SHELLS SEAFOOD RESTAURANTS INC
Form 10-Q
May 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.
20549

FORM 10-Q

_x__ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Quarterly Period Ended March 31, 2002

____ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Transition Period from __________to __________

Commission File No. 0-28258

SHELLS SEAFOOD RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	65-0427966
(State or other jurisdiction of incorporation or organization)	(IRS) Employer Identification Number

16313 North Dale Mabry Highway, Suite 100, Tampa, FL 33618
(Address of principal executive offices) (zip code)

(813) 961-0944
(Registrant's telephone number, including area code)

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 ____

Class	Outstanding at May 13, 2002
Common stock, $0.01 par value	4,454,015
Preferred stock, $0.01 par value	66,862

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SHELLS SEAFOOD RESTAURANTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	(Unaudited) March 31, 2002	December 30, 2001
ASSETS		
Cash	$ 3,331,314	$ 969,680
Inventories	535,390	457,610
Other current assets	474,367	84,465
Receivables from related parties	59,985	78,137
Income tax refund receivable	858,338	898,338
Total current assets	5,259,394	2,488,230
Property and equipment, net	7,950,763	8,106,500
Property held for sale, net	1,022,060	1,022,060
Other assets	493,168	549,492
Goodwill	2,629,054	2,680,603
TOTAL ASSETS	$ 17,354,439	$ 14,846,885
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	$ 3,325,961	$ 4,079,396
Accrued expenses	3,986,399	3,872,266
Sales tax payable	373,410	207,913
Current portion of long-term debt	2,113,500	1,908,379
Total current liabilities	9,799,270	10,067,954
Deferred rent	1,236,160	1,243,057
Long-term debt, less current portion	3,477,913	1,633,073
Total liabilities	14,513,343	12,944,084

Minority partner interest	440,266	427,642
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.01 par value; authorized 2,000,000 shares; 66,862 shares issued and outstanding	669	669
Common stock, $0.01 par value; authorized 20,000,000 shares; 4,454,015 shares issued and outstanding	44,540	44,540
Additional paid-in-capital	14,240,576	14,240,576
Retained earnings (deficit)	(11,884,955)	(12,810,626)
Total stockholders' equity	2,400,830	1,475,159
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 17,354,439	$ 14,846,885

See Notes to Consolidated Financial Statements.

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SHELLS SEAFOOD RESTAURANTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	13 Weeks Ended	
	March 31, 2002	April 1, 2001
REVENUES	$ 14,128,869	$ 21,654,590
COST AND EXPENSES:		
Cost of revenues	4,669,777	8,143,679
Labor and other related expenses	4,095,418	6,455,549
Other restaurant operating expenses	3,032,825	4,598,244
General and administrative expenses	824,803	1,694,154
Depreciation and amortization	326,789	536,022
Provision for impairment of assets	-	1,582,137
Provision for store closings	-	1,333,271
	12,949,612	24,343,056
INCOME (LOSS) FROM OPERATIONS	1,179,257	(2,688,466)
OTHER INCOME (EXPENSE):		
Interest expense	(195,842)	(186,786)
Interest income	5,820	1,247
Other expense, net	800	(65,739)
	(189,222)	(251,278)
INCOME (LOSS) BEFORE ELIMINATION OF MINORITY PARTNER INTEREST AND INCOME TAXES	990,035	(2,939,744)
ELIMINATION OF MINORITY PARTNER INTEREST	(64,364)	(78,707)

INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	925,671	(3,018,451)
PROVISION FOR INCOME TAXES	-	-
NET INCOME (LOSS)	$ 925,671	$ (3,018,451)
BASIC NET INCOME (LOSS) PER SHARE OF COMMON STOCK	$ 0.21	$ (0.68)
BASIC WEIGHTED AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	4,454,015	4,454,015
DILUTED NET INCOME (LOSS) PER SHARE OF COMMON STOCK	$ 0.11	$ (0.68)
DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	8,451,979	4,454,015

See Notes to Consolidated Financial Statements.

