WEIS MARKETS INC
Form 10-K
March 13, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

[X]ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 27, 2014

OR

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

For the transition period from __________to_________

Commission File Number 1-5039

WEIS MARKETS, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA	24-0755415
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1000 S. Second Street P. O. Box 471 Sunbury, Pennsylvania	 17801-0471
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (570) 286-4571 Registrant's web address: www.weismarkets.com

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

Title of each class	Name of each exchange on which registered
Common stock, no par value	New York Stock Exchange

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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.

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

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

The aggregate market value of Common Stock held by non-affiliates of the Registrant is approximately $545,000,000 as of June 28, 2014 the last business day of the most recently completed second quarter.

Shares of common stock outstanding as of March 12, 2015 - 26,898,443.

DOCUMENTS INCORPORATED BY REFERENCE: Selected portions of the Weis Markets, Inc. definitive proxy statement dated March 12, 2015 are incorporated by reference in Part III of this Form 10-K.

WEIS MARKETS, INC.

TABLE OF CONTENTS

WEIS MARKETS, INC.

Table of Contents

PART I

Item 1.Business:

Weis Markets, Inc. is a Pennsylvania business founded by Harry and Sigmund Weis in 1912 and incorporated in 1924. The Company is engaged principally in the retail sale of food in Pennsylvania and surrounding states. There was no material change in the nature of the Company's business during fiscal 2014. The Company's stock has been traded on the New York Stock Exchange since 1965 under the symbol "WMK." The Weis family currently owns approximately 65% of the outstanding shares. Robert F. Weis serves as Chairman of the Board of Directors, and Jonathan H. Weis, son of Robert F. Weis, serves as Vice Chairman, President and Chief Executive Officer.

The Company's retail food stores sell groceries, dairy products, frozen foods, meats, seafood, fresh produce, floral, pharmacy services, deli products, prepared foods, bakery products, beer and wine, fuel and general merchandise items, such as health and beauty care and household products. The Company advertises its products and promotes its brand through weekly newspaper circulars; radio and television ads; e-mail blasts; and on-line via its website, social media and mobile applications. Printed circulars are used extensively on a weekly basis to advertise featured items. The Company utilizes a loyalty marketing program, "Weis Club Preferred Shopper," which enables customers to receive discounts, promotions and fuel rewards. The Company currently owns and operates 163 retail food stores. The Company's operations are reported as a single reportable segment.

The following table provides additional detail on the percentage of consolidated net sales contributed by product category for fiscal years 2014, 2013 and 2012, respectively:

	2014		2013		2012	
Center Store (1)	57.9	%	59.0	%	59.5	%
Fresh (2)	29.0		28.7		28.1	
Pharmacy Services	9.0		8.6		8.7	
Fuel	3.9		3.5		3.5	
Other	0.2		0.2		0.2	
Consolidated net sales	100.0	%	100.0	%	100.0	%

(1) Consists primarily of groceries, dairy products, frozen foods, beer and wine, and general merchandise items, such as health and beauty care and household products.

(2) Consists primarily of meats, seafood, fresh produce, floral, deli products, prepared foods and bakery products.

At the end of 2014, Weis Markets, Inc. operated 25 stores in Maryland, 5 stores in New Jersey, 9 stores in New York, 122 stores in Pennsylvania and 2 stores in West Virginia, for a total of 163 retail food stores operating under the Weis Markets trade name.

WEIS MARKETS, INC.

Table of Contents

Item 1.Business: (continued)

All retail food store locations operate as conventional supermarkets. The retail food stores range in size from 8,000 to 70,000 square feet, with an average size of approximately 50,000 square feet. The following summarizes the number of stores by size categories as of year-end:

Square feet	2014 Number of stores	2014 % of Total	2013 Number of stores	2013 % of Total
55,000 to 70,000	56	34%	53	32%
45,000 to 54,999	70	43%	72	44%
35,000 to 44,999	22	13%	22	13%
25,000 to 34,999	9	6%	12	7%
Under 25,000	6	4%	6	4%
Total	163	100%	165	100%

The following schedule shows the changes in the number of retail food stores, total square footage and store additions/remodels as of year-end:

	2014	2013	2012	2011	2010
Beginning store count	165	163	161	164	164
New stores (1)	1	4	4	1	---
Opened relocated stores	1	---	1	1	---
Closed stores	(3)	(2)	(2)	(4)	---
Closed relocated stores	(1)	---	(1)	(1)	---
Ending store count	163	165	163	161	164
Total square feet (000's), at year-end	8,202	8,211	8,054	7,877	7,887
Additions/major remodels	8	12	13	9	4

(1) On June 11, 2012, Weis Markets, Inc. acquired three former Genuardi's stores located in Conshohocken, Doylestown and Norristown, Pennsylvania from Safeway Inc.

The Company supports its retail operations through a centrally located distribution facility, its own transportation fleet, three manufacturing facilities and its store support center. The Company is required to use a significant amount of working capital to provide for the necessary amount of inventory to meet demand for its products through efficient use of buying power and effective utilization of space in its distribution facilities. The manufacturing facilities consist of a meat processing plant, an ice cream plant and a milk processing plant.

The Company operates in a highly competitive market place. The number and the variety of competitors vary by market. The Company's principal competition consists of international, national, regional and local food chains, as well as independent food stores. The Company also faces substantial competition from convenience stores, membership warehouse clubs, specialty retailers, supercenters and large-scale drug and pharmaceutical chains. The Company continues to effectively compete by offering a strong combination of value, quality and service.

The Company currently employs approximately 18,200 full-time and part-time associates.

WEIS MARKETS, INC.

Table of Contents

Item 1. Business: (continued)

Trade Names and Trademarks. The Company has invested significantly in the development and protection of “Weis Markets” both as a trade name and a trademark and considers it to be an important asset. The Company is the exclusive licensee of more than 60 other trademarks registered and/or pending in the United States Patent and Trademark Office from WMK Holdings, Inc., including trademarks for its product lines and promotions such as Weis, Weis 2 Go, Weis Wonder Chicken, Price Freeze, Weis Gas-n-Go and Weis Nutri-Facts. Each trademark registration is for an initial period of 10 years and may be renewed so long as it is in continued use in commerce.

The Company considers its trademarks to be of material importance to its business and actively defends and enforces its rights.

The Company maintains a corporate web site at www.weismarkets.com. The Company makes available, free of charge, on the “Corporate Information” section of its web site, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after the Company electronically files such material or furnishes it to the U.S. Securities and Exchange Commission (SEC) by clicking on the “SEC Information” link.

The Company’s Corporate Governance materials can be found in the “Corporate Information” section of the Company’s web site. These materials include the corporate governance guidelines; the charters of the Audit, Compensation and Disclosure Committees; and both the Code of Business Conduct and Ethics and the Code of Ethics for the CEO and CFO. A copy of the foregoing corporate governance materials is available upon written request to the Company’s principal executive offices.

Item 1a. Risk Factors:

In addition to risks and uncertainties in the ordinary course of business common to all businesses, important factors are listed below specific to the Company and its industry, which could materially impact its future performance.

The Company’s industry is highly competitive. If the Company is unable to compete effectively, the Company’s financial condition and results of operations could be materially affected.

The retail food industry is intensely price competitive, and the competition the Company encounters may have a negative impact on product retail prices. The financial results may be adversely impacted by a competitive environment that could cause the Company to reduce retail prices without a reduction in its product cost to maintain market share; thus reducing sales and gross profit margins.

The trade area of the Company is located within a region and is subject to the economic, social and climate variables of that region.

The majority of the Company’s stores are concentrated in central and northeast Pennsylvania, central Maryland, suburban Baltimore regions and New York’s Southern Tier. Changes in economic and social conditions in the Company’s operating regions, including fluctuations in the inflation rate along with changes in population and employment and job growth rates, affect customer shopping habits. These changes may negatively impact sales and earnings. Business disruptions due to weather and catastrophic events historically have been few. The Company’s geographic regions could receive an extreme variance in the amount of annual snowfall that may materially affect sales and expense results.

The Company may be unable to retain key management personnel.

The Company's success depends to a significant degree upon the continued contributions of senior management. The loss of any key member of management may prevent the Company from implementing its business plans in a timely manner. In addition, employment conditions specifically may affect the Company’s ability to hire and train qualified associates.

WEIS MARKETS, INC.

Table of Contents

Item 1a. Risk Factors: (continued)

Food safety issues could result in the loss of consumer confidence in the Company.

Customers count on the Company to provide them with safe and wholesome food products. Concerns regarding the safety of food products sold in its stores could cause shoppers to avoid purchasing certain products from the Company, or to seek alternative sources of supply for all of their food needs, even if the basis for the concern is outside of the Company’s control. A loss in confidence on the part of its customers would be difficult and costly to reestablish. As such, any issue regarding the safety of any food items sold by the Company, regardless of the cause, could have a substantial and adverse effect on operations.

The failure to execute expansion plans could have a material adverse effect on the Company's business and results of its operations.

Circumstances outside the Company’s control could negatively impact anticipated capital investments in store, distribution and manufacturing projects, information technology and equipment. The Company cannot determine with certainty whether its new stores will be successful. The failure to expand by successfully opening new stores as planned, or the failure of a significant number of these stores to perform as planned, could have a material adverse effect on the Company’s business and results of its operations.

Disruptions or security breaches in the Company’s information technology systems could adversely affect results.

The Company’s business is highly dependent on complex information technology systems that are vital to its continuing operations. If the Company was to experience difficulties maintaining existing systems or implementing new systems, significant losses could be incurred due to disruptions in its operations. Additionally, these systems contain valuable proprietary data as well as receipt and storage of personal information about its associates and customers, in particular electronic payment data and personal health information that, if breached, would have an adverse effect on the Company. Such an occurrence could adversely affect the Company’s reputation with its customers, associates, and vendors, as well as the Company’s operations, results of operations, financial condition and liquidity, and could result in litigation against the Company or the imposition of penalties. Moreover, a security breach could require the expenditure of significant additional resources to further upgrade the security measures that the Company employs to guard such important personal information against cyberattacks and other attempts to access such information and could result in a disruption of operations.

The Company is affected by certain operating costs which could increase or fluctuate considerably.

Associate expenses contribute to the majority of the Company's operating costs. The Company's financial performance is potentially affected by increasing wage and benefit costs, a competitive labor market, regulatory wage increases and the risk of unionized labor disruptions of its non-union workforce. The Company's profit is particularly sensitive to the cost of oil. Oil prices directly affect the Company's product transportation costs, as well as its utility and petroleum-based supply costs. It also affects the costs of its suppliers, which impacts its cost of goods.

Various aspects of the Company's business are subject to federal, state and local laws and regulations.

The Company is subject to various federal, state and local laws, regulations and administrative practices that affect the Company's business. The Company must comply with numerous provisions regulating health and sanitation standards, food labeling, equal employment opportunity, minimum wages and licensing for the sale of food, drugs and alcoholic beverages. The Company's compliance with these regulations may require additional capital expenditures and could adversely affect the Company's ability to conduct the Company's business as planned. Management cannot predict either the nature of future laws, regulations, interpretations or applications, or the effect either additional government regulations or administrative orders, when and if promulgated, or disparate federal, state, and local regulatory schemes would have on the Company's future business. They could, however, require the reformulation of certain products to meet new standards, the recall or discontinuance of certain products not able to be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling and/or scientific substantiation. Any or all of such requirements could have an adverse effect on the Company's results of operations and financial condition.

Item 1a. Risk Factors: (continued)

Unexpected factors affecting self-insurance claims and reserve estimates could adversely affect the Company.

The Company uses a combination of insurance and self-insurance to provide for potential liabilities for workers' compensation, general liability, vehicle accident, property and associate medical benefit claims. Management estimates the liabilities associated with the risks retained by the Company, in part, by considering historical claims experience, demographic and severity factors and other actuarial assumptions which, by their nature, are subject to a high degree of variability. Any projection of losses concerning workers' compensation and general liability is subject to a high degree of variability. Among the causes of this variability are unpredictable external factors affecting future inflation rates, discount rates, litigation trends, legal interpretations, benefit level changes and claim settlement patterns.

The Company was liable for associate health claims up to an annual maximum of $750,000 per member prior to March 1, 2012, $1,250,000 per member prior to March 1, 2013, $2,000,000 per member prior to March 1, 2014 and an unlimited amount per member as of March 1, 2014. As of March 1, 2014, the Company purchased stop loss insurance which carries a $500,000 specific deductible with a $250,000 aggregating deductible. The Company is liable for workers' compensation claims up to $2,000,000 per claim. Property and casualty insurance coverage is maintained with outside carriers at deductible or retention levels ranging from $100,000 to $1,000,000. The Company, for the benefit of cost savings, has accepted the risk of an unusual amount of independent multiple material claims arising, which could have a significant impact on earnings.

Changes in tax laws may result in higher income tax.

The Company's future effective tax rate may increase from current rates due to changes in laws and the status of pending items with various taxing authorities. Currently, the Company benefits from a combination of its corporate structure and certain state tax laws.

The Company's investment portfolio may suffer losses from changes in market interest rates and changes in market conditions which could adversely affect results of operations or liquidity.

As of December 27, 2014, the Company had $23.0 million in cash and cash equivalents, $74.0 million in marketable securities and $9.1 million in SERP (Supplemental Executive Retirement Plan) investment (level 1 mutual funds). The Company's marketable securities consist of municipal bonds and equity securities. These investments are subject to general credit, liquidity, market and interest rate risks. Substantially all of these securities are subject to interest rate and credit risk and will decline in value if interest rates increase or one of the issuers' credit ratings is reduced. As a result, the Company may experience a reduction in value or loss of liquidity from investments, which may have a negative impact on the Company's results of operations, liquidity and financial condition. The Federal Deposit Insurance Corporation (FDIC) insures amounts up to $250,000 per depositor, per insured bank, for each account ownership category. The Company has balances in bank accounts that may exceed the insured amount leaving the Company exposed for any amounts over the $250,000 limit.

The Company is a controlled Company due to the common stock holdings of the Weis family.

