as of September 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	(17,714)	15.50		
Exercised	(412,502)	10.89		
Outstanding at September 27, 2011	<u>3,566,296</u>	<u>\$ 11.96</u>	<u>3.89</u>	<u>\$ 9,896</u>
Exercisable at September 27, 2011	<u>3,510,267</u>	<u>\$ 11.94</u>	<u>3.85</u>	<u>\$ 9,828</u>

No stock options were granted during the 39 weeks ended September 27, 2011.

The total intrinsic value of options exercised during the 13 weeks ended September 27, 2011 and September 28, 2010 was \$0.4 million and \$0.6 million, respectively. The total intrinsic value of options exercised during the 39 weeks ended September 27, 2011 and September 28, 2010 was \$2.6 million and \$7.2 million, respectively. As of September 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 a year. The total grant date fair value of stock options vested for both 13 week periods ended September 27, 2011 and September 28, 2010 was \$0.1 million. The total grant date fair value of stock options vested for the 39 week periods ended September 27, 2011 and September 28, 2010 was \$0.5 million and \$1.1 million, respectively.

Summary Details for RSUs

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 28, 2010	1,205,410	\$ 11.71
Granted	676,852	16.55
Forfeited	(140,859)	16.39
Vested	(557,677)	11.86
Outstanding at September 27, 2011	<u>1,183,726</u>	<u>\$ 13.67</u>

As of September 27, 2011, with respect to unvested RSUs, there was \$8.1 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 1.0 to 5.0 years. The total grant date fair value of RSUs vested for the 13 week periods ended September 27, 2011 and September 28, 2010 was \$1.9 million and \$1.2 million, respectively. The total grant date fair value of RSUs vested for the 39 week periods ended September 27, 2011 and September 27, 2010 was \$7.4 million and \$5.4 million, respectively.

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

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

	September 27, 2011	December 28, 2010
Installment loans, due 2011 — 2020	\$ 1,727	\$ 1,865
Obligations under capital leases	250	315
Revolver	<u>50,000</u>	<u>50,000</u>
	51,977	52,180
Less current maturities	<u>296</u>	<u>274</u>
	<u>\$ 51,681</u>	<u>\$ 51,906</u>

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

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 JPMorgan Chase Bank, N.A., PNC Bank, National Association, and Wells Fargo, National Association. This facility replaces our previous five-year revolving credit facility. The new facility expires on August 11, 2016. The terms of the facility require us to pay interest on outstanding borrowings at 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, the Federal Funds rate plus 0.50% or the Adjusted Eurodollar Rate for a one month interest period on such day plus 1.0%. 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 September 27, 2011 and December 28, 2010 was 4.09% and 3.59%, respectively, including interest rate swaps. At September 27, 2011, we had \$50.0 million outstanding under the credit facility and \$146.2 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 September 27, 2011.

(4) Derivative and Hedging Activities

We enter into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("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 JPMorgan 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 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.

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 cost 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 ("AOCI"), 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 9 for fair value discussion of these interest rate swaps.

The following table summarizes the fair value and presentation in the condensed consolidated balance sheets for derivatives designated as hedging instruments under FASB ASC 815:

	Balance Sheet Location	Derivative Assets		Derivative Liabilities	
		September 27, 2011	December 28, 2010	September 27, 2011	December 28, 2010
Derivative Contracts Designated as Hedging Instruments under ASC 815	(1)				
Interest rate swaps		\$ —	\$ —	\$ 4,571	\$ 2,178
Total Derivative Contracts		\$ —	\$ —	\$ 4,571	\$ 2,178

(1) Derivative assets and liabilities are included in fair value of derivative financial instruments on the condensed consolidated balance sheets.

The following table summarizes the effect of derivative instruments on the condensed consolidated statements of income for the 39 weeks ended September 27, 2011 and September 28, 2010:

	Amount of Gain (Loss) Recognized in AOCI (effective portion)		Location of Gain (Loss) Reclassified from AOCI to Income	Amount of Gain (Loss) Reclassified from AOCI to Income (effective portion)		Location of Gain (Loss) Recognized in Income (ineffective portion)	Amount of Gain (Loss) Recognized in Income (ineffective portion)	
	2011	2010		2011	2010		2011	2010
Interest rate swaps	\$ 1,469	\$ (2,700)	—	\$ —	\$ —	—	\$ —	\$ —

(5) Recent Accounting Pronouncements

Fair Value Measures and Disclosures

(Accounting Standards Update (“ASU”) 2010-06)

In January 2010, the FASB issued ASU 2010-06 which amends Accounting Standards Codification (“ASC”) topic 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 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 reporting periods beginning after December 15, 2010 (our 2011 fiscal year). The guidance requires new disclosures only, and will have 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. ASU 2011-05 is effective for annual and interim reporting periods beginning after December 15, 2011 (our 2012 fiscal year). The adoption of ASU 2011-05 will have no impact on our consolidated financial position, results of operations or cash flows, though it will change our financial statement presentation.