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SHELLS SEAFOOD RESTAURANTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	13 Weeks Ended	
	March 31, 2002	April 1, 2001
OPERATING ACTIVITIES:		
Net income (loss)	$ 925,671	$ (3,018,451)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Provision for impairment of assets	-	1,582,137
Depreciation and amortization	326,789	536,022
Minority partner interest	12,624	(6,293)
Changes in assets and liabilities:		
(Increase) decrease in inventories	(77,780)	66,672
(Increase) decrease in receivables from related parties	(18,152)	123,539
Increase in other assets	(316,914)	(359,582)
Decrease in prepaid rent	12,600	12,600
Decrease in income tax refunds receivable	40,000	-
Decrease in deferred tax asset	-	114,782
Decrease in accounts payable	(753,435)	(105,329)
Increase in accrued expenses	114,133	513,808
Increase in sales tax payable	165,497	164,619
(Decrease) increase in deferred rent	(6,897)	15,971
Total adjustments	(501,535)	2,658,946

Net cash provided by (used in) operating activities	424,136	(359,505)
INVESTING ACTIVITIES:		
Proceeds from the sale of assets	-	-
Purchase of property and equipment	(112,463)	(340,310)
Net cash used in investing activities	(112,463)	(340,310)
FINANCING ACTIVITIES:		
Proceeds from debt financing	2,304,317	227,636
Repayment of debt	(254,356)	(418,385)
Net cash provided by (used in) financing activities	2,049,961	(190,749)
Net increase (decrease) in cash	2,361,634	(890,564)
CASH AT BEGINNING OF PERIOD	969,680	1,261,937
CASH AT END OF PERIOD	$ 3,331,314	$ 371,373
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 88,637	$ 188,786
Cash refunds received for income taxes	$ (40,000)	$ (114,781)
Note receivable on sale of assets	$ 100,000	$ -

See Notes to Consolidated Financial Statements.

SHELLS SEAFOOD RESTAURANTS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, these statements do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all material adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

The consolidated financial statements of Shells Seafood Restaurants, Inc. (the "Company") should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Form 10-K for the year ended December 30, 2001 filed with the Securities and Exchange Commission. Company management believes that the disclosures are sufficient for interim financial reporting purposes. Certain prior year amounts have been reclassified in the accompanying condensed consolidated financial statements to conform with the current year presentation.

2. EARNINGS PER SHARE

The following table represents the computation of basic and diluted earnings per share of common stock as required by Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share":

	13 Weeks Ended March 31, 2002	13 Weeks Ended April 1, 2001
Net income (loss)applicable to common stock	$ 925,671	$ (3,018,451)
Weighted common shares outstanding	4,454,015	4,454,015
Basic net income (loss) per share of common stock	$ 0.21	$ (0.68)
Effect of dilutive securities:		
Warrants	3,915,618	-
Stock options	82,346	-
Diluted weighted common shares outstanding	8,451,979	4,454,015
Diluted net income (loss) per share of common stock	$ 0.11	$ (0.68)

The earnings per share calculation excluded 630,894 options and warrants during the first quarter of 2002 as the exercise price of the options and warrants were greater than the average market price of the common shares. The earnings per share calculation for the first quarter of 2001 excluded all the outstanding options and warrants of 1,411,425 as the Company incurred a net loss.

Effective January 31, 2002, we raised $2,000,000 in a private financing transaction, consisting of secured promissory notes and warrants to purchase shares of our Common Stock. The two investors in this financing were Shells Investment Partners, L.L.C. and Banyon Investment, LLC. Shells Investment Partners is an entity comprised of members previously unaffiliated with our company. Banyon is an entity associated with Philip R. Chapman, Chairman of the Board, and certain family members of Frederick R. Adler, a greater than 10% stockholder. The proceeds of the financing are being used for working capital.