The Weis family's share ownership represents approximately 65% of the combined voting power of the Company's common stock as of December 27, 2014. As a result, the Weis family has the power to elect a majority of the Company's directors and approve any action requiring the approval of the shareholders of the Company, including adopting certain amendments to the Company's charter and approving mergers or sales of substantially all of the Company's assets. Currently, two of the Company's six directors are members of the Weis family.

Changes in vendor promotions or allowances, including the way vendors target their promotional spending, and the Company's ability to effectively manage these programs could significantly impact margins and profitability.

The Company cooperatively engages in a variety of promotional programs with its vendors. As the parties assess the results of specific promotions and plan for future promotions, the nature of these programs and the allocation of dollars among them changes over time. The Company manages these programs to maintain or improve margins while at the same time increasing sales. A reduction in overall promotional spending or a shift by vendors in promotional spending away from certain types of promotions that the Company and its customers have historically utilized could have a significant impact on profitability.

WEIS MARKETS, INC.

Table of Contents

Item 1b. Unresolved Staff Comments:

There are no unresolved staff comments.

Item 2. Properties:

As of December 27, 2014, the Company owned and operated 82 of its retail food stores, and leased and operated 81 stores under operating leases that expire at various dates through 2029. The Company owns all trade fixtures and equipment in its stores and several parcels of vacant land, which are available as locations for possible future stores or other expansion.

The Company owns and operates one distribution center in Milton, Pennsylvania of approximately 1.1 million square feet, and one in Northumberland, Pennsylvania totaling approximately 76,000 square feet. The Company also owns one warehouse complex in Sunbury, Pennsylvania totaling approximately 551,000 square feet. The Company utilizes 259,000 square feet of its Sunbury location to operate its ice cream plant, meat processing plant and milk processing plant.

Item 3. Legal Proceedings:

Neither the Company nor any subsidiary is presently a party to, nor is any of their property subject to, any pending legal proceedings, other than routine litigation incidental to the business that would not have a material adverse effect on the financial results. The Company estimates any exposure to these legal proceedings and establishes accruals for the estimated liabilities, where it is reasonably possible to estimate and where an adverse outcome is probable.

WEIS MARKETS, INC.

Table of Contents

Executive Officers of the Registrant

The following sets forth the names and ages of the Company’s executive officers as of March 12, 2015, indicating all positions held during the past five years:

Name	Age	Title
Robert F. Weis (a)	95	Chairman of the Board
Jonathan H. Weis (b)	47	Vice Chairman, President and Chief Executive Officer
Kurt A. Schertle (c)	43	Chief Operating Officer
Scott F. Frost (d)	52	Senior Vice President, Chief Financial Officer and Treasurer
David W. Gose II (e)	48	Senior Vice President of Operations
Harold G. Graber (f)	59	Senior Vice President of Real Estate and Development and Secretary
James E. Marcil (g)	56	Senior Vice President of Human Resources

(a) Robert F. Weis. The Company has employed Mr. Weis since 1946. Mr. Weis served as Chairman and Treasurer from 1995 until April 2002, at which time he was appointed Chairman of the Board.

(b) Jonathan H. Weis. The Company has employed Mr. Weis since 1989. Mr. Weis served the Company as Vice President of Property Management and Development from 1996 until April 2002, at which time he was appointed as Vice President and Secretary. In January of 2004, the Board appointed Mr. Weis as Vice Chairman and Secretary. Mr. Weis became the Company's interim President and Chief Executive Officer in September 2013 and was appointed as President and Chief Executive Officer in February 2014.

(c) Kurt A. Schertle. The Company hired Mr. Schertle on March 1, 2009 as its Vice President of Sales and Merchandising, which included the responsibility of overseeing the Marketing Department. In February 2010, Mr. Schertle was promoted to Senior Vice President of Sales and Merchandising. In July 2012, Mr. Schertle was promoted to Executive Vice President of Sales and Merchandising at which time, he assumed the additional responsibility of overseeing the Company’s Supply Chain. In September 2013, Mr. Schertle assumed the additional responsibility of overseeing Store Operations and Mr. Schertle was promoted to Chief Operating Officer in March 2014.

(d) Scott F. Frost. Mr. Frost joined the Company full-time in 1984 and he has held various positions since then, including but not limited to, Controller, Assistant Treasurer and Acting Chief Financial Officer. The Company appointed Mr. Frost as Vice President, Chief Financial Officer and Treasurer in October 2009. In January 2011, Mr. Frost was promoted to Senior Vice President, Chief Financial Officer and Treasurer. Mr. Frost also served as

Assistant Secretary of the Company during the past five years.

(e) David W. Gose II. Mr. Gose joined the Company in May 2014 as Senior Vice President of Operations. Prior to joining the Company, Mr. Gose was Senior Director and Regional General Manager of Walmart Ohio, a retail store SuperCenter, from February 2010 until May 2014. Walmart Ohio consisted of 92 stores that geographically included all stores South of Toledo, Cleveland, Akron and Youngstown.

(f) Harold G. Graber. Mr. Graber joined the Company in October 1989 as the Director of Real Estate. Mr. Graber, who served the Company as Vice President for Real Estate since 1996, was promoted to Senior Vice President of Real Estate and Development in February 2010. Mr. Graber was appointed as Secretary of the Company in February 2014.

(g) James E. Marcil. Mr. Marcil joined the Company in September 2002 as Vice President of Human Resources. In February 2010, Mr. Marcil was promoted to Senior Vice President of Human Resources.

WEIS MARKETS, INC.

Table of Contents

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities:

The Company's stock is traded on the New York Stock Exchange (ticker symbol WMK). The approximate number of shareholders, including individual participants in security position listings on December 27, 2014 as provided by the Company's transfer agent was 5,364. High and low stock prices and dividends paid per share for the last two fiscal years were:

	2014			2013		
	Stock Price		Dividend	Stock Price		Dividend
Quarter	High	Low	Per Share	High	Low	Per Share
First	$ 52.82	$ 46.12	$ 0.30	$ 41.98	$ 37.90	$ 0.30
Second	50.56	42.54	0.30	47.92	39.34	0.30
Third	46.97	39.09	0.30	51.92	45.12	0.30
Fourth	48.00	38.23	0.30	54.13	46.15	0.30

The following line graph compares the yearly percentage change in the cumulative total shareholder return on the Company’s common stock against the cumulative total return of the S&P Composite-500 Stock Index and the cumulative total return of a published group index for the Retail Grocery Stores Industry (“Peer Group”), provided by Value Line, Inc., for the period of five years. The graph depicts $100 invested at the close of trading on the last trading day preceding the first day of the fifth preceding year in Weis Markets, Inc. common stock, S&P 500, and the Peer Group. The cumulative total return assumes reinvestment of dividends.

Comparative Five-Year Total Returns

2009	2010	2011	2012	2013	2014

Weis Markets, Inc.	100.00	114.55	119.79	120.79	165.42	154.54
S&P 500	100.00	115.06	117.49	136.29	180.43	205.13
Peer Group	100.00	117.87	134.54	155.75	210.72	280.61

WEIS MARKETS, INC.

Table of Contents

Item 6. Selected Financial Data:

The following selected historical financial information has been derived from the Company's audited consolidated financial statements. This information should be read in connection with the Company's Consolidated Financial Statements and the Notes thereto, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in Item 7.

Five Year Review of Operations

(dollars in thousands, except shares, per share amounts and store information)	52 Weeks Ended Dec. 27, 2014	52 Weeks Ended Dec. 28, 2013	52 Weeks Ended Dec. 29, 2012	53 Weeks Ended Dec. 31, 2011	52 Weeks Ended Dec. 25, 2010
Net sales	$ 2,776,683	$ 2,692,588	$ 2,701,405	$ 2,752,504	$ 2,620,378
Costs and expenses	2,693,972	2,581,406	2,574,373	2,638,224	2,515,062
Income from operations	82,711	111,182	127,032	114,280	105,316
Investment and other income	2,287	4,684	3,882	3,326	2,069
Income before provision for income taxes	84,998	115,866	130,914	117,606	107,385
Provision for income taxes	29,831	44,145	48,403	42,022	39,094
Net income	55,167	71,721	82,511	75,584	68,291
Retained earnings, beginning of year	971,022	931,579	881,346	864,132	827,042
	1,026,189	1,003,300	963,857	939,716	895,333
Cash dividends	32,278	32,278	32,278	58,370	31,201
Retained earnings, end of year	$ 993,911	$ 971,022	$ 931,579	$ 881,346	$ 864,132
Weighted-average shares outstanding, diluted	26,898,443	26,898,443	26,898,443	26,898,443	26,898,443
Cash dividends per share	$ 1.20	$ 1.20	$ 1.20	$ 2.17	$ 1.16
Basic and diluted earnings per share	$ 2.05	$ 2.67	$ 3.07	$ 2.81	$ 2.54
Working capital	$ 223,776	$ 211,528	$ 229,748	$ 223,742	$ 234,889
Total assets	$ 1,191,119	$ 1,148,242	$ 1,090,440	$ 1,029,004	$ 992,081
Shareholders’ equity	$ 857,832	$ 834,053	$ 795,690	$ 745,886	$ 728,127
Number of grocery stores	163	165	163	161	164

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations:

Overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader understand Weis Markets, Inc., its operations and its present business environment. The MD&A is provided as a supplement to and should be read in conjunction with the consolidated financial statements and the accompanying notes thereto contained in "Item 8. Financial Statements and Supplementary Data" of this report. The following analysis should also be read in conjunction with the Financial Statements included in the Quarterly Reports on Form 10-Q and the Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission, as well as the cautionary statement captioned "Forward-Looking Statements" immediately following this analysis. This overview summarizes the MD&A, which includes the following sections:

- Company Overview - a general description of the Company's business and strategic imperatives.

- Results of Operations - an analysis of the Company's consolidated results of operations for the three years presented in the Company's consolidated financial statements.

- Liquidity and Capital Resources - an analysis of cash flows, aggregate contractual obligations, and off-balance sheet

arrangements.

- Critical Accounting Policies and Estimates - a discussion of accounting policies that require critical judgments and estimates.

Company Overview

General

Weis Markets, Inc. was founded in 1912 by Harry and Sigmund Weis in Sunbury, Pennsylvania. Today, the Company ranks among the top 50 food and drug retailers in the United States in revenues generated. As of December 27, 2014, the Company operated 163 retail food stores in Pennsylvania and four surrounding states: Maryland, New Jersey, New York and West Virginia.

Company revenues are generated in its retail food stores from the sale of a wide variety of consumer products including groceries, dairy products, frozen foods, meats, seafood, fresh produce, floral, pharmacy services, deli products, prepared foods, bakery products, beer and wine, fuel, and general merchandise items, such as health and beauty care and household products. The Company supports its retail operations through a centrally located distribution facility, its own transportation fleet, three manufacturing facilities and its administrative offices. The Company's operations are reported as a single reportable segment.

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Company Overview, (continued)

Strategic Imperatives

The following strategic imperatives will be focused upon by the Company to attempt to ensure the success of the Company in the coming years:

· Establish a Sales Driven Culture – The Company continues to focus on sales and profits growth, improved operating practices, increased productivity and positive cash flow. The Company believes disciplined growth will increase its market share and operating profits, resulting in enhanced shareholder value. The Company's method of driving sales includes focused preparation and execution of sales programs, investing in new stores and remodels, and strategic acquisitions. Communicating clear executable standards and aligning performance measures across the organization will help to instill a sales-driven operating environment.

· Continuously Upgrade Organizational Talent Pool – In support of the Company's growth and sales building strategies, the Company is committed to growing leaders at every level throughout the organization through enhanced leadership development programs, succession planning, and establishing rewarding career paths. The Company believes that improved associate talent directly impacts the ability to execute strategic plans and views this as a strategic imperative for future growth.

· Become More Relevant to Consumers – Understanding the consumer is crucial to the Company's strategic plan. Research can be done by studying the wants and needs of core consumers and casual consumers. Measuring customer satisfaction and sharing insights across the organization will help communication between management and its consumers. The Company strives to build customer loyalty by purchasing produce from local growers and supporting organizations within the communities it serves. It will continue to invest in new stores, remodels and additions and strategic acquisitions, to help retain and attract new consumers.

· Create Meaningful Differentiation – The Company has identified product pricing, locally focused store assortments, shopping experience, overall convenience and customer service as critical components of future success. The strategy includes developing improved customer service training and setting customer service measurements and goals. As part of this strategy, management is committed to offering its customers a strong combination of quality, service and value. It will continue to offer competitive prices on name brand and private brand products to exceed customers' expectations.

· Significantly Improve Decision Support and Measurement – The Company will continue to make investments in its information technology systems and distribution network. This will help improve associate productivity, store conditions and the overall customer experience with user-friendly, support driven systems. These systems will also continue to play a key role in the measurement of the Company's strategic decisions and provide valuable insight into customer behavior, shopping trends, and financial returns. Management will continue to streamline its supply chain by focusing on improving inventory turns, cost per case, in-stock position and overall service levels, which will help to improve in-store conditions and result in increased sales and profits.

· Focus on Sustainability Strategies – The Company views being good stewards in the communities in which we operate as an important component of overall success. The Company's sustainability program operates under a structure of four key pillars: green design, natural resource conservation, food and agricultural impact and social responsibility. The goal of the sustainability strategy is to reduce the Company's overall carbon footprint by reducing greenhouse gas emissions and reducing the impact on climate change. The Company is seeking to reduce its carbon footprint by 20% by the year 2020. To accomplish this, the Company intends to institute new sustainability programs and to improve existing sustainability programs. Since 2008, the Company has been measuring the carbon footprint of the entire enterprise and has reduced the carbon emissions by a total of 14.8%.