Goodwill

(ASU 2011-08)

In September 2011, the FASB issued ASU 2011-08, *Intangibles — Goodwill and Other, Testing Goodwill for Impairment*. ASU 2011-08 permits companies to make a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value before applying the two-step goodwill impairment test 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 less than its carrying value, the two-step impairment test would still be required. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for the fiscal years beginning after December 15, 2011 (our 2012 fiscal year) with early adoption permitted. The adoption of ASU 2011-08 is not expected to have an impact on our consolidated financial position, results of operations or cash flows.

(6) Commitments and Contingencies

The estimated cost of completing capital project commitments at September 27, 2011 and December 28, 2010 was approximately \$77.6 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 a lease. The Longmont lease was assigned in October 2003 and expires in May 2014, the Everett lease was assigned in September 2002 and expires 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 7, the Everett, MA, Longmont, CO, and Fargo, ND restaurants are owned, in whole or part, by certain of our officers, directors or 5% shareholders.

We currently buy most of our beef from three suppliers. Although there are a limited number of beef suppliers, management believes that other suppliers could provide a 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.

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, 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.

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.

(7) 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 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 \$55,000 for each of the 13 week periods ending September 27, 2011 and September 28, 2010. For each of the 39 week periods ended September 27, 2011 and September 28, 2010, rent payments were \$0.2 million.

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 year period 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 \$50,000 for each of the 13 week periods ended September 27, 2011 and

September 28, 2010. For each of the 39 week periods ended September 27, 2011 and September 28, 2010, rent payments were \$0.1 million.

We have 15 franchise and license restaurants owned, in whole or part, by certain of our officers, directors or 5% shareholders at September 27, 2011 and September 28, 2010. These entities paid us fees of approximately \$0.5 million during both of the 13 week periods ended September 27, 2011 and September 28, 2010, respectively. For both of the 39 week periods ended September 27, 2011 and September 28, 2010, these entities paid us fees of \$1.6 million. As disclosed in note 6, 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.

(8) 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, RSUs and restricted stock awards outstanding from our equity incentive plan as discussed in note 2.

The following table summarizes the options and nonvested stock that were outstanding but not included in the computation of diluted earnings per share because their inclusion would have had an anti-dilutive effect:

	13 Weeks Ended		39 Weeks Ended	
	September 27, 2011	September 28, 2010	September 27, 2011	September 28, 2010
Options	842,303	2,175,208	309,254	2,188,869
Nonvested stock	—	7,957	47	1,713
Total	<u>842,303</u>	<u>2,183,165</u>	<u>309,301</u>	<u>2,190,582</u>

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

	13 Weeks Ended		39 Weeks Ended	
	September 27, 2011	September 28, 2010	September 27, 2011	September 28, 2010
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	<u>\$ 15,798</u>	<u>\$ 13,952</u>	<u>\$ 51,667</u>	<u>\$ 48,229</u>
Basic EPS:				
Weighted-average common shares outstanding	<u>70,800</u>	<u>71,660</u>	<u>71,370</u>	<u>71,273</u>
Basic EPS	<u>\$ 0.22</u>	<u>\$ 0.19</u>	<u>\$ 0.72</u>	<u>\$ 0.68</u>
Diluted EPS:				
Weighted-average common shares outstanding	<u>70,800</u>	<u>71,660</u>	<u>71,370</u>	<u>71,273</u>
Dilutive effect of stock options and restricted stock	<u>1,386</u>	<u>1,342</u>	<u>1,533</u>	<u>1,454</u>
Shares — diluted	<u>72,186</u>	<u>73,002</u>	<u>72,903</u>	<u>72,727</u>
Diluted EPS	<u>\$ 0.22</u>	<u>\$ 0.19</u>	<u>\$ 0.71</u>	<u>\$ 0.66</u>

(9) 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 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 13 and 39 week periods ended September 27, 2011.