In connection with the financing, we issued to each of Shells Investment Partners and Banyon (i) a $1,000,000 secured promissory note due January 31, 2005 which bears interest at 15% per annum, of which 8% is payable monthly in arrears and 7% is deferred and payable when the principal is paid in full and (ii) a warrant to purchase 4,454,015 shares of our Common Stock, at an exercise price of $0.16 per share. The warrants are exercisable from January 31, 2003 to January 31, 2005.

3. NEW ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board ("FASB") issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". This Statement establishes accounting and reporting standards for derivative instruments and hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. The accounting for changes in the fair value of a derivative (that is gains and losses) depends upon the intended use of the derivative and the resulting designation. Statement No. 133, as amended, was effective for all fiscal quarters of fiscal years beginning after June 15, 2000. The adoption of Statement No. 133 does not materially affect our consolidated financial statements.

In July 2001, the FASB issued Statement No. 141, "Accounting for Business Combinations," and Statement No. 142, "Goodwill and Other Intangible Assets." These Statements modify accounting for business combinations after June 30, 2001. The Statements require that goodwill existing at the date of adoption be reviewed for possible impairment and that impairment tests be periodically repeated, with impaired assets written-down to fair value. Additionally, existing goodwill and intangible assets must be assessed and classified consistent with the Statements' criteria. Intangible assets with estimated useful lives will continue to be amortized over those periods. Amortization of goodwill and intangible assets with indeterminate lives will cease. The adoption of Statement No. 142 is not expected to materially affect our consolidated financial statements.

In July 2001, the FASB issued Statement No. 143, "Accounting for Asset Retirement Obligations." This Statement requires capitalizing any retirement costs as part of the total cost of the related long-lived asset and subsequently allocating the total expense to future periods using a systematic and rational method. Adoption of this Statement is required for fiscal years beginning after June 15, 2002. The adoption of Statement No. 143 is not expected to materially affect our consolidated financial statements.

In October 2001, the FASB issued Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." This Statement supersedes Statement No. 121 but retains many of its fundamental provisions. Additionally, this Statement expands the scope of discontinued operations to include more disposal transactions. The provisions of this Statement are effective for financial statements issued for fiscal years beginning after December 15, 2001. The adoption of Statement No. 144 is not expected to materially affect our consolidated financial statements.

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

The following table sets forth, for the periods indicated, the percentages which the items in the Company's Consolidated Statements of Income bear to total revenues.

	13 Weeks Ended	
	March 31, 2002	April 1, 2001
REVENUES	100.0%	100.0%
COST AND EXPENSES:		
Cost of revenues	33.1%	37.6%
Labor and other related expenses	29.0%	29.8%
Other restaurant operating expenses	21.5%	21.2%
Total restaurant costs and expenses	83.6%	88.6%
General and administrative expenses	5.8%	7.8%
Depreciation and amortization	2.3%	2.5%
Provision for impairment of assets	0.0%	7.3%
Provision for store closings	0.0%	6.2%
Income (loss) from operations	8.3%	-12.4%
Interest expense, net	-1.3%	-0.9%
Other expense, net	0.0%	-0.3%
Elimination of minority partner interest	-0.5%	-0.4%
Income (loss) before provision for taxes	6.5%	-14.0%
Provision for income taxes	0.0%	0.0%
Net income (loss)	6.5%	-14.0%

13 weeks ended March 31, 2002 and April 1, 2001

Revenues. Total revenues for the first quarter of 2002 were $14,129,000 as compared to $21,655,000 for the first quarter of 2001. The $7,526,000, or 34.8% decrease in revenues was due to the closing of six restaurants in the first quarter of 2001 and an additional 10 restaurants in the second and third quarters of 2001, and by a 14.2% decrease in comparable store sales. Comparisons of same store sales include only stores, which were open during the entire periods being compared and, due to the time needed for a restaurant to become established and fully operational, at least six months prior to the beginning of that period.

Cost of revenues. The cost of revenues as a percentage of revenues decreased to 33.1% for the first quarter of 2002 from 37.6% for the first quarter