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Results of Operations

Analysis of Consolidated Statements of Income

(dollars in thousands except per share amounts)									Percent Changes			
For the Fiscal Years Ended December 27, 2014,	2014			2013			2012		2014 vs.		2013 vs.	
December 28, 2013 and December 29, 2012	(52 weeks)			(52 weeks)			(52 weeks)		2013		2012	
Net sales	$	2,776,683		$	2,692,588		$	2,701,405	3.1	%	(0.3)	%
Cost of sales, including warehousing and distribution expenses		2,023,721			1,947,120			1,958,852	3.9		(0.6)	
Gross profit on sales		752,962			745,468			742,553	1.0		0.4	
Gross profit margin		27.1	%		27.7	%		27.5 %				
Operating, general and administratives expenses		670,251			634,286			615,521	5.7		3.0	
O, G & A, percent of net sales		24.1	%		23.6	%		22.8 %				
Income from operations		82,711			111,182			127,032	(25.6)		(12.5)	
Operating margin		3.0	%		4.1	%		4.7 %				
Investment income		2,287			4,684			3,468	(51.2)		35.1	
Investment income, percent of net sales		0.1	%		0.2	%		0.1 %				
Other income		-			-			414	-		(100.0)	
Other income, percent of net sales		-	%		-	%		0.0 %				
Income before provision for income taxes		84,998			115,866			130,914	(26.6)		(11.5)	
Provision for income taxes		29,831			44,145			48,403	(32.4)		(8.8)	
Effective tax rate		35.1	%		38.1	%		37.0 %				
Net income	$	55,167		$	71,721		$	82,511	(23.1)	%	(13.1)	%
Net income, percent of net sales		2.0	%		2.7	%		3.1 %				
Basic and diluted earnings per share	$	2.05		$	2.67		$	3.07	(23.2)	%	(13.0)	%

Income is earned by selling merchandise at price levels that produce revenues in excess of cost of merchandise sold and operating and administrative expenses. Although the Company may experience short term fluctuations in its earnings due to unforeseen short-term operating cost increases, it historically has been able to increase revenues and maintain stable earnings from year to year.

Net Sales

The Company's revenues are earned and cash is generated as merchandise is sold to customers at the point of sale. Discounts provided to customers by the Company at the point of sale are recognized as a reduction in sales as products are sold or over the life of a promotional program if redeemable in the future. Discounts provided by vendors, usually in the form of paper coupons, are not recognized as a reduction in sales provided the coupons are redeemable at any retailer that accepts coupons.

Total store sales increased 3.1% in 2014 compared to 2013. Excluding fuel sales, total store sales increased 2.8%. Total store sales decreased 0.3% in 2013 compared to 2012. Excluding fuel sales, total store sales decreased 0.4% in 2013 compared to 2012.

When calculating the percentage change in comparable store sales, the Company defines a new store to be comparable when it has been in operation for five full quarters. Relocated stores and stores with expanded square footage are included in comparable store sales since these units are located in existing markets and are open during construction. Planned store dispositions are excluded from the calculation. The Company only includes retail food stores in the calculation.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Results of Operations (continued)

Comparable store sales increased 2.0% in 2014 compared to 2013. Excluding fuel sales, comparable store sales increased 1.7%. The 2014 sales increase is attributed to the Company’s current pricing initiatives and sales building programs. Comparable store sales decreased 2.6% in 2013 compared to 2012. Excluding fuel sales, comparable store sales decreased 2.7% in 2013 compared to 2012. The 2013 sales decline is attributed to increased competition, cycling the 2012 sales impact of Hurricane Sandy and a decline in food stamp/SNAP (the United States Department of Agriculture’s Supplemental Nutrition Assistance Program) spending in its stores, which accelerated in the fourth quarter of 2013 with the reduction in SNAP benefits that went into effect on November 1, 2013.

The Company continues to make progress in a market impacted by a slowly recovering economy. It attributes the 2014 sales increase to its continued investments in lower pricing and disciplined sales building programs. In addition to targeted promotional activity in key regional markets, the Company started an aggressive sales building program in 2014, notably its “Three Ways to Save” sales initiative, which included the seasonal “Price Freeze” or “Get Grillin’” promotional program, Everyday Lower Prices (EDLP) and Lowest Price Guarantee program. On December 29, 2013, the Company launched a twelfth round of its "Price Freeze" program. This program froze prices on more than 2,000 products for a thirteen-week period. On March 30, 2014, the Company entered into another "Get Grillin'" promotional program. The "Get Grillin'" promotional program was a fifteen-week reduced pricing program on top items throughout the store that our customers found to be the most seasonally relevant. This program lowered prices on approximately 1,200 items. The EDLP program lowered prices on more than 1,000 regularly purchased items. The Lowest Price Guarantee program offers discounts on four items every week that the Company guarantees to be the lowest compared to local competitors. Compared to 2013, the Company generated a 1.5% increase in average sales per customer transaction in 2014, while identical customer store visits increased by 0.6%. Compared to 2012, the Company generated a 0.7% increase in average sales per customer transaction in 2013, while the number of identical customer store visits declined by 3.3%.

The Company’s results also benefited from increased operational efficiencies and improved in-stock conditions at store level. In addition, the Company’s Gold Card program, an extension of its existing Preferred Club Shopper program, continues to target the Company’s best shoppers with personalized offers and strong values to help them save money. The Company also continues to offer its "Gas Rewards" program in most markets. The "Gas Rewards" program allows Weis Preferred Shoppers club card members to earn gas discounts resulting from their in-store purchases. Customers can redeem these gas discounts at Sheetz convenience stores, located in most of the Company's markets, at Manley's Mighty Mart Valero locations, in the Binghamton, NY market or at any of the twenty-seven Weis Gas-n-Go locations.

Comparable center store sales decreased by 0.2% in 2014 compared to 2013. Comparable center store sales decreased 3.4% in 2013 compared to 2012. Center store was impacted by stagnant sales performance in key center store categories, increased competition and a decline in food stamp/SNAP spending in its stores, which accelerated in the fourth quarter of 2013 with the reduction in SNAP benefits that went into effect on November 1, 2013.

Comparable dairy sales increased 3.4% in 2014 compared to 2013. These increases are mainly attributed to commodity price inflation throughout the dairy category, with milk, cheese and butter seeing the largest increases. Despite the significant commodity price inflation, the Company was able to grow unit sales ahead of remaining market in 2014 as compared to 2013, through the continual promotion of dairy products in the EDLP and Lowest Price Guarantee programs.

Comparable fresh sales increased 3.0% in 2014 compared to 2013. This increase was primarily driven by the meat, seafood, deli and food service departments.

Comparable meat sales increased 3.8% in 2014 compared to 2013. In January 2014, the Company introduced the “Great Meals Start Here” program, which focuses on superior customer service along with educating our customers about our quality and our ability to cut fresh meat within the stores. This program coupled with price inflation; more strategic meat advertising; and a focus on improving store conditions and resetting the stores to better serve our customers’ needs has contributed to the increase in meat sales. Comparable meat sales decreased 2.5% in 2013 compared to 2012. With the cost of meat rising, the Company made the strategic decision to reduce retail prices in order to encourage meat sales. The Company sold 256,084 more pounds of meat in 2013, compared to 2012. Although total tonnage of meat sold increased, comparable meat sales decreased over the previous fiscal year due to the retail price reduction strategy.

Comparable seafood sales increased 5.1% in 2014 compared to 2013. The increase is credited to the Company’s renewed attention to promoting fresh seafood items, enhancing product variety and the Company’s ongoing commitment to the EDLP program.

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Results of Operations (continued)

Comparable deli sales increased 2.8% in 2014 compared to 2013. The sales increase is attributed to the EDLP program, particularly in slicing meats and cheeses, an increased focus on customer service and an expanded variety in the dips and spreads category. Comparable deli sales decreased 4.6% in 2013 compared to 2012. Sales declined in 2013 as a result of emergency sales surges in October 2012, which was caused by flooding due to Hurricane Sandy, which impacted regions of Pennsylvania and southern New York, where the majority of the Company's stores are located. Customers were unable to prepare meals at home for extended periods of time in 2012, resulting in increased deli sales. Additionally, 2013 sales were negatively affected by deli salad recalls occurring in September and which continued to impact the fourth quarter of 2013, due to a disruption in supply.

Comparable food service sales increased 6.6% in 2014 compared to 2013. This increase is due to increased promotional activity on key items within the department, partially through the EDLP program; an emphasis on delivering consistent product quality; the successful launch of new items within the department; and the conversion to "fresh" fried chicken in 48 stores.

Comparable pharmacy sales increased 8.5% in 2014 compared to 2013. Pharmacy sales experienced significant price inflation in 2014 but were negatively affected in 2013 due to the conversion of brand to generic drugs. In addition to price inflation, the sales increase is also attributable to an increased number of prescriptions being filled, partially due to the Company's in-store pet medication and medication synchronization programs. Also contributing to the increase, are some of the Company's stores having expanded pharmacy hours and more individuals are eligible for healthcare benefits under the Affordable Care Act. Comparable pharmacy sales decreased 2.2% in 2013 compared to 2012. Pharmacy sales were impacted by a $15.3 million and a $10.4 million decline in 2013 and 2012, respectively, due to the conversion of brand drugs to generic. Generics are sold at lower retail prices, decreasing total pharmacy sales. While sales dropped significantly in dollars because of the increased utilization of generic pharmaceuticals, the number of units sold in comparable stores also decreased 0.4% in 2013 compared to 2012. As part of management's strategy to offset this decline, the Company emphasized a continued focus on immunization while implementing in-store pet medications and a medication synchronization program.

Comparable fuel sales increased 0.4% in 2014 compared to 2013. Comparable fuel sales declined 8.3% in 2013 compared to 2012. Sales were affected by fuel price deflation in 2013, which resulted in lower retail gas sales.

Management remains confident in its ability to generate sales growth in a highly competitive environment, but also understands some competitors have greater financial resources and could use these resources to take measures which could adversely affect the Company's competitive position.

Cost of Sales and Gross Profit

Cost of sales consists of direct product costs (net of discounts and allowances), distribution center and transportation costs, as well as manufacturing facility operations.

According to the latest U.S. Bureau of Labor Statistics' report, the annual Seasonally Adjusted Food-at-Home Consumer Price Index increased 2.4% in 2014, 0.9% in 2013 and 2.4% in 2012. Even though the U.S. Bureau of Labor Statistics' index rates may be reflective of a trend, it will not necessarily be indicative of the Company's actual results. Despite the fluctuation of retail and wholesale prices, the Company maintained a gross profit rate of 27.1% in 2014, 27.7% in 2013 and 27.5% in 2012. The gross profit rate declined in 2014 as a result of the implementation of the Company's Three Ways to Save sales initiative, which consisted of the EDLP and Lowest Price Guarantee programs throughout the year, the "Price Freeze" program in the first quarter and the "Get Grillin'" program in the second quarter.

The Company experienced a LIFO charge of $911,000 for 2014, compared to a charge of $692,000 for 2013 and a charge of $1.2 million for 2012. With the exception of pharmacy, the Company expects wholesale price inflation to increase slightly in 2015.

The Company's profitability is impacted by the cost of oil. Fluctuating fuel prices affect the delivered cost of product and the cost of other petroleum-based supplies. As a percentage of sales, the cost of diesel fuel used by the Company to deliver goods from its distribution center to its stores decreased by 0.02% in 2014 compared to 2013 and remained unchanged in 2013 compared to 2012. According to the U.S. Department of Energy, the 52-week average diesel fuel price for the Central Atlantic States decreased $0.01 per gallon to $4.00 per gallon as of December 22, 2014, compared to $4.01 per gallon as of December 23, 2013. Diesel fuel prices for the Central Atlantic States peaked in February 2014 at $4.36 and steadily fell to $3.39 as of December 22, 2014. Based upon the U.S. Energy Information Administration's current projections, the Company is expecting diesel fuel prices to remain below $3.00 during 2015.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Results of Operations (continued)

Although the Company experienced product cost inflation and deflation in various commodities in 2014, 2013 and 2012, management cannot accurately measure the full impact of inflation or deflation on retail pricing due to changes in the types of merchandise sold between periods, shifts in customer buying patterns and the fluctuation of competitive factors.

Operating, General and Administrative Expenses

Business operating costs including expenses generated from administration and purchasing functions, are recorded in "Operating, general and administrative expenses." Business operating costs include items such as wages, benefits, utilities, repairs and maintenance, advertising costs and credits, rent, insurance, equipment depreciation, leasehold amortization and costs for outside provided services.

The Company may not be able to recover rising expenses through increased prices charged to its customers. Any delay in the Company's response to unforeseen cost increases or competitive pressures that prevent its ability to raise prices may cause earnings to suffer. A majority of our associates are paid hourly rates related to federal and state minimum wage laws. Although we have and will continue to attempt to pass along any increased labor costs through food price increases, there can be no assurance that all such increased labor costs can be reflected in our prices or that increased prices will be absorbed by consumers without diminishing consumer spending to some degree. However, to date, we have not experienced a significant reduction in profit margins as a result of changes in such laws, and management does not anticipate any significant related future reductions in gross profit margins.

Employee-related costs such as wages, employer paid taxes, health care benefits and retirement plans, comprise approximately 60% of the total “Operating, general and administrative expenses.” Employee-related costs increased $7.7 million or 2.0% in 2014 compared to 2013 and increased $4.6 million or 1.2% in 2013 compared to 2012. As a percent of sales, employee-related costs decreased 0.2% in 2014 compared to 2013 but increased 0.2% in 2013 compared to 2012. As a percent of sales, direct store labor decreased 0.2% in 2014 compared to 2013 but increased 0.3% in 2013 compared to 2012.

The Company expensed $1.1 million, $2.0 million and $1.1 million in 2014, 2013 and 2012, respectively, due to adjustments made to the non-qualified supplemental executive retirement plan resulting from a rise in the equity market. See Note 6 Retirement Plans, of Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company's retirement plans.

The Company's self-insured health care benefit expenses decreased 0.5% in 2014 compared to 2013 and decreased 14.9% in 2013 compared to 2012. During 2013, the Company incurred less expensive health care claims, compared to 2012. The Company remains concerned about the potential impact that The Patient Protection and Affordable Care Act will have on its future operating expenses.

On September 21, 2013, the Company entered into a separation agreement with the former President and Chief Executive Officer. The Company's "Operating, general and administrative expenses" were negatively impacted by the charge of $6.1 million worth of estimated expenses related to the separation agreement. See Exhibit 10, filed with the quarterly report on Form 10-Q filed on November 7, 2013, for more information pertaining to the separation agreement.