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

	Level	Fair Value Measurements	
		September 27, 2011	December 28, 2010
Interest rate swaps	2	\$ (4,571)	\$ (2,178)
Deferred compensation plan - assets	1	6,714	5,475
Deferred compensation plan - liabilities	1	(6,679)	(5,469)
Total		\$ (4,536)	\$ (2,172)

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 4 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 condensed 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 condensed 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	
		September 27, 2011	December 28, 2010
Long-lived assets held for sale	2	\$ 1,598	\$ 1,598
Long-lived assets held for use	2	1,031	1,117
Goodwill	3	1,830	1,830
Total		\$ 4,459	\$ 4,545

Long-lived assets held for sale include land and building and are valued using Level 2 inputs, primarily an independent third party appraisal. These assets are included in Property and equipment in our condensed consolidated balance sheets as we do not expect to sell these assets in the next 12 months. Costs to market and/or sell the assets are factored into the estimates of fair value.

Long-lived assets held for use include building, equipment and furniture and fixtures and are valued using Level 2 inputs, primarily independent third party appraisals. These assets are included in Property and equipment in our condensed consolidated balance sheets.

Goodwill in the table above relates to three underperforming restaurants 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.

At September 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 are as follows:

	September 27, 2011		December 28, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Installment loans	\$ 1,727	\$ 2,115	\$ 1,865	\$ 2,324
Revolver	50,000	50,000	50,000	50,000

(10) Stock Repurchase Program

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. 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.

For the 13 weeks ended September 27, 2011, we paid approximately \$21.2 million to repurchase 1,503,400 shares of our common stock. For the 39 weeks ended September 27, 2011, we paid approximately \$46.4 million to repurchase 3,003,400 shares of our common stock.

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

CAUTIONARY STATEMENT

This report contains forward-looking statements based on our current expectations, estimates and projections about our industry, management's beliefs, and certain assumptions made by us. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "will" and variations of these words or similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Such statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. The section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 28, 2010, and in our other Securities and Exchange Commission ("SEC") filings, discusses some of the important risk factors that may affect our business, results of operations, or financial condition. You should carefully consider those risks, in addition to the other information in this report, and in our other filings with the SEC, before deciding to invest in our company or to maintain or increase your investment. We undertake no obligation to revise or update publicly any forward-looking statements for any reason. The information contained in this Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the SEC that discuss our business in greater detail and advise interested parties of certain risks, uncertainties and other factors that may affect our business, results of operations or financial condition.

OVERVIEW

Texas Roadhouse is a growing, moderately priced, full-service restaurant chain. Our founder, chairman and chief executive officer, W. Kent Taylor, started the business in 1993. 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 September 27, 2011, there were 356 restaurants operating in 46 states and one foreign country, including:

- 284 "company restaurants," of which 273 were wholly-owned and 11 were majority-owned. The results of operations of company restaurants are included in our condensed consolidated statements of income. 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 condensed consolidated statements of income.
- 72 "franchise restaurants," of which 69 were franchise restaurants and three 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 condensed consolidated statements of income. Additionally, we provide various management services to these franchise restaurants, as well as seven 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 nine of the 11 majority-owned company restaurants, and (ii) 65 of the franchise restaurants.

Presentation of Financial and Operating Data

Throughout this report, the 13 weeks ended September 27, 2011 and September 28, 2010 are referred to as Q3 2011 and Q3 2010, respectively, and the 39 weeks ended September 27, 2011 and September 28, 2010 are referred to as 2011 YTD and 2010 YTD.

Long-term Strategies to Grow Earnings Per Share and Create Shareholder Value

Our long-term strategies with respect to increasing net income and earnings per share, along with creating shareholder value, include the following:

Expanding Our Restaurant Base. We will continue to evaluate opportunities to develop Texas Roadhouse restaurants in existing and new domestic and 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, 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 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 April 26, 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 the minority ownership in three non-Texas Roadhouse restaurants, one of which opened in the second quarter of 2011. We may also look to acquire franchise restaurants under terms favorable to us and our stockholders. Additionally, from time to time, we may evaluate potential mergers, acquisitions, joint ventures or other strategic initiatives to acquire or develop additional concepts. Of the 284 restaurants we owned and

operated at September 27, 2011, 281 operated as Texas Roadhouse restaurants, while three operated under the name of Aspen Creek. All of our planned restaurant growth in 2011 will be Texas Roadhouse restaurants. We currently plan to open at least 25 restaurants in 2012, all of which 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 Q3 2011, our average unit volumes and comparable restaurant sales increased 3.9% and 4.0%, respectively. In 2011 YTD, our average unit volumes and comparable restaurant sales increased 4.7% and 4.4%, respectively. The growth in these measures was primarily due to higher guest traffic counts and increases in menu pricing taken throughout 2011. We believe the increase in 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. 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. While we have increased menu prices approximately 2% in 2011, we have been conservative with menu price increases in the past. Although this may create a challenge in terms of maintaining and/or increasing restaurant margins in

any given year, depending on the level of inflation we experience, we believe that it is important to remain conservative with menu price increases for the long term success of the business.