Depreciation and amortization expense was $66.9 million, or 2.4% of net sales, for 2014 compared to $58.3 million, or 2.2% of net sales, for 2013 and $50.7 million, or 1.9% of net sales, for 2012. The increase in depreciation and amortization expense in 2014 compared to 2013 and in 2013 compared to 2012 was the result of additional capital expenditures as the Company implements its capital expansion program. In the first quarter of 2012, the Company changed its accounting policy for property and equipment and switched the depreciation method for this group of assets from accelerated methods to straight-line. See Note 1 (j) to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company's change in accounting estimate related to depreciation expense. See the Liquidity and Capital Resources section for further information regarding the Company's capital expansion program.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Results of Operations (continued)

The Company recognized pre-tax gains of $2.6 million, $2.9 million and $1.7 million in 2014, 2013 and 2012, respectively, from the sale of two properties in 2014 and 2013 and one property in 2012. In 2013, the Company determined that the asset value of four properties was impaired. As a result, the Company recognized a pre-tax impairment loss of $2.1 million. See Note 1(l) to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company's impairment charges. Earnings were further impacted in 2013 by a $680,000 adjustment to liabilities for future expenses on closed stores.

Retail store profitability is sensitive to volatility in utility costs due to the amount of electricity and gas required to operate the Company's stores and facilities. The Company is responding to this volatility in operating costs by employing conservation technologies, procurement strategies and associate energy awareness programs to manage and reduce consumption. The Company continues to be a member of the EPA GreenChill program for advancing environmentally beneficial refrigerant management systems. The Company was awarded the GreenChill Distinguished Partner Award for leadership in refrigerant management due to the demonstrated extraordinary leadership and initiative in achieving GreenChill’s mission in 2013. This past year, the Company received three additional Gold Level Certified Stores. In total, the Company has twelve stores registered under the EPA GreenChill program. In 2012, the Company replaced its existing lighting system at its 1.1 million square-foot distribution center with low watt fluorescent and LED lighting, reducing energy consumption by 80% and operating costs by 30%. Its new store prototypes contain skylights that harvest natural daylight to reduce lighting costs, LED lighting and motion sensors in its frozen departments and energy management systems. All Company stores have an assigned Green Leader to promote in-store energy conservation. Despite these initiatives, the Company’s utility expense increased by $2.1 million or 5.3% in 2014 compared to 2013. The increase is primarily due to higher capacity charges and below average temperatures in the Mid-Atlantic States, the Company’s operating region, in the first quarter of 2014. However, the Company’s utility expense decreased by $1.0 million or 2.6% in 2013 compared to 2012, through the aforementioned initiatives, with the added benefit of clement weather and a declining market in electricity costs.

Investment Income

The Company’s investment portfolio consists of marketable securities, which currently includes municipal bonds and equity securities, as well as the Company’s SERP investment, which is comprised of mutual funds that are maintained within the Company’s non-qualified supplemental executive retirement plan and the non-qualified pharmacist deferred compensation plan. The Company classifies all of its municipal bonds and equity securities as available-for-sale. Investment income declined $2.4 million in 2014 compared to 2013. This decrease is primarily attributed to fewer sales of equity securities and a decline in the Company's SERP investment. The Company experienced a $1.4 million decrease in gains recognized on the sale of equity securities in 2014 compared to 2013 and the Company's SERP investment decreased by $797,000 in 2014 compared to 2013. Investment income increased by $1.2 million in 2013 compared to 2012, primarily resulting from the $868,000 increase in gains recognized on the sale of equity securities in 2013 compared to 2012.

Other Income

Upon completion, the Company recognized a gain of $414,000 on the bargain purchase of three former Genuardi locations in the Delaware Valley region of Pennsylvania, from Safeway Inc., in the second quarter of 2012.

Provision for Income Taxes

The effective income tax rate was 35.1%, 38.1% and 37.0% in 2014, 2013 and 2012, respectively. In 2014, pre-tax book income decreased significantly. Tax exempt interest and dividends eligible for a dividends received deduction increased, causing an increase to the net favorable permanent differences. The combination of the decrease to net income before taxes and increase to the net favorable permanent differences resulted in a drop in the effective rate for 2014. The rate increased starting in 2012 due to the decrease in the domestic production deduction also referred to as the Section 199 deduction. The qualifying manufacturing sales decreased during 2012 resulting in a sizeable provision to return adjustment which results in a higher effective tax rate. The effective income tax rate differs from the federal statutory rate of 35% primarily due to the effect of state taxes, net of permanent differences.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Liquidity and Capital Resources

Net cash provided by operating activities was $123.1 million in 2014, compared to $142.6 million in 2013 and $124.0 million in 2012. In 2013, management implemented new inventory control buying procedures that increased distribution center efficiencies. Under these new buying procedures, the distribution center inventory level decreased an average of $9.8 million per period during 2014 compared to 2013 and $7.0 million during the last nine fiscal months of 2013 compared to the same period in 2012. The Company's overall inventory level only decreased by $811,000 in 2014 compared to 2013 and $4.8 million in 2013 compared to 2012 as a result of holding more inventory at year end for the holidays and the addition of larger stores during each year. Working capital increased 5.8% in 2014, decreased 7.9% in 2013 and increased 2.7% in 2012, in each case compared to the prior year. The 2014 working capital increase is primarily attributed to the lower investment in the Company’s capital expansion program during 2014 compared to the previous years. Whereas, the 2013 decrease in working capital is primarily due to the utilization of marketable securities to fund the Company’s capital expansion program.

Net cash used in investing activities was $85.8 million in 2014 compared to $106.8 million in 2013 and $107.8 million in 2012. These funds were used primarily to purchase marketable securities and property and equipment in the three fiscal years presented. While the Company purchased marketable securities in all three years presented, the Company’s net marketable securities transactions resulted in the purchase of $8.4 million in 2014, compared to the disposal of $18.7 million in 2013 and the sale of $6.2 million in 2012. Property and equipment purchases totaled $79.2 million in 2014, compared to $128.1 million in 2013 and $115.9 million in 2012, which included the acquisition of a business in 2012. The Company acquired three former Genuardi stores for $6.1 million in 2012. As a percentage of sales, capital expenditures including the acquisition were 2.9%, 4.8% and 4.3% in 2014, 2013 and 2012, respectively. Proceeds from the sale of property and equipment decreased $837,000 in 2014 compared to 2013 despite the sale of properties in each of the first and third quarters of 2014 for a total of $2.8 million. Proceeds from the sale of property and equipment increased $1.9 million in 2013 compared to 2012, primarily due to the sale of two properties for $3.2 million in the second quarter of 2013.

The Company’s capital expansion program includes the construction of new superstores, the expansion and remodeling of existing units, the acquisition of sites for future expansion, new technology purchases and the continued upgrade of the Company’s distribution facilities and transportation fleet. Management estimates that its current development plans will require an investment of approximately $91.8 million in 2015.

Net cash used in financing activities was $32.3 million in 2014, 2013 and 2012, which solely consisted of dividend payments to shareholders. At December 27, 2014, the Company had outstanding letters of credit of $19.9 million. The letters of credit are maintained primarily to support performance, payment, deposit or surety obligations of the Company. The Company does not anticipate drawing on any of them.

Total cash dividend payments on common stock, on a per share basis, amounted to $1.20 in 2014, 2013 and 2012. No treasury stock was purchased in 2014, 2013 or 2012. The Board of Directors' 2004 resolution authorizing the repurchase of up to one million shares of the Company's common stock has a remaining balance of 752,468 shares.

The Company has no other commitment of capital resources as of December 27, 2014, other than the lease commitments on its store facilities under operating leases that expire at various dates through 2029. The Company anticipates funding its working capital requirements and its $91.8 million capital expansion program through cash and investment reserves and future internally generated cash flows from operations.

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Liquidity and Capital Resources (continued)

The Company’s earnings and cash flows are subject to fluctuations due to changes in interest rates as they relate to available-for-sale securities and any future long-term debt borrowings. The Company’s marketable securities portfolio currently consists of municipal bonds and equity securities. Other short-term investments are classified as cash equivalents on the Consolidated Balance Sheets.

Under its current policies, the Company invests in high-grade marketable debt securities and does not use interest rate derivative instruments to manage exposure to interest rate fluctuations. Currently, the Company’s investment strategy of obtaining marketable debt securities with maturity dates between one and ten years helps to minimize market risk and to maintain a balance between risk and return. The equity securities owned by the Company consist primarily of stock held in large capitalized companies trading on public security exchange markets. The Company’s management continually monitors the risk associated with its marketable securities. A quantitative tabular presentation of risk exposure is located in “Item 7a. Quantitative and Qualitative Disclosures about Market Risk” of this report.

By their nature, these financial instruments inherently expose the holders to market risk. The extent of the Company’s interest rate and other market risk is not quantifiable or predictable with precision due to the variability of future interest rates and other changes in market conditions. However, the Company believes that its exposure in this area is not material.

The Company experienced an unrealized holding gain net of deferred taxes of $927,000 in 2014 and unrealized holding losses net of deferred taxes of $36,000 in 2013 and $9,000 in 2012 (see Consolidated Statements of Comprehensive Income). As of December 27, 2014, the Company had $8.3 million in gross unrealized holding gains and $96,000 in gross unrealized holding losses related to marketable securities. See Note 2 Marketable Securities, of Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company’s marketable securities.

Contractual Obligations

The following table represents scheduled maturities of the Company’s long-term contractual obligations as of December 27, 2014.

(dollars in thousands)	Payments due by period Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	$ 199,974	$ 32,826	$ 58,593	$ 43,258	$ 65,297
Total	$ 199,974	$ 32,826	$ 58,593	$ 43,258	$ 65,297

Off-Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Company’s financial condition, results of operations or cash flows, except for the possibility that the Financial Accounting Standards Board could require the Company's store leases to be recognized on the balance sheet.

Critical Accounting Policies and Estimates

The Company has chosen accounting policies that it believes are appropriate to accurately and fairly report its operating results and financial position, and the Company applies those accounting policies in a consistent manner. The Significant Accounting Policies are summarized in Note 1 to the Consolidated Financial Statements. In the first quarter of 2012, the Company changed its accounting policy for the depreciation of property and equipment. See Note 1 (j) to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company’s change in accounting estimate related to depreciation expense.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Critical Accounting Policies and Estimates (continued)

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires that the Company makes estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. The Company evaluates these estimates and assumptions on an ongoing basis and may retain outside consultants, lawyers and actuaries to assist in its evaluation. The Company believes the following accounting policies are the most critical because they involve the most significant judgments and estimates used in preparation of its consolidated financial statements.

Inventories

Inventories are valued at the lower of cost or market, using both the last-in, first-out (LIFO) and average cost methods. The Company’s center store and pharmacy inventories are valued using LIFO and the Company’s fresh inventories are valued using average cost. The Company evaluates inventory shortages throughout the year based on actual physical counts in its facilities. Allowances for inventory shortages are recorded based on the results of these counts and to provide for estimated shortages from the last physical count to the financial statement date.

Property and Equipment

In the first quarter of 2012, the Company changed its accounting policy for property and equipment. Property and equipment continue to be recorded at cost. Prior to January 1, 2012, the Company provided for depreciation of buildings and improvements and equipment using accelerated methods. Effective January 1, 2012, the Company changed its method of depreciation for this group of assets from the accelerated methods to straight-line. Management deemed the change preferable because the straight-line method will more accurately reflect the pattern of usage and the expected benefits of such assets. Management also considered that the change will provide greater consistency with the depreciation methods used by other companies in the Company's industry. The change was accounted for as a change in accounting estimate effected by a change in accounting principle. The net book value of assets acquired prior to January 1, 2012 with useful lives remaining will be depreciated using the straight-line method prospectively. If the Company had continued using accelerated methods, depreciation expense would have been $11.5 million greater in 2012. Had accelerated methods continued to be used, after considering the impact of income taxes, the effect would decrease net income by $6.8 million or $.25 per share in 2012.

Leasehold improvements are unaffected by the change noted above. Leasehold improvements continue to be amortized using the straight line method over the terms of the leases or the useful lives of the assets, whichever is shorter.

Maintenance and repairs are expensed and renewals and betterments are capitalized. When assets are retired or otherwise disposed of, the assets and accumulated depreciation are removed from the respective accounts and any profit or loss on the disposition is credited or charged to "Operating, general and administrative expenses."

Goodwill and Intangible Assets

Intangible assets with an indefinite useful life are not amortized until their useful life is determined to be no longer indefinite and are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill is not amortized but tested for impairment for each reporting unit on an annual basis and between annual tests in certain circumstances.

To derive the fair value of the Company's sole reporting unit, the Company uses an income approach along with an analysis of its stock value. Under the income approach, fair value of a reporting unit is determined based on estimated future cash flows discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of the Company. Estimated future cash flows are based on the Company's internal projection model. The stock value evaluation consists of measuring the average market capitalization of the Company against its total asset value of its sole reporting unit. The Company completes an impairment test annually. See Note 1(l) to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company's impairment of long-lived assets.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Critical Accounting Policies and Estimates (continued)

Revenue Recognition

Revenue from the sale of products to the Company’s customers is recognized at the point of sale. Discounts provided to customers at the point of sale through the Weis Club Preferred Shopper loyalty program are recognized as a reduction in sales as products are sold. Periodically, the Company will run a point based sales incentive program that rewards customers with future sales discounts. The Company makes reasonable and reliable estimates of the amount of future discounts based upon historical experience and its customer data tracking software. Sales are reduced by these estimates over the life of the program. Discounts to customers at the point of sale provided by vendors, usually in the form of paper coupons, are not recognized as a reduction in sales provided the discounts are redeemable at any retailer that accepts those discounts. The Company records “Deferred revenue” for the sale of gift cards and revenue is recognized in “Net sales” at the time of customer redemption for products. Gift card breakage income is recognized in “Operating, general and administrative expenses” based upon historical redemption patterns and represents the balance of gift cards for which the Company believes the likelihood of redemption by the customer is remote. Sales tax is excluded from “Net sales.” The Company charges sales tax on all taxable customer purchases and remits these taxes monthly to the appropriate taxing jurisdiction. Merchandise return activity is immaterial to revenues due to products being returned quickly and the unit cost is relatively low.