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. Historically, general and administrative costs have increased at a slower growth rate than our revenue. Whether we are able to leverage our infrastructure in the future will depend, in part, on our new restaurant openings and our comparable restaurant sales growth rate going forward.

Returning Capital to Shareholders. We continue to look at opportunities to return capital to our shareholders, including through repurchases of common stock and payment of dividends. 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. Any repurchases will be made through open market transactions. As of September 27, 2011, \$53.6 million remains authorized for repurchase.

On August 18, 2011, our Board of Directors authorized the payment of our third quarterly cash dividend of \$0.08 per share of common stock. This payment was distributed on September 30, 2011, to shareholders of record at the close of business on September 14, 2011. 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 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 all company restaurants 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 current interim 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 all company 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.

Other Key Definitions

Restaurant Sales. Restaurant sales include gross food and beverage sales, net of promotions and discounts, for all company-owned restaurants. 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 condensed consolidated statements of income.

Franchise Royalties and Fees. Domestic franchisees typically pay a \$40,000 initial franchise fee for each new restaurant and a one-time fee payable for each renewal period 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 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, repair 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 September 27, 2011 and September 28, 2010, we owned a 5.0% to 10.0% equity interest in 22 franchise restaurants and 21 franchise restaurants, respectively. Equity income from unconsolidated affiliates represents our percentage share of net income earned by these unconsolidated affiliates.

Net Income Attributable to Noncontrolling Interests. Net income attributable to noncontrolling interests represents the portion of income attributable to the other owners of the majority-owned or controlled restaurants. Our consolidated subsidiaries at September 27, 2011 and September 28, 2010 included 11 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

(\$ in thousands)	13 Weeks Ended				39 Weeks Ended			
	September 27, 2011		September 28, 2010		September 27, 2011		September 28, 2010	
	\$	%	\$	%	\$	%	\$	%
Revenue:								
Restaurant sales	266,874	99.1	243,405	99.1	825,283	99.1	753,582	99.1
Franchise royalties and fees	2,379	0.9	2,208	0.9	7,327	0.9	6,817	0.9
Total revenue	269,253	100.0	245,613	100.0	832,610	100.0	760,399	100.0
Costs and expenses:								
(As a percentage of restaurant sales)								
Restaurant operating costs:								
Cost of sales	88,944	33.3	79,101	32.5	274,751	33.3	244,560	32.5
Labor	78,919	29.6	71,835	29.5	244,551	29.6	221,241	29.4
Rent	5,796	2.2	5,329	2.2	17,153	2.1	15,886	2.1
Other operating	45,112	16.9	43,476	17.9	136,331	16.5	128,841	17.1
(As a percentage of total revenue)								
Pre-opening	3,327	1.2	2,150	0.9	7,413	0.9	4,562	0.6
Depreciation and amortization	10,571	3.9	10,262	4.2	31,724	3.8	30,861	4.1
Impairment and closure	13	NM	44	NM	59	NM	302	NM
General and administrative	13,499	5.0	11,968	4.9	43,599	5.2	39,263	5.2
Total costs and expenses	246,181	91.4	224,165	91.3	755,581	90.7	685,516	90.2
Income from operations	23,072	8.6	21,448	8.7	77,029	9.3	74,883	9.8
Interest expense, net	669	0.2	644	0.3	1,776	0.2	2,078	0.3
Equity income from investments in unconsolidated affiliates	(71)	NM	(155)	(0.1)	(271)	NM	(355)	NM
Income before taxes	22,474	8.3	20,959	8.5	75,524	9.1	73,160	9.6
Provision for income taxes	6,058	2.2	6,478	2.6	21,934	2.6	23,133	3.0
Net income including noncontrolling interests	16,416	6.1	14,481	5.9	53,590	6.4	50,027	6.6
Net income attributable to noncontrolling interests	618	0.2	529	0.2	1,923	0.2	1,798	0.2
Net income attributable to Texas Roadhouse, Inc. and subsidiaries	15,798	5.9	13,952	5.7	51,667	6.2	48,229	6.3

NM — Not meaningful

Restaurant Unit Activity

	Company	Franchise	Total
Balance at December 28, 2010	274	71	345
Openings	10	1	11
Acquisitions (Dispositions)	—	—	—
Closures	—	—	—
Balance at September 27, 2011	284	72	356

Q3 2011 (13 weeks) Compared to Q3 2010 (13 weeks) and 2011 YTD (39 weeks) Compared to 2010 YTD (39 weeks)

Restaurant Sales. Restaurant sales increased by 9.6% in Q3 2011 as compared to Q3 2010 and 9.5% in 2011 YTD compared to 2010 YTD. These increases were primarily attributable to the opening of new restaurants and an increase in average unit volumes and comparable restaurant sales.

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

	Q3 2011	Q3 2010	2011 YTD	2010 YTD
Increase in store weeks	5.6%	3.6%	5.1%	4.1%
Increase in average unit volumes	3.9%	4.6%	4.7%	1.6%
Other (1)	0.1%	0.3%	(0.3)%	0.6%
Total increase in restaurant sales	9.6%	8.5%	9.5%	6.3%
Store weeks	3,643	3,450	10,818	10,294
Comparable restaurant sales growth	4.0%	4.3%	4.4%	2.1%
Average unit volume (in thousands)	\$ 949	\$ 913	\$ 2,970	\$ 2,836

- (1) Includes the impact of the year-over-year change in sales volume of 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 increases in store weeks for the periods presented above are 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 Q3 2011 compared to Q3 2010 was driven by positive comparable restaurant sales, slightly offset by lower year-over-year sales at newer restaurants. For Q3 2011 and Q3 2010, comparable restaurant sales increased 4.0% and 4.3%, respectively. The increase in Q3 2011 was generated by an increase in guest traffic counts and an increase in our per person average check. The increase in Q3 2010 was generated primarily by an increase in guest traffic counts, partially offset by a slight decrease in our per person average check. For 2011 YTD and 2010 YTD, comparable restaurant sales increased 4.4% and 2.1%, respectively. These increases were generated primarily by increases in guest traffic counts. The increase in 2011 YTD was also impacted by an increase 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 a menu price increase averaging just over 1% during the first quarter of 2011 and an additional 1% increase during Q3 2011. These menu price increases were taken as a result of expected inflationary pressures, primarily commodities. The menu price increases we have taken throughout 2011 are driving the increases in our per person average check.

In 2011, we plan to open 20 company restaurants, ten of which opened in 2011 YTD. We have begun construction for all the remaining restaurants. Additionally, we currently plan to open at least 25 restaurants in 2012.

Franchise Royalties and Fees. Franchise royalties and fees increased by \$0.2 million, or by 7.7% in Q3 2011 from Q3 2010 and by \$0.5 million, or by 7.5% in 2011 YTD from 2010 YTD. These increases were primarily attributable to an increase in average unit volumes and increasing royalty rates in conjunction with the renewal of certain franchise agreements. Franchise comparable restaurant sales increased 3.7% and 3.9% in Q3 2011 and 2011 YTD, respectively. 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 33.3% in Q3 2011 and 2011 YTD from 32.5% in Q3 2010 and 2010 YTD. These increases were primarily attributable to commodity inflation of 4.0% to 5.0% and just under 3.0% for the quarter and year to date, respectively. Inflation has been driven by higher food costs on items such as pork and beef, as well as higher costs for dairy and produce items, specifically cheese and potatoes. For the remainder of 2011, we have fixed price contracts for 65%-70% of our overall food costs with the remainder subject to fluctuating market prices. We expect commodity cost inflation of approximately 4.0% for full year 2011. For 2012, we expect commodity cost inflation of approximately 7.0%-9.0% based on our current commodity contract negotiations.

Restaurant Labor Expenses. Restaurant labor expenses, as a percentage of restaurant sales, remained relatively flat at 29.6% in Q3 2011 compared to 29.5% in Q3 2010 and increased to 29.6% in 2011 YTD from 29.4% in 2010 YTD. For both the quarter and the year, the benefit from an increase in average unit volumes and lower workers' compensation costs were offset by the impact of higher payroll taxes, labor inefficiencies associated with newer restaurants and higher costs associated with our continued investment

in various service and training initiatives. Workers' compensation costs were \$0.5 million lower in Q3 2011 due to changes in our claims development history based on our actuarial report.

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 Q3 2011, the net impact of this change year-over-year was an increase in payroll expense of \$0.6 million. For the remainder of 2011, we expect payroll expense to be negatively impacted by \$1.0 million as the on-going benefit from the HIRE Act will be reflected in a lower income tax rate. In addition, we have experienced higher state unemployment taxes throughout 2011.

In Q3 2011 and 2011 YTD, we experienced an increase in total labor hours, which we attribute to our increased focus on several service and training initiatives, such as our local store marketing program and our kitchen and service training programs. Additionally, increased development 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.

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. These increases in costs may or may not be offset by additional menu price adjustments.

Restaurant Rent Expense. Restaurant rent expense, as a percentage of restaurant sales, remained the same at 2.2% in Q3 2011 compared to Q3 2010 and 2.1% in 2011 YTD compared to 2010 YTD. The benefit from an increase in average unit volumes was offset by the impact of leasing more land and buildings than we have in the past.