Vendor Allowances

Vendor allowances related to the Company's buying and merchandising activities are recorded as a reduction of cost of sales as they are earned, in accordance with the underlying agreement. Off-invoice and bill-back allowances are used to reduce direct product costs upon the receipt of goods. Promotional rebates and credits are accounted for as a reduction in the cost of inventory and recognized when the related inventory is sold. Volume incentive discounts are realized as a reduction of cost of sales at the time it is deemed probable and reasonably estimable that the incentive target will be reached. Long-term contract incentives, which require an exclusive vendor relationship, are allocated over the life of the contract. Promotional allowance funds for specific vendor-sponsored programs are recognized as a reduction of cost of sales as the program occurs and the funds are earned per the agreement. Cash discounts for prompt payment of invoices are realized in cost of sales as invoices are paid. Warehouse and back-haul allowances provided by suppliers for distributing their product through the Company’s distribution system are recorded in cost of sales as the required performance is completed. Warehouse rack and slotting allowances are recorded in cost of sales when new items are initially set up in the Company's distribution system, which is when the related expenses are incurred and performance under the agreement is complete. Swell allowances for damaged goods are realized in cost of sales as provided by the supplier, helping to offset product shrink losses also recorded in cost of sales.

Store Closing Costs

The Company provides for closed store liabilities relating to the estimated post-closing lease liabilities and related other exit costs associated with the store closing commitments. The closed store liabilities are usually paid over the lease terms associated with the closed stores having remaining terms ranging from one to four years. At December 27, 2014, closed store lease liabilities totaled $955,000. The Company estimates the lease liabilities, net of estimated sublease income, using the undiscounted rent payments of closed stores. Other exit costs include estimated real estate taxes, common area maintenance, insurance and utility costs to be incurred after the store closes over the remaining lease term. Store closings are generally completed within one year after the decision to close. Adjustments to closed store liabilities and other exit costs primarily relate to changes in subtenants and actual exit costs differing from original estimates. Adjustments are made for changes in estimates in the period in which changes become known. Any excess store closing liability remaining upon settlement of the obligation is reversed to income in the period that such settlement is determined. Inventory write-downs, if any, in connection with store closings, are classified in cost of sales. Costs to transfer inventory and equipment from closed stores are expensed as incurred. Store closing liabilities are reviewed quarterly to ensure that any accrued amount that is no longer needed for its originally intended purpose is reversed to income in the proper period.

Self-Insurance

The Company is self-insured for a majority of its workers’ compensation, general liability, vehicle accident and associate medical benefit claims. The self-insurance liability for most of the workers’ compensation claims is determined based on historical data and an estimate of claims incurred but not reported. The other self-insurance liabilities are determined actuarially, based on claims filed and an estimate of claims incurred but not yet reported. The Company was liable for associate health claims up to an annual maximum of $750,000 per member prior to March 1, 2012, $1,250,000 per member prior to March 1, 2013, $2,000,000 per member prior to March 1, 2014 and an unlimited amount per member as of March 1, 2014. As of March 1, 2014, the Company purchased stop loss insurance which carries a $500,000 specific deductible with a $250,000 aggregating deductible. The Company is liable for workers' compensation claims up to $2,000,000 per claim. Property and casualty insurance coverage is maintained with outside carriers at deductible or retention levels ranging from $100,000 to $1,000,000. Significant assumptions used in the development of the actuarial estimates include reliance on the Company’s historical claims data including average monthly claims and average lag time between incurrence and reporting of the claim.

WEIS MARKETS, INC.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations: (continued)

Forward-Looking Statements

In addition to historical information, this Annual Report may contain forward-looking statements, which are included pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. For example, risks and uncertainties can arise with changes in: general economic conditions, including their impact on capital expenditures; business conditions in the retail industry; the regulatory environment; rapidly changing technology and competitive factors, including increased competition with regional and national retailers; and price pressures. Readers are cautioned not to place undue reliance on forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly revise or update these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in other documents the Company files periodically with the Securities and Exchange Commission.

Item 7a. Quantitative and Qualitative Disclosures about Market Risk:

(dollars in thousands)	Expected Maturity Dates							Fair Value
December 27, 2014	2015	2016	2017	2018	2019	Thereafter	Total	Dec. 27, 2014
Rate sensitive assets:								
Fixed interest rate securities	$ 5,200	$ 14,625	$ 12,535	$ 9,450	$ 4,275	$ 13,565	$ 59,650	$ 66,078
Average interest rate	3.17 %	1.24 %	1.64 %	2.54 %	1.84 %	2.71 %	2.15 %	

Other Relevant Market Risks

The Company’s equity securities at December 27, 2014 had a cost basis of $1,198,000 and a fair value of $7,881,000. The dividend yield realized on these equity investments was 8.43% in 2014. Market risk, as it relates to equities owned by the Company, is discussed within the “Liquidity and Capital Resources” section of “Management’s

Discussion and Analysis of Financial Condition and Results of Operations" contained within this report.

Table of Contents

Item 8. Financial Statements and Supplementary Data:

WEIS MARKETS, INC.

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)		
December 27, 2014 and December 28, 2013	2014	2013
Assets		
Current:		
Cash and cash equivalents	$ 22,986	$ 17,965
Marketable securities	73,959	63,093
SERP investment	9,121	8,752
Accounts receivable, net	70,642	57,193
Inventories	239,641	240,452
Prepaid expenses and other current assets	17,432	17,293
Income taxes recoverable	612	-
Total current assets	434,393	404,748
Property and equipment, net	716,860	704,985
Goodwill	35,162	35,162
Intangible and other assets, net	4,704	3,347
Total assets	$ 1,191,119	$ 1,148,242
Liabilities		
Current:		
Accounts payable	$ 144,812	$ 133,568
Accrued expenses	34,590	27,416
Accrued self-insurance	18,695	19,333
Deferred revenue, net	6,720	7,056
Income taxes payable	-	1,628
Deferred income taxes	5,800	4,219
Total current liabilities	210,617	193,220
Postretirement benefit obligations	18,672	17,101
Deferred income taxes	100,756	97,934
Other	3,242	5,934
Total liabilities	333,287	314,189
Shareholders' Equity		
Common stock, no par value, 100,800,000 shares authorized, 33,047,807 shares issued, 26,898,443 shares outstanding	9,949	9,949

Retained earnings	993,911	971,022
Accumulated other comprehensive income, net	4,829	3,939
	1,008,689	984,910
Treasury stock at cost, 6,149,364 shares	(150,857)	(150,857)
Total shareholders’ equity	857,832	834,053
Total liabilities and shareholders’ equity	$ 1,191,119	$ 1,148,242

See accompanying notes to consolidated financial statements.

Table of Contents

WEIS MARKETS, INC.

CONSOLIDATED STATEMENTS OF INCOME

(dollars in thousands, except shares and per share amounts)			
For the Fiscal Years Ended December 27, 2014,	2014	2013	2012
December 28, 2013 and December 29, 2012	(52 weeks)	(52 weeks)	(52 weeks)
Net sales	$ 2,776,683	$ 2,692,588	$ 2,701,405
Cost of sales, including warehousing and distribution expenses	2,023,721	1,947,120	1,958,852
Gross profit on sales	752,962	745,468	742,553
Operating, general and administrative expenses	670,251	634,286	615,521
Income from operations	82,711	111,182	127,032
Investment income	2,287	4,684	3,468
Other income	-	-	414
Income before provision for income taxes	84,998	115,866	130,914
Provision for income taxes	29,831	44,145	48,403
Net income	$ 55,167	$ 71,721	$ 82,511
Weighted-average shares outstanding, basic and diluted	26,898,443	26,898,443	26,898,443
Cash dividends per share	$ 1.20	$ 1.20	$ 1.20
Basic and diluted earnings per share	$ 2.05	$ 2.67	$ 3.07

See accompanying notes to consolidated financial statements.

Table of Contents

WEIS MARKETS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(dollars in thousands)			
For the Fiscal Years Ended December 27, 2014,	2014	2013	2012
December 28, 2013 and December 29, 2012	(52 weeks)	(52 weeks)	(52 weeks)
Net income	$ 55,167	$ 71,721	$ 82,511
Other comprehensive income (loss) by component, net of tax:			
Available-for-sale marketable securities			
Unrealized holding gains (losses) arising during period			
(Net of deferred taxes of $644, $23 and $0, respectively)	927	(36)	(9)
Reclassification adjustment for gains included in net income			
(Net of deferred taxes of $26, $730 and $293, respectively)	(37)	(1,044)	(420)
Other comprehensive income (loss), net of tax	890	(1,080)	(429)
Comprehensive income, net of tax	$ 56,057	$ 70,641	$ 82,082

See accompanying notes to consolidated financial statements.

WEIS MARKETS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(dollars in thousands, except shares) For the Fiscal Years Ended December 27, 2014, December 28, 2013 and December 29, 2012	Common Stock		Retained	Accumulated Other Comprehensive	Treasury Stock		Total Shareholders'
	Shares	Amount	Earnings	Income (Loss)	Shares	Amount	Equity
Balance at December 31, 2011	33,047,807	$ 9,949	$ 881,346	$ 5,448	6,149,364	$ (150,857)	$ 745,886
Net income	—	—	82,511	—	—	—	82,511
Other comprehensive loss, net of reclassification adjustments and tax	—	—	—	(429)	—	—	(429)
Dividends paid	—	—	(32,278)	—	—	—	(32,278)
Balance at December 29, 2012	33,047,807	9,949	931,579	5,019	6,149,364	(150,857)	795,690
Net income	—	—	71,721	—	—	—	71,721
Other comprehensive loss, net of reclassification adjustments and tax	—	—	—	(1,080)	—	—	(1,080)
Dividends paid	—	—	(32,278)	—	—	—	(32,278)
Balance at December 28, 2013	33,047,807	9,949	971,022	3,939	6,149,364	(150,857)	834,053
Net income	—	—	55,167	—	—	—	55,167
Other comprehensive income, net of reclassification adjustments and tax	—	—	—	890	—	—	890
Dividends paid	—	—	(32,278)	—	—	—	(32,278)
Balance at December 27, 2014	33,047,807	$ 9,949	$ 993,911	$ 4,829	6,149,364	$ (150,857)	$ 857,832

See accompanying notes to consolidated financial statements.

Table of Contents

WEIS MARKETS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)			
For the Fiscal Years Ended December 27, 2014,	2014	2013	2012
December 28, 2013 and December 29, 2012	(52 weeks)	(52 weeks)	(52 weeks)
Cash flows from operating activities:			
Net income	$ 55,167	$ 71,721	$ 82,511
Adjustments to reconcile net income to			
net cash provided by operating activities:			
Depreciation	59,004	51,068	44,153
Amortization	7,865	7,207	6,498
Gain on disposition of fixed assets	(2,630)	(2,033)	(1,407)
Impairment of fixed assets	-	2,088	-
Gain on sale of marketable securities	(63)	(1,775)	(713)
Gain on sale intangible assets	-	(780)	-
Gain on acquisition of business	-	-	(414)
Deferred income taxes	3,785	10,377	15,611
Changes in operating assets and liabilities:			
Inventories	811	4,791	(17,936)
Accounts receivable, prepaid expenses and other current assets	(13,588)	(10,512)	(2,569)
Income taxes recoverable	(612)	-	1,226
Accounts payable and other liabilities	15,894	9,546	(5,045)
Income taxes payable	(1,628)	269	1,359
Other	(895)	665	687
Net cash provided by operating activities	123,110	142,632	123,961
Cash flows from investing activities:			
Purchase of property and equipment	(79,177)	(128,055)	(109,774)
Proceeds from the sale of property and equipment	3,614	4,451	2,542
Purchase of marketable securities	(20,118)	(12,635)	(13,790)
Proceeds from maturities of marketable securities	4,050	1,150	-
Proceeds from the sale of marketable securities	7,668	30,170	19,941
Acquisition of business	-	-	(6,116)
Purchase of intangible assets	(1,479)	(937)	(439)
Proceeds from the sale of intangible assets	-	780	-
Change in SERP investment	(369)	(1,694)	(165)
Net cash used in investing activities	(85,811)	(106,770)	(107,801)
Cash flows from financing activities:			
Dividends paid	(32,278)	(32,278)	(32,278)
Net cash used in financing activities	(32,278)	(32,278)	(32,278)
Net increase (decrease) in cash and cash equivalents	5,021	3,584	(16,118)
Cash and cash equivalents at beginning of year	17,965	14,381	30,499

Cash and cash equivalents at end of year	$ 22,986	$ 17,965	$ 14,381

See accompanying notes to consolidated financial statements.

WEIS MARKETS, INC.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies utilized in preparing the Company’s consolidated financial statements:

(a) Description of Business

Weis Markets, Inc. is a Pennsylvania business corporation formed in 1924. The Company is engaged principally in the retail sale of food in Pennsylvania and surrounding states. The Company’s operations are reported as a single reportable segment. There was no material change in the nature of the Company's business during fiscal 2014.

(b) Definition of Fiscal Year

The Company’s fiscal year ends on the last Saturday in December. Fiscal 2014 was comprised of 52 weeks, ending on December 27, 2014. Fiscal 2013 was comprised of 52 weeks, ending on December 28, 2013. Fiscal 2012 was comprised of 52 weeks, ending on December 29, 2012. References to years in this annual report relate to fiscal years.

(c) Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

(d) Use of Estimates

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

(e) Correction for Immaterial Prior Period Misstatements

The Company corrected the $8.8 million balance related to “SERP investment” (consisting of level 1 mutual funds) by removing it from “Cash and cash equivalents” in the 2013 Consolidated Balance Sheet. The opening cash impact on the

2012 Consolidated Statement of Cash Flows was $6.9 million and the change to investing activities in 2012 was immaterial. The Company also corrected the “Loss (gain) on disposition/impairment of fixed assets” originally reported as a net loss of $55,000 in the 2013 Consolidated Statement of Cash Flows into the “Gain on disposition of fixed assets” of $2.0 million and the “Impairment of fixed assets” of $2.1 million. There is no cash impact on the 2013 Consolidated Statement of Cash Flows related to this change, since both line items still net to the originally reported $55,000.