Restaurant Other Operating Expenses. Restaurant other operating expenses, as a percentage of restaurant sales, decreased to 16.9% in Q3 2011 from 17.9% in Q3 2010 and decreased to 16.5% in 2011 YTD from 17.1% in 2010 YTD. These decreases were primarily attributable to an increase in average unit volumes and lower utility, general liability insurance and property tax costs. Utility costs were lower primarily due to lower electricity and natural gas prices. General liability insurance costs were lower in Q3 2011 as we had additional insurance expense in Q3 2010 of \$0.4 million due to changes in our claims development history related to our Q3 2010 actuarial report.

Restaurant Pre-opening Expenses. Pre-opening expenses increased to \$3.3 million in Q3 2011 from \$2.2 million in Q3 2010 and \$7.4 million in 2011 YTD from \$4.6 million 2010 YTD. These increases were primarily attributable to opening more restaurants in Q3 2011 as compared to Q3 2010, along with having more restaurants in the development pipeline in Q3 2011. We plan to open 20 company restaurants in 2011 as compared to 14 company restaurants in 2010 and plan to open at least 25 restaurants in 2012. While half of our openings in 2011 will be in the fourth quarter of the year, we expect half of the openings in 2012 to be opened during the first half of the year. 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 expenses to be higher in 2012.

Depreciation and Amortization Expense ("D&A"). D&A, as a percentage of total revenue, decreased to 3.9% in Q3 2011 from 4.2% in Q3 2010 and to 3.8% in 2011 YTD from 4.1% in 2010 YTD. These decreases were primarily attributable to an increase in average unit volumes and lower depreciation expense on older restaurants, partially offset by higher depreciation expense, as a percentage of revenue, on newer restaurants.

Impairment and Closure Expenses. Impairment and closure expenses for all periods presented include costs primarily attributable to various restaurant closures in prior fiscal years. In addition, 2010 YTD includes impairment expenses of \$0.1 million related to the write-down of equipment associated with one restaurant, which was closed in the second quarter of 2010.

General and Administrative Expenses ("G&A"). G&A, as a percentage of total revenue, increased to 5.0% in Q3 2011 from 4.9% in Q3 2010 and remained unchanged at 5.2% in 2011 YTD and 2010 YTD. For Q3 2011 and 2011 YTD, an increase in average unit volumes and lower performance-based bonus expense as a result of below plan profitability were more than offset by higher costs associated with legal fees, marketing, travel and share-based compensation costs. In addition, 2011 YTD was impacted by higher costs associated with our annual managing partner conference.

In Q3 2011 and 2011 YTD, share-based compensation costs were 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 \$0.4 million higher for the remainder of 2011 as a result of these grants.

Interest Expense, Net. Interest expense remained relatively flat at \$0.7 million in Q3 2011 compared to \$0.6 million in Q3 2010 and decreased to \$1.8 million in 2011 YTD from \$2.1 million in 2010 YTD. The decrease in 2011 YTD from 2010 YTD was primarily attributable to the decrease in outstanding borrowings under our credit facility and lower interest rates.

Income Tax Expense. 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 27.7% in Q3 2011 from 31.7% in Q3 2010 and decreased to 29.8% in 2011 YTD from 32.4% in 2010 YTD. The decreases in Q3 2011 and 2011 YTD were primarily attributable to lower non-deductible officer’s compensation, the benefit of certain incentive stock options exercised during the quarter and higher federal tax credits, including HIRE Act tax credits. 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.

We expect the tax rate to be approximately 29.8% for fiscal 2011. For 2012, we expect the tax rate to increase to approximately 32.5% primarily due to lower federal tax credits and an expected increase in non-deductible officer’s compensation.

Liquidity and Capital Resources

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

	39 Weeks Ended	
	September 27, 2011	September 28, 2010
Net cash provided by operating activities	\$ 81,009	\$ 74,302
Net cash used in investing activities	(51,668)	(31,423)
Net cash used in financing activities	(55,883)	(34,312)
Net (decrease) increase in cash and cash equivalents	\$ (26,542)	\$ 8,567

Net cash provided by operating activities was \$81.0 million in 2011 YTD compared to \$74.3 million in 2010 YTD. This increase was primarily due to increases in net income, resulting from opening more restaurants and growing average unit volumes, and share-based compensation, partially offset by changes in working capital.

Our operations have not required significant working capital and, while we currently have positive working capital, we have been able to operate with negative working capital in the past. 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 \$51.7 million in 2011 YTD compared to \$31.4 million in 2010 YTD. This increase was primarily due to spending on capital expenditures as a result of more restaurant openings in 2011 and 2012.

We require capital principally for the development of new company restaurants and the refurbishment of existing restaurants. 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 September 27, 2011, 118 of the 284 company restaurants had been 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 YTD	2010 YTD
New company restaurants	\$ 39,625	\$ 20,591
Refurbishment of existing restaurants (1)	12,214	11,007
Total capital expenditures	\$ 51,839	\$ 31,598
Restaurant-related repairs and maintenance expense (2)	\$ 9,208	\$ 8,827

(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 and 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 fiscal 2011, we expect our capital expenditures to be approximately \$70.0 million, the majority of which will relate to planned restaurant openings. 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 2011, we anticipate net cash provided by operating activities will exceed capital expenditures, which we currently plan to use to increase our cash balance, 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 \$55.9 million in 2011 YTD as compared to \$34.3 million in 2010 YTD. This increase was primarily due to the repurchase of shares of common stock in 2011 YTD and the payment of dividends in 2011 YTD and partially offset by lower payments on borrowings under our credit facility.

On February 17, 2011, our Board of Directors approved a stock repurchase program under which we were authorized 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. Any repurchases will be made through open market transactions. The timing and the amount of any repurchases will be determined by the Company's management under parameters established by the Board of Directors, based on its evaluation of the Company's stock price, market conditions and other corporate considerations. For the 39 weeks ended September 27, 2011, we paid approximately \$46.4 million to repurchase 3,003,400 shares of our common stock.

We paid cash dividends of \$11.4 million in 2011 YTD. Additionally, on August 18, 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 September 30, 2011 to shareholders of record at the close of business on September 14, 2011. The declared dividends are included as a liability on our condensed consolidated balance sheet as of September 27, 2011.

In 2011 YTD, we paid distributions of \$1.8 million to equity holders of 11 of our majority-owned company restaurants. In 2010 YTD, we paid distributions of \$1.7 million to equity holders of 10 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 JPMorgan Chase Bank, N.A., PNC Bank, National Association, and Wells Fargo, National Association. This facility replaces our previous five-year revolving credit facility. The new facility expires on August 11, 2016. The terms of the facility require us to pay interest on outstanding borrowings at London Interbank Offering 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, the Federal Funds rate plus 0.50% or the Adjusted Eurodollar Rate for a one month interest period on such day plus 1.0%. 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 September 27, 2011 and December 28, 2010 was 4.09% and 3.59%, respectively, including interest rate swaps. At September 27, 2011, we had \$50.0 million outstanding under the credit facility and \$146.2 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 September 27, 2011.

At September 27, 2011, in addition to the amounts outstanding on our credit facility, we had various other notes payable totaling \$1.7 million with interest rates ranging from 10.46% to 10.80%. Each of these notes related to the financing of specific restaurants. Our total weighted-average effective interest rate at September 27, 2011 was 4.30%, including 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 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. Our counterparty in this interest rate swap is JPMorgan 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 JPMorgan Chase Bank, N.A.

Contractual Obligations

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

	Payments Due by Period				
	Total	Less than 1 year	1-3 Years (in thousands)	3-5 Years	More than 5 years
Long-term debt obligations	\$ 51,727	\$ 200	\$ 471	\$ 50,469	\$ 587
Capital lease obligations	250	96	154	—	—
Interest (1)	11,338	1,987	3,874	3,754	1,723
Operating lease obligations	198,632	22,475	44,134	38,006	94,017
Capital obligations	77,558	77,558	—	—	—
Total contractual obligations	<u>\$ 339,505</u>	<u>\$ 102,316</u>	<u>\$ 48,633</u>	<u>\$ 92,229</u>	<u>\$ 96,327</u>

- (1) Assumes constant rate until maturity for our fixed and variable rate debt and capital lease obligations. Uses interest rates as of September 27, 2011 for our variable rate debt. Interest payments on our variable-rate revolving credit facility balance at September 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 September 27, 2011.

The Company has no material minimum purchase commitments with its vendors that extend beyond a year. See note 6 to the condensed 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 June 2021, the Fargo lease expires in July 2016 and the Logan lease expires in August 2019. As the fair value of these guarantees is not considered significant, no liability value has been recorded.

Recently Issued Accounting Standards

Fair Value Measures and Disclosures

(Accounting Standards Update (“ASU”) 2010-06)

In January 2010, the FASB issued ASU 2010-06 which amends Accounting Standards Codification (“ASC”) topic 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 reporting periods beginning after December 15, 2010 (our 2011 fiscal year). This guidance requires new disclosures only, and will have 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. ASU 2011-05 is effective for annual and interim reporting periods beginning after December 15, 2011 (our 2012 fiscal year). The adoption of ASU 2011-05 will have no impact on our consolidated financial position, results of operations or cash flows, though it will change our financial statement presentation.