(f) Cash and Cash Equivalents

The Company maintains its cash balances in the form of core checking accounts and money market accounts. The Company maintains cash deposits with banks that at times exceed applicable insurance limits. The Company reduces its exposure to credit risk by maintaining such deposits with high quality financial institutions that management believes are creditworthy.

The Company considers investments with an original maturity of three months or less to be cash equivalents. Investment amounts classified as cash equivalents as of December 27, 2014 and December 28, 2013 totaled $14.4 million and $7.2 million, respectively.

(g) Marketable Securities

Marketable securities consist of municipal bonds and equity securities. The Company invests primarily in high-grade marketable debt securities. The Company classifies all of its marketable securities as available-for-sale.

Available-for-sale securities are recorded at fair value as determined by quoted market price based on national markets. Unrealized holding gains and losses, net of the related tax effect, are excluded from earnings and are reported as a separate component of shareholders’ equity until realized. A decline in the fair value below cost that is deemed other than temporary results in a charge to earnings and the establishment of a new cost basis for the security. Dividend and interest income is recognized when earned. Realized gains and losses are included in earnings and are derived using the specific identification method for determining the cost of securities.

(h) Accounts Receivable

Accounts receivable are stated net of an allowance for uncollectible accounts of $1,578,000 and $1,882,000 as of December 27, 2014 and December 28, 2013, respectively. The reserve balance relates to amounts due from pharmacy third party providers, retail customer returned checks, manufacturing customers, vendors and tenants. The Company maintains an allowance for the amount of receivables deemed to be uncollectible and calculates this amount based upon historical collection activity adjusted for current conditions. Customer electronic payments accepted at the point of sale are classified as accounts receivable until collected.

WEIS MARKETS, INC.

Table of Contents

Note 1 Summary of Significant Accounting Policies (continued)

(i) Inventories

Inventories are valued at the lower of cost or market, using both the last-in, first-out (LIFO) and average cost methods. The Company's center store and pharmacy inventories are valued using LIFO and the Company's fresh inventories are valued using average cost. The Company evaluates inventory shortages throughout the year based on actual physical counts in its facilities. Allowances for inventory shortages are recorded based on the results of these counts and to provide for estimated shortages from the last physical count to the financial statement date.

(j) Property and Equipment

In the first quarter of 2012, the Company changed its accounting policy for property and equipment. Property and equipment continue to be recorded at cost. Prior to January 1, 2012, the Company provided for depreciation of buildings and improvements and equipment using accelerated methods. Effective January 1, 2012, the Company changed its method of depreciation for this group of assets from the accelerated methods to straight-line. Management deemed the change preferable because the straight-line method will more accurately reflect the pattern of usage and the expected benefits of such assets. Management also considered that the change will provide greater consistency with the depreciation methods used by other companies in the Company's industry. The change was accounted for as a change in accounting estimate effected by a change in accounting principle. The net book value of assets acquired prior to January 1, 2012 with useful lives remaining will be depreciated using the straight-line method prospectively. If the Company had continued using accelerated methods, depreciation expense would have been $11.5 million greater in 2012. Had accelerated methods continued to be used, after considering the impact of income taxes, the effect would decrease net income by $6.8 million or $.25 per share in 2012.

Leasehold improvements are unaffected by the change noted above. Leasehold improvements continue to be amortized using the straight-line method over the terms of the leases or the useful lives of the assets, whichever is shorter.

Maintenance and repairs are expensed and renewals and betterments are capitalized. When assets are retired or otherwise disposed of, the assets and accumulated depreciation are removed from the respective accounts and any profit or loss on the disposition is credited or charged to "Operating, general and administrative expenses."

(k) Goodwill and Intangible Assets

Intangible assets with an indefinite useful life are not amortized until their useful life is determined to be no longer indefinite and are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill is not amortized but tested for impairment for each reporting unit on an annual basis and between annual tests in certain circumstances.

To derive the fair value of the Company's sole reporting unit, the Company uses an income approach along with an analysis of its stock value. Under the income approach, fair value of a reporting unit is determined based on estimated future cash flows discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of the Company. Estimated future cash flows are based on the Company's internal projection model. The stock value evaluation consists of measuring the average market capitalization of the Company against its total asset value of its sole reporting unit. The Company completes an impairment test annually. See Note 1(l) to the Consolidated Financial Statements included in this Annual Report on Form 10-K for more information on the Company's impairment of long-lived assets.

WEIS MARKETS, INC.

Table of Contents

Note 1 Summary of Significant Accounting Policies (continued)

(k) Goodwill and Intangible Assets (continued)

The Company's intangible assets and related accumulated amortization at December 27, 2014 and December 28, 2013 consisted of the following:

	December 27, 2014			December 28, 2013		
(dollars in thousands)	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Lease Acquisitions	$ 3,654	$ 2,418	$ 1,236	$ 3,654	$ 2,235	$ 1,419
Liquor Licenses	3,358	-	3,358	1,879	65	1,814
Customer Lists	120	10	110	120	6	114
Total	$ 7,132	$ 2,428	$ 4,704	$ 5,653	$ 2,306	$ 3,347

Intangible assets with a definite useful life are generally amortized on a straight-line basis over periods ranging from 15 to 30 years. Estimated amortization expense for the next five fiscal years is approximately $189,000 in 2015, $189,000 in 2016, $189,000 in 2017, $189,000 in 2018 and $189,000 in 2019. As of December 27, 2014, the Company's intangible assets with indefinite lives consisted of goodwill and Pennsylvania liquor licenses.

(l) Impairment of Long-Lived Assets

The Company periodically evaluates the period of depreciation or amortization for long-lived assets to determine whether current circumstances warrant revised estimates of useful lives. The Company completes an impairment test annually. The Company also reviews its property and equipment for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Recoverability is measured by a comparison of the carrying amount to the net undiscounted cash flows expected to be generated by the asset. An impairment loss would be recorded for the excess of net book value over the fair value of the asset impaired. The fair value is estimated based on expected discounted future cash flows.

With respect to owned property and equipment associated with closed stores, the value of the property and equipment is adjusted to reflect recoverable values based on the Company's prior history of disposing of similar assets and current economic conditions.

In accordance with Accounting Standards Codification No. 360, Property, Plant and Equipment, the Company recorded a pre-tax charge of $2.1 million in the third quarter of 2013 for the impairment of long-lived assets, including equipment and leasehold improvements. The charge was a result of management determining that the net book value of four properties was impaired. This charge was included as a component of "Operating, general and administrative expenses."

The results of impairment tests are subject to management's estimates and assumptions of projected cash flows and operating results. The Company believes that, based on current conditions, materially different reported results are not likely to result from long-lived asset impairments. However, a change in assumptions or market conditions could result in a change in estimated future cash flows and the likelihood of materially different reported results.

(m) Store Closing Costs

The Company provides for closed store liabilities relating to the estimated post-closing lease liabilities and related other exit costs associated with the store closing commitments. Currently, closed stores have remaining lease terms ranging from one to four years, and the liabilities associated with these closed store leases are paid over the terms of the lease. Closed store lease liabilities totaled $955,000 and $1,193,000 as of December 27, 2014 and December 28, 2013, respectively. The Company estimates the lease liabilities, net of estimated sublease income, using the undiscounted rent payments of closed stores. Adjustments to closed store liabilities primarily relate to changes in sublease income and actual exit costs differing from original estimates. Adjustments are made for changes in estimates in the period in which the change becomes known. Store closing liabilities are reviewed quarterly to ensure that any accrued amount that is not a sufficient estimate of future costs, or that no longer is needed for its originally intended purpose, is adjusted to income in the proper period.

WEIS MARKETS, INC.

Table of Contents

Note 1 Summary of Significant Accounting Policies (continued)

(m) Store Closing Costs (continued)

The following table summarizes accrual activity for future lease obligations of stores that were closed in the normal course of business:

(dollars in thousands)		Future Lease Obligations
Balance at December 29, 2012	$	635
Additions		680
Payments		(33)
Adjustments		(89)
Balance at December 28, 2013		1,193
Additions		119
Payments		(375)
Adjustments		18
Balance at December 27, 2014	$	955

(n) Self-Insurance

The Company is self-insured for a majority of its workers’ compensation, general liability, vehicle accident and associate medical benefit claims. Self-insurance costs are accrued based upon the aggregate of the liability for reported claims and an estimated liability for claims incurred but not reported. The Company was liable for associate health claims up to an annual maximum of $750,000 per member prior to March 1, 2012, $1,250,000 per member prior to March 1, 2013, $2,000,000 per member prior to March 1, 2014 and an unlimited amount per member as of March 1, 2014. As of March 1, 2014, the Company purchased stop loss insurance which carries a $500,000 specific deductible with a $250,000 aggregating deductible. The Company is liable for workers' compensation claims up to $2,000,000 per claim. Property and casualty insurance coverage is maintained with outside carriers at deductible or retention levels ranging from $100,000 to $1,000,000.

(o) Income Taxes

The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

(p) Earnings Per Share

Earnings per share are based on the weighted-average number of common shares outstanding.

(q) Revenue Recognition

Revenue from the sale of products to the Company's customers is recognized at the point of sale. Discounts provided to customers at the point of sale through the Weis Club Preferred Shopper loyalty program are recognized as a reduction in sales as products are sold. Periodically, the Company will run a point based sales incentive program that rewards customers with future sales discounts. The Company makes reasonable and reliable estimates of the amount of future discounts based upon historical experience and its customer data tracking software. Sales are reduced by these estimates over the life of the program. Discounts to customers at the point of sale provided by vendors, usually in the form of paper coupons, are not recognized as a reduction in sales provided the discounts are redeemable at any retailer that accepts those discounts. The Company records "Deferred revenue" for the sale of gift cards and revenue is recognized in "Net sales" at the time of customer redemption for products. Gift card breakage income is recognized in "Operating, general and administrative expenses" based upon historical redemption patterns and represents the balance of gift cards for which the Company believes the likelihood of redemption by the customer is remote. Sales tax is excluded from "Net sales." The Company charges sales tax on all taxable customer purchases and remits these taxes monthly to the appropriate taxing jurisdiction. Merchandise return activity is immaterial to revenues due to products being returned quickly and the unit cost is relatively low.

WEIS MARKETS, INC.

Table of Contents

Note 1 Summary of Significant Accounting Policies (continued)

(r) Cost of Sales, Including Warehousing and Distribution Expenses

“Cost of sales, including warehousing and distribution expenses” consists of direct product (net of discounts and allowances), distribution center and transportation costs, as well as manufacturing facility operations.

(s) Vendor Allowances

Vendor allowances that relate to the Company's buying and merchandising activities are recorded as a reduction of cost of sales as they are earned, in accordance with the underlying agreement. Off-invoice and bill-back allowances are used to reduce direct product costs upon the receipt of goods. Promotional rebates and credits are accounted for as a reduction in the cost of inventory and recognized when the related inventory is sold. Volume incentive discounts are realized as a reduction of cost of sales at the time it is deemed probable and reasonably estimable that the incentive target will be reached. Long-term contract incentives, which require an exclusive vendor relationship, are allocated over the life of the contract. Promotional allowance funds for specific vendor-sponsored programs are recognized as a reduction of cost of sales as the program occurs and the funds are earned per the agreement. Cash discounts for prompt payment of invoices are realized in cost of sales as invoices are paid. Warehouse and back-haul allowances provided by suppliers for distributing their product through the Company’s distribution system are recorded in cost of sales as the required performance is completed. Warehouse rack and slotting allowances are recorded in cost of sales when new items are initially set up in the Company's distribution system, which is when the related expenses are incurred and performance under the agreement is complete. Swell allowances for damaged goods are realized in cost of sales as provided by the supplier, helping to offset product shrink losses also recorded in cost of sales.

Vendor allowances recorded as credits in cost of sales totaled $89.5 million in 2014, $76.4 million in 2013 and $75.1 million in 2012. Vendor paid cooperative advertising credits totaled $16.0 million in 2014, $16.0 million in 2013 and $16.4 million in 2012. These credits were netted against advertising costs within “Operating, general and administrative expenses.” The Company had accounts receivable due from vendors of $395,000 and $440,000 for earned advertising credits and $5.7 million and $5.8 million for earned promotional discounts as of December 27, 2014 and December 28, 2013, respectively. The Company had $734,000 and $911,000 in unearned income included in accrued liabilities for unearned vendor programs under long-term contracts for display and shelf space allocation as of December 27, 2014 and December 28, 2013, respectively.

(t) Operating, General and Administrative Expenses

Business operating costs including expenses generated from administration and purchasing functions, are recorded in “Operating, general and administrative expenses” in the Consolidated Statements of Income. Business operating costs include items such as wages, benefits, utilities, repairs and maintenance, advertising costs and credits, rent, insurance, equipment depreciation, leasehold amortization and costs for outside provided services.

(u) Advertising Costs

The Company expenses advertising costs as incurred. The Company recorded advertising expense, before vendor paid cooperative advertising credits, of $24.6 million in 2014, $23.5 million in 2013 and $23.5 million in 2012 in "Operating, general and administrative expenses."

(v) Rental Income

The Company leases or subleases space to tenants in owned, vacated and open store facilities. Rental income is recorded when earned as a component of "Operating, general and administrative expenses." All leases are operating leases, as disclosed in Note 5.

WEIS MARKETS, INC.

Table of Contents

Note 1 Summary of Significant Accounting Policies (continued)

(w) Current Relevant Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606), which amended the existing accounting standards for revenue recognition. ASU 2014-09 establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. The amendments may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of initial application. The Company is currently in the process of evaluating the impact of adoption of the ASU on its consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 amends guidance on reporting discontinued operations only if the disposal of a component of an entity or group of components of an entity represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. It also allows companies to have significant continuing involvement and continuing cash flows with the discontinued operations. Additional disclosures are also required for discontinued operations and individually material disposal transactions that do not meet the definition of a discontinued operation. The standard should be applied prospectively for all disposals of components of an entity and for all businesses that, on acquisition, are classified as held for sale that occurred within annual periods beginning on or after December 15, 2014, including interim periods within that reporting period. The Company is currently in the process of evaluating the impact of adoption of the ASU on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40)(Topic 718): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. ASU 2014-15 provides guidance related to management's responsibility to evaluate whether there is substantial doubt about the entity's ability to continue as a going concern and to provide related footnote disclosures. The new requirements are effective for the annual periods ending after December 15, 2016, and for interim periods and annual periods thereafter. Early adoption is permitted. Adoption of the new ASU will not have an impact on the Company's consolidated financial statements.

WEIS MARKETS, INC.

Table of Contents

Note 2 Marketable Securities

The Company's marketable securities are all classified as available-for-sale. FASB has established three levels of inputs that may be used to measure fair value:

Level 1 Observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2 Observable inputs, other than Level 1 inputs in active markets, that are observable either directly

or indirectly; and

Level 3 Unobservable inputs for which there is little or no market data, which require the reporting entity

to develop its own assumptions.

The Company's marketable securities valued using Level 1 inputs include highly liquid equity securities, for which quoted market prices are available. The Company's bond portfolio is valued using Level 2 inputs. The Company's bonds are valued using a combination of pricing for similar securities, recently executed transactions, cash flow models with yield curves and other pricing models utilizing observable inputs, which are considered Level 2 inputs.

For Level 2 investment valuation, the Company utilizes standard pricing procedures of its investment brokerage firm(s), which include various third party pricing services. These procedures also require specific price monitoring practices as well as pricing review reports, valuation oversight and pricing challenge procedures to maintain the most accurate representation of investment fair market value. In addition, the Company engaged an independent firm to value a sample of the Company's municipal bond holdings in order to validate the investment's assigned fair value.

Marketable securities, as of December 27, 2014 and December 28, 2013, consisted of:

(dollars in thousands) December 27, 2014	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale:				
Level 1				
Equity securities	$ 1,198	$ 6,683	$ -	$ 7,881
Level 2				
Municipal bonds	64,561	1,613	(96)	66,078
	$ 65,759	$ 8,296	$ (96)	$ 73,959

(dollars in thousands) December 28, 2013	Amortized Cost		Gross Unrealized Holding Gains		Gross Unrealized Holding Losses		Fair Value	
Available-for-sale:								
Level 1								
Equity securities	$	970	$	7,239	$	-	$	8,209
Level 2								
Municipal bonds		55,431		686		(1,233)		54,884
	$	56,401	$	7,925	$	(1,233)	$	63,093

Maturities of marketable securities classified as available-for-sale at December 27, 2014, were as follows:

(dollars in thousands)		Amortized Cost		Fair Value
Available-for-sale:				
Due within one year	$	1,875	$	1,912
Due after one year through five years		46,613		47,740
Due after five years through ten years		16,073		16,426
Equity securities		1,198		7,881
	$	65,759	$	73,959

Note 3 Inventories

Merchandise inventories, as of December 27, 2014 and December 28, 2013, were valued as follows:

(dollars in thousands)	2014	2013
LIFO	$ 193,621	$ 187,178
Average cost	46,020	53,274
	$ 239,641	$ 240,452

Management believes the use of the LIFO method for valuing certain inventories represents the most appropriate matching of costs and revenues in the Company's circumstances. If all inventories were valued on the average cost method, which approximates current cost, total inventories would have been $79,933,000 and $79,022,000 higher than as reported on the above methods as of December 27, 2014 and December 28, 2013, respectively. During 2013, the Company had certain decrements in its LIFO pools, which had an insignificant impact on the cost of sales.

Note 4 Property and Equipment

Property and equipment, as of December 27, 2014 and December 28, 2013, consisted of:

(dollars in thousands)	Useful Life (in years)	2014	2013
Land		$ 103,240	$ 97,906
Buildings and improvements	10-60	544,309	527,789
Equipment	3-12	911,169	874,008
Leasehold improvements	5-20	193,842	184,995
Total, at cost		1,752,560	1,684,698
Less accumulated depreciation and amortization		1,035,700	979,713
		$ 716,860	$ 704,985

Note 5 Lease Commitments

At December 27, 2014, the Company leased approximately 50% of its open store facilities under operating leases that expire at various dates through 2029. These leases generally provide for fixed annual rentals; however, several provide for minimum annual rentals plus contingent rentals as a percentage of annual sales and a number of leases require the Company to pay for all or a portion of insurance, real estate taxes, water and sewer rentals, and repairs, the cost of which is charged to the related expense category rather than being accounted for as rent expense. Most of the leases contain multiple renewal options, under which the Company may extend the lease terms from 5 to 20 years. Rents on operating leases, including agreements with step rents, are charged to expense on a straight-line basis over the minimum lease term.

Rent expense and income on all leases consisted of:

(dollars in thousands)	2014	2013	2012
Minimum annual rentals	$ 35,183	$ 32,817	$ 30,141
Contingent rentals	409	386	134
Lease or sublease income	(6,881)	(6,452)	(6,352)
	$ 28,711	$ 26,751	$ 23,923

WEIS MARKETS, INC.

Table of Contents

Note 5 Lease Commitments (continued)

The following is a schedule by years of future minimum rental payments required under operating leases and total minimum sublease and lease rental income to be received that have initial or remaining non-cancelable lease terms in excess of one year as of December 27, 2014.

(dollars in thousands)	Leases	Subleases
2015	$ 32,826	$ (2,962)
2016	31,619	(2,796)
2017	26,974	(2,261)
2018	24,073	(1,621)
2019	19,185	(855)
Thereafter	65,297	(2,478)
	$ 199,974	$ (12,973)

The Company has $455,000 accrued as of December 27, 2014 and had $521,000 accrued as of December 28, 2013, for future minimum rental payments due on previously closed stores, reduced by the estimated sublease income to be received. The future minimum rental payments required under operating leases and estimated sublease income for these locations are included in the above schedule.

Note 6 Retirement Plans

The Company has a contributory retirement savings plan, the Weis Markets, Inc. Retirement Savings Plan, covering substantially all full-time associates. The Company had a noncontributory profit-sharing plan, the Weis Markets, Inc. Profit Sharing Plan, covering eligible associates which included certain salaried associates, store management and administrative support personnel. Effective December 1, 2009, the Weis Markets, Inc. Profit Sharing Plan was merged into the Weis Markets, Inc. Retirement Savings Plan. The Company also has three supplemental retirement plans covering highly compensated employees of the Company. The Company's policy is to fund all qualified retirement plan costs as accrued, but not supplemental retirement costs. Employer contributions to the qualified retirement plans are made at the sole discretion of the Company.

Retirement plan costs:

(dollars in thousands)	2014	2013	2012
Retirement savings plan	$ 1,752	$ 1,715	$ 1,560
Profit-sharing plan	1,258	1,750	1,650
Deferred compensation plan	1,328	126	291
Supplemental retirement plan	1,061	2,025	1,105
Pharmacist deferred compensation plan	(228)	178	198
	$ 5,171	$ 5,794	$ 4,804

The Company maintains a non-qualified deferred compensation plan for the payment of specific amounts of annual retirement benefits to certain officers or their beneficiaries over an actuarially computed normal life expectancy. The benefits are determined through actuarial calculations dependent on the age of the recipient, using an assumed discount rate. The Company deems the discount rate to be consistent over time with the rate of return on equity for the Company due to funding the total liability with Company assets. The plan is unfunded and accounted for on an accrual basis. The projected benefit obligations are equal to the liability for pension benefits included in “Accrued expenses” and “Postretirement benefit obligations” in the Consolidated Balance Sheets.

WEIS MARKETS, INC.

Table of Contents

Note 6 Retirement Plans (continued)

Change in the benefit obligations:

(dollars in thousands)	2014	2013
Benefit obligations at beginning of year	$ 7,800	$ 7,726
Interest cost	581	575
Benefit payments	(51)	(51)
Actuarial loss (gain)	747	(450)
	$ 9,077	$ 7,800

Weighted-average assumptions used to determine benefit obligations:	2014	2013
Discount rate	7.50%	7.50%

Components of net periodic benefit cost:

(dollars in thousands)	2014	2013	2012
Interest cost	$ 581	$ 575	$ 557
Amount of recognized (loss) gain	(696)	501	318

Estimated future benefit payments:

(dollars in thousands)	Benefits
2015	$ 51
2016	1,929
2017	1,929
2018	1,929
2019	1,929

2020 - 2024	9,643

The Company also maintains a non-qualified supplemental executive retirement plan and a non-qualified pharmacist deferred compensation plan for certain of its associates. These plans are designed to provide retirement benefits and salary deferral opportunities because of limitations imposed by the Internal Revenue Code and the Regulations implemented by the Internal Revenue Service. These plans are unfunded and accounted for on an accrual basis. Participants in these plans are excluded from participation in the profit sharing portion of the Weis Markets, Inc. Retirement Savings Plan once their yearly earnings exceed the IRS highly compensated threshold. The Board of Directors annually determines the amount of the allocation to the plans at its sole discretion. The allocation among the various plan participants is made in both flat dollar amounts and in relationship to their compensation. Plan participants are 100% vested in their accounts after six years of service with the Company. Benefits are distributed among participants upon reaching the applicable retirement age. Substantial risk of benefit forfeiture does exist for participants in these plans. The present value of accumulated benefits amounted to $9,646,000 and $9,352,000 at December 27, 2014 and December 28, 2013, respectively, and is included in “Postretirement benefit obligations” in the Consolidated Balance Sheets.

The Company has no other postretirement benefit plans.

WEIS MARKETS, INC.

Table of Contents

Note 7 Accumulated Other Comprehensive Income

All balances in accumulated other comprehensive income are related to available-for-sale marketable securities. The following table sets forth the balance of the Company's accumulated other comprehensive income, net of tax.

(dollars in thousands)	Unrealized Gains on Available-for-Sale Marketable Securities
Accumulated other comprehensive income balance as of December 29, 2012	$ 5,019
Other comprehensive loss before reclassifications	(36)
Amounts reclassified from accumulated other comprehensive income	(1,044)
Net current period other comprehensive loss	(1,080)
Accumulated other comprehensive income balance as of December 28, 2013	$ 3,939
Other comprehensive income before reclassifications	927
Amounts reclassified from accumulated other comprehensive income	(37)
Net current period other comprehensive income	890
Accumulated other comprehensive income balance as of December 27, 2014	$ 4,829

The following table sets forth the effects on net income of the amounts reclassified out of accumulated other comprehensive income for the periods ended December 27, 2014, December 28, 2013 and December 29, 2012.

		Gains (Losses) Reclassified from Accumulated Other Comprehensive Income to the Consolidated Statements of Income		
(dollars in thousands)	Location	2014	2013	2012
Unrealized gains on available-for-sale marketable securities				
	Investment income	$ 63	$ 1,774	$ 713
	Provision for income taxes	(26)	(730)	(293)
Total amount reclassified, net of tax		$ 37	$ 1,044	$ 420

WEIS MARKETS, INC.

Table of Contents

Note 8 Income Taxes

The provision (benefit) for income taxes consists of:

(dollars in thousands)	2014	2013	2012
Current:			
Federal	$ 24,809	$ 26,994	$ 30,258
State	1,237	6,774	2,534
Deferred:			
Federal	2,686	8,184	12,107
State	1,099	2,193	3,504
	$ 29,831	$ 44,145	$ 48,403

The reconciliation of income taxes computed at the federal statutory rate (35% in 2014, 2013 and 2012) to the provision for income taxes is:

(dollars in thousands)	2014	2013	2012
Income taxes at federal statutory rate	$ 29,749	$ 40,553	$ 45,820
State income taxes, net of federal income tax benefit	1,519	5,828	3,925
Other	(1,437)	(2,236)	(1,342)
Provision for income taxes (effective tax rate 35.1%, 38.1% and 37.0%, respectively)	$ 29,831	$ 44,145	$ 48,403

Cash paid for federal income taxes was $25,000,000, $26,350,000 and $27,500,000 in 2014, 2013 and 2012 respectively.

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities at December 27, 2014 and December 28, 2013, are:

(dollars in thousands)	2014	2013
Deferred tax assets:		
Accounts receivable	$ 615	$ 585
Compensated absences	362	403
Long term employment incentives	1,161	2,785
Employee benefit plans	3,771	4,221
General liability insurance	1,344	1,223
Postretirement benefit obligations	7,676	7,037
Net operating loss carryforwards	6,218	5,736

Other		1,358		-
Total deferred tax assets		22,505		21,990
Deferred tax liabilities:				
Inventories		(7,459)		(6,809)
Unrealized gains on marketable securities		(3,371)		(2,753)
Nondeductible accruals and other		(6,522)		(4,745)
Depreciation		(111,709)		(109,836)
Total deferred tax liabilities		(129,061)		(124,143)
Net deferred tax liability	$	(106,556)	$	(102,153)
Current deferred liability - net	$	(5,800)	$	(4,219)
Noncurrent deferred liability - net		(100,756)		(97,934)
Net deferred tax liability	$	(106,556)	$	(102,153)

38

WEIS MARKETS, INC.

Table of Contents

Note 8 Income Taxes (continued)

The following table summarizes the activity related to the Company’s unrecognized tax benefits:

(dollars in thousands)	2014	2013
Unrecognized tax benefits at beginning of year	$ -	$ 225
Increases based on tax positions related to the current year	-	-
Additions for tax positions of prior year	-	-
Reductions for tax positions of prior years	-	-
Settlements	-	(225)
Expiration of the statute of limitations for assessment of taxes	-	-
Unrecognized tax benefits at end of year	$ -	$ -

During 2013, the Company completed a final settlement with a state taxing authority resulting in a $225,000 state tax benefit net of Federal income taxes.

The Company’s U.S. Federal income tax filings have been examined by the Internal Revenue Service through 2008. The Company or one of its subsidiaries files tax returns in various states. The tax years subject to examination in Pennsylvania, where the majority of the Company's revenues are generated, are 2011 to 2014.

The Company has net operating loss carryforwards of $95.5 million available for state income tax purposes. The net operating losses will begin to expire starting in 2027. The Company expects to fully utilize these net operating loss carryforwards.

Note 9 Acquisition of Business

Fiscal 2014 Acquisitions

There were no acquisitions for fiscal 2014.