Goodwill
(ASU 2011-08)

In September 2011, the FASB issued ASU 2011-08, *Intangibles — Goodwill and Other, Testing Goodwill for Impairment*. ASU 2011-08 permits companies to make a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value before applying the two-step goodwill impairment test 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 less than its carrying value, the two-step impairment test would still be required. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for the fiscal years beginning after December 15, 2011 (our 2012 fiscal year) with early adoption permitted. The adoption of ASU 2011-08 is not expected to have an impact on our consolidated financial position, results of operations or cash flows.

ITEM 3. 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 and dependent on the interest rate option we choose to utilize under our revolving line of credit. Our options for the rate are the Alternate Base Rate, which is the higher of the issuing bank's prime lending rate, the Federal Funds rate plus 0.50%, or the Adjusted Eurodollar Rate for a one month interest period on such day plus 1.0% or the LIBOR plus an applicable margin. At September 27, 2011 there was \$50.0 million outstanding under our revolving line of credit which bears interest at approximately 50 to 87.5 basis points (depending on our leverage ratios) over LIBOR. Our various other notes payable totaled \$1.7 million at September 27, 2011 and had fixed rates ranging from 10.46% to 10.80%. Should interest rates on our variable rate borrowings increase by one percentage point, our estimated annual interest expense would increase by \$0.5 million.

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 borrowings. 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 derivative instruments 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 swaps is JPMorgan 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. Currently, we do not utilize fixed price contracts for certain commodities such as produce and cheese, therefore, 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 generally 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 three vendors. If these vendors were unable to fulfill their obligations under their contracts, we may encounter supply shortages and incur higher costs to secure adequate supplies, any of which would harm our business.

ITEM 4. 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 Exchange Act Rules 13a-15(e) and 15d-15(e) 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 the end of the period covered by this report.

Changes in internal control

During the period covered by this report, 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.

PART II — OTHER INFORMATION

ITEM 1. 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 would have a material adverse effect on our business.

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.

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, 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 1A. RISK FACTORS

Information regarding risk factors appears in our Annual Report on Form 10-K for the year ended December 28, 2010, under the heading “Special Note Regarding Forward-looking Statements” and in the Form 10-K Part I, Item 1A, Risk Factors. There have been no material changes from the risk factors previously disclosed in our Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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. 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.

The following table includes information regarding purchases of our common stock made by us during the 13 weeks ended September 27, 2011:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
June 29 to July 26	—	—	—	\$ 74,760,548.16
July 27 to August 23	1,050,400	\$ 14.26	1,050,400	\$ 59,782,398.22
August 24 to September 27	453,000	\$ 13.61	453,000	\$ 53,614,957.51
Total	1,503,400		1,503,400	

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (Removed and Reserved)

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit No.	Description
10.11	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))
10.33*	Amended and Restated Employment Agreement between Texas Roadhouse, Inc. 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))
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. Quarterly Report on Form 10-Q for the quarter ended September 27, 2011, filed November 4, 2011, formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income, (iii) Condensed Consolidated Statements of Stockholders' Equity and Comprehensive Income, (iv) Condensed Consolidated Statements of Cash Flows, and (v) the Notes to the Condensed Consolidated Financial Statements.

SIGNATURES

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

TEXAS ROADHOUSE, INC.

Date: November 4, 2011

By: /s/ W. KENT TAYLOR
W. Kent Taylor
Chief Executive Officer
(principal executive officer)

Date: November 4, 2011

By: /s/ G. PRICE COOPER, IV
G. Price Cooper, IV
Chief Financial Officer
(principal financial officer)
(chief accounting officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT**

I, W. Kent Taylor, certify that:

1. I have reviewed this report on Form 10-Q of Texas Roadhouse, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2011

By: /s/ W. KENT TAYLOR

W. Kent Taylor
Chief Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT**

I, G. Price Cooper, IV, certify that:

1. I have reviewed this report on Form 10-Q of Texas Roadhouse, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2011

By: /s/ G. PRICE COOPER, IV

G. Price Cooper, IV
Chief Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, W. Kent Taylor, Chief Executive Officer of Texas Roadhouse, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 27, 2011 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2011

By: /s/ W. KENT TAYLOR

W. Kent Taylor
Chief Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, G. Price Cooper, IV, Principal Financial Officer of Texas Roadhouse, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 27, 2011 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2011

By: /s/ G. PRICE COOPER, IV

G. Price Cooper IV
Chief Financial Officer