Fiscal 2013 Acquisitions

There were no acquisitions for fiscal 2013.

Fiscal 2012 Acquisitions

On June 11, 2012, Weis Markets, Inc. acquired three former Genuardi's stores located in Conshohocken, Doylestown and Norristown, Pennsylvania from Safeway Inc. Weis Markets, Inc. acquired the store locations and operations of these three former Genuardi's stores in an effort to establish its retail presence in the Delaware Valley. The results of operations of the three former Genuardi's stores are included in the accompanying consolidated financial statements from the date of acquisition. The three former Genuardi's stores contributed $22.1 million to sales in 2012.

The cash purchase price paid to Safeway Inc. was $6.1 million. The Company recognized a gain of $414,000 on the bargain purchase. The purchased assets include inventories, equipment and intangible assets. Weis Markets, Inc. assumed all three lease obligations of the former Genuardi's stores.

The following table summarizes the fair values of the assets acquired at the date of acquisition.

(dollars in thousands)		June 11, 2012
Inventories	$	1,116
Equipment		5,294
Intangible assets		120
Total assets acquired	$	6,530

WEIS MARKETS, INC.

Table of Contents

Note 10 Summary of Quarterly Results (Unaudited)

Quarterly financial data for 2014 and 2013 are as follows:

(dollars in thousands, except per share amounts)	Thirteen Weeks Ended			
	March 29, 2014	June 28, 2014	September 27, 2014	December 27, 2014
Net sales	$ 687,127	$ 691,875	$ 683,893	$ 713,788
Gross profit on sales	186,768	187,724	185,677	192,793
Net income	14,766	12,798	13,707	13,896
Basic and diluted earnings per share	.55	.48	.51	.51

(dollars in thousands, except per share amounts)	Thirteen Weeks Ended			
	March 30, 2013	June 29, 2013	September 28, 2013	December 28, 2013
Net sales	$ 682,712	$ 662,072	$ 661,412	$ 686,392
Gross profit on sales	191,127	190,322	182,763	181,256
Net income	20,129	24,179	11,692	15,721
Basic and diluted earnings per share	.75	.90	.43	.59

Note 11 Fair Value Information

The carrying amounts for cash, accounts receivable and accounts payable approximate fair value because of the short maturities of these instruments. The fair values of the Company’s marketable securities, as disclosed in Note 2, are based on quoted market prices and institutional pricing guidelines for those securities not classified as Level 1 securities.

Note 12 Contingencies

The Company is involved in various legal actions arising out of the normal course of business. The Company also accrues for tax contingencies when it is probable that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated, based on past experience. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

40

WEIS MARKETS, INC.

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Weis Markets, Inc.

We have audited the accompanying consolidated balance sheet of Weis Markets, Inc. as of December 27, 2014 and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the period then ended. Our audit also included the financial statement schedule listed in the index at Item 15(c)(3). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Weis Markets, Inc. at December 27, 2014, and the consolidated results of its operations and its cash flows for the period then ended, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Weis Markets, Inc.'s internal control over financial reporting as of December 27, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated March 12, 2015 expressed an unqualified opinion thereon.

/S/Ernst & Young LLP

Philadelphia, Pennsylvania
March 12, 2015

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders of

Weis Markets, Inc.

We have audited Weis Markets Inc.'s internal control over financial reporting as of December 27, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Weis Markets, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

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

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

WEIS MARKETS, INC.

Table of Contents

Report of Independent Registered Public Accounting Firm (continued)

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

In our opinion, Weis Markets, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 27, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Weis Markets, Inc. as of December 27, 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the period then ended of Weis Markets, Inc. and our report dated March 12, 2015 expressed an unqualified opinion thereon.

/S/Ernst & Young LLP

Philadelphia, Pennsylvania
March 12, 2015

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders

Weis Markets, Inc.

We have audited the accompanying consolidated balance sheet of Weis Markets, Inc. (a Pennsylvania corporation) and subsidiaries (the “Company”) as of December 28, 2013 and the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for each of the two years in the periods ended December 28, 2013, and December 29, 2012, (52 weeks, and 52 weeks, respectively). Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(c)(3). These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Weis Markets, Inc. and subsidiaries as of December 28, 2013, and the results of their operations and their cash flows for each of the two years in the periods ended December 28, 2013, and December 29, 2012 (52 weeks, and 52 weeks, respectively) in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/S/Grant Thornton LLP

Philadelphia, Pennsylvania
March 12, 2015

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure:

None.

Item 9a. Controls and Procedures:

Management’s Report on Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of the close of the period covered by this Report, that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company’s internal control system was designed to provide reasonable assurance to the Company’s management and board of directors regarding the preparation and fair presentation of published financial statements. In making its assessment of internal control over financial reporting, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (1992 framework). All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

With the participation of the Chief Executive Officer and the Chief Financial Officer, management concluded that the Company’s internal control over financial reporting was effective as of December 27, 2014.

The independent registered public accounting firm of Ernst & Young LLP that has audited the Consolidated Financial Statements included in this Annual Report on Form 10-K, has issued an attestation report on the Company's internal control over financial reporting as of December 27, 2014. The report can be found in Item 8 of this Form 10-K.

WEIS MARKETS, INC.

Table of Contents

Item 9a. Controls and Procedures: (continued)

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fiscal quarter ended December 27, 2014, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9b. Other Information:

There was no information required on Form 8-K during this quarter that was not reported.

PART III

Item 10. Directors, Executive Officers and Corporate Governance:

In addition to the information reported in Part I of this Form 10-K under the caption "Executive Officers of the Registrant," "Election of Directors," "Board Committees and Meeting Attendance, Audit Committee," "Corporate Governance Matters," "Compensation Tables" and "Stock Ownership, Section 16(a) Beneficial Ownership Reporting Compliance" of the Weis Markets, Inc. definitive proxy statement dated March 12, 2015 are incorporated herein by reference.

Item 11. Executive Compensation:

"Board Committees and Meeting Attendance, Compensation Committee," "Executive Compensation, Compensation Discussion and Analysis," "Compensation Committee Report," "Compensation Tables" and "Other Information Concerning the Board of Directors, Compensation Committee Interlocks and Insider Participation" of the Weis Markets, Inc.

definitive proxy statement dated March 12, 2015 are incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters:

“Stock Ownership” of the Weis Markets, Inc. definitive proxy statement dated March 12, 2015 is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence:

“Other Information Concerning the Board of Directors, Review and Approval of Related Party Transactions” and “Independence of Directors” of the Weis Markets, Inc. definitive proxy statement dated March 12, 2015 are incorporated herein by reference.

Item 14. Principal Accounting Fees and Services:

“Ratification Of Appointment Of Independent Registered Public Accounting Firm” of the Weis Markets, Inc. definitive proxy statement dated March 12, 2015 is incorporated herein by reference.

WEIS MARKETS, INC.

Table of Contents

PART IV

Item 15. Exhibits, Financial Statement Schedules:

(a)(1) The Company's 2014 Consolidated Financial Statements and the Report of Independent Registered Public Accounting Firm are included in Item 8 of Part II.

(a)(2) Financial statement schedules required to be filed by Item 8 of this form, and by Item 15(c)(3) below:

Schedule II - Valuation and Qualifying Accounts, page 47 of this annual report on Form 10-K

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

WEIS MARKETS, INC.

Table of Contents

Item 15. Exhibits, Financial Statement Schedules: (continued)

(a)(3) A listing of exhibits filed or incorporated by reference is as follows:

Exhibit No.	Exhibits
3-A	Articles of Incorporation, filed as exhibit 4.1 in Form S-8 on September 13, 2002 and incorporated herein by reference.
3-B	By-Laws, filed as exhibit under Part IV, Item 14(c) in the annual report on Form 10-K for the fiscal year ended December 29, 2001 and incorporated herein by reference.
10-A	Retirement Savings Plan, amended September 22, 2014 and filed with this annual report on Form 10-K.
10-B	Supplemental Executive Retirement Plan, filed as exhibit under Part IV, Item 15(a)(3) in the annual report on Form 10-K for the fiscal year ended December 31, 2011 and incorporated herein by reference. *
10-C	Deferred Compensation Plan for Pharmacists, filed as exhibit under Part IV, Item 15(a)(3) in the annual report on Form 10-K for the fiscal year ended December 26, 2009 and incorporated herein by reference.
10-D	Executive Benefits Agreement between the Company and Robert F. Weis, Chairman of the Board, signed on March 24, 2006, commencing immediately and continuing thereafter through December 31, 2023, filed on Form 8-K March 24, 2006 and incorporated herein by reference. *
10-E	Deferred Compensation Agreement between the Company and Mr. Robert F. Weis, filed as exhibit under Part IV, Item 15(a)(3) in the annual report on Form 10-K for the fiscal year ended December 26, 2009 and incorporated herein by reference. *
10-F	Executive Employment Agreement between the Company and Jonathan H. Weis, Vice Chairman, President and Chief Executive Officer, signed on July 14, 2014, with retroactive effect to January 1, 2014 and continuing thereafter through December 31, 2016, filed as Exhibit 10.1 to Form 8-K July 18, 2014 and incorporated herein by reference. *
10-G	Executive Employment Agreement between the Company and Jonathan H. Weis, Vice Chairman, President and Chief Executive Officer, signed on November 3, 2011, with retroactive effect to July 1, 2011 and continuing thereafter through December 31, 2016, filed as Exhibit 10.1 to Form 8-K November 8, 2011 and incorporated herein by reference. *
10-H	Chief Executive Office Incentive Award Plan between the Company and Jonathan H. Weis, Chairman, President and Chief Executive Officer, effective July 1, 2011, amended and restated effective as of January 1, 2014 and continuing thereafter through December 31, 2016, filed as Exhibit 10.2 to Form 8-K July 18, 2014 and incorporated herein by reference. *
10-I	Vice Chairman Incentive Award Plan between the Company and Jonathan H. Weis, Vice Chairman, President and Chief Executive Officer, signed on November 3, 2011, with retroactive effect to July 1, 2011 and continuing thereafter through December 31, 2016, filed as Exhibit 10.2 to Form 8-K November 8, 2011 and incorporated herein by reference. *
10-J	Confidential Separation Agreement and General Release between the Company and David J. Hepfinger, Former President and Chief Executive Officer, signed on September 21, 2013, filed as Exhibit 10.1 to Form 10-Q November 7, 2013 and incorporated herein by reference. *

10-K Executive Employment Agreement between the Company and David J. Hepfinger, Former President and Chief Executive Officer, signed on March 8, 2013, with retroactive effect to March 1, 2013 and continuing thereafter through February 28, 2018, filed as Exhibit 10.1 to Form 8-K March 13, 2013 and incorporated herein by reference. *

10-L Executive Employment Agreement between the Company and David J. Hepfinger, Former President and Chief Executive Officer, signed on October 26, 2010, with retroactive effect to March 1, 2010 and continuing thereafter through February 28, 2013, filed as Exhibit 10.1 to Form 8-K November 1, 2010 and incorporated herein by reference. *

10-M CEO Incentive Award Plan between the Company and David J. Hepfinger, Former President and Chief Executive Officer, signed on October 26, 2010, with retroactive effect to January 1, 2010 and continuing thereafter through December 31, 2014, filed as Exhibit 10.2 to Form 8-K November 1, 2010 and incorporated herein by reference. *

21 Subsidiaries of the Registrant, filed with this annual report on Form 10-K

31.1 Rule 13a-14(a) Certification - CEO, filed with this annual report on Form 10-K

31.2 Rule 13a-14(a) Certification - CFO, filed with this annual report on Form 10-K

32 Certification Pursuant to 18 U.S.C. Section 1350, filed with this annual report on Form 10-K

* Management contract or compensatory plan arrangement.

The Company will provide a copy of any exhibit upon receipt of a written request for the particular exhibit or exhibits desired. All requests should be addressed to the Company's principal executive offices.

(b) The Company files as exhibits to this annual report on Form 10-K, those exhibits listed in Item 15(a)(3) above.

WEIS MARKETS, INC.

Table of Contents

Item 15(c)(3). Financial Statement Schedules:

Schedule II - Valuation and Qualifying Accounts:

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

WEIS MARKETS, INC.

(dollars in thousands)

Col. A	Col. B	Col. C Additions		Col. D	Col. E
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Accounts Describe	Deductions Describe (1)	Balance at End of Period
Fiscal Year ended December 27, 2014:					
Deducted from asset accounts:					
Allowance for uncollectible accounts	$ 1,882	$ 577	$ ---	$ 881	$ 1,578
Fiscal Year ended December 28, 2013:					
Deducted from asset accounts:					
Allowance for uncollectible accounts	$ 1,526	$ 1,320	$ ---	$ 964	$ 1,882
Fiscal Year ended December 29, 2012:					
Deducted from asset accounts:					
Allowance for uncollectible accounts	$ 1,415	$ 2,456	$ ---	$ 2,345	$ 1,526

(1) Deductions are uncollectible accounts written off, net of recoveries.

WEIS MARKETS, INC.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

WEIS MARKETS, INC.
(Registrant)

Date 03/12/2015 /S/Jonathan H. Weis
Jonathan H. Weis
Vice Chairman,
President and Chief Executive Officer
and Director
(principal executive officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date 03/12/2015 /S/Robert F. Weis
Robert F. Weis
Chairman of the Board of Directors

Date 03/12/2015 S/Jonathan H. Weis
Jonathan H. Weis
Vice Chairman,
President and Chief Executive Officer
and Director

(principal executive officer)

Date 03/12/2015 /S/Scott F. Frost
Scott F. Frost
Senior Vice President, Chief Financial Officer
and Treasurer
(principal financial officer)

Date 03/12/2015	/S/Harold G. Graber Harold G. Graber Senior Vice President of Real Estate and Development and Secretary and Director
Date 03/12/2015	/S/Edward J. Lauth III Edward J. Lauth III Director
Date 03/12/2015	/S/Gerrald B. Silverman Gerrald B. Silverman Director
Date 03/12/2015	/S/Glenn D. Steele Jr. Glenn D. Steele Jr. Director
Date 03/12/2015	/S/Jeanette R. Rogers Jeanette R. Rogers Corporate Controller (principal accounting officer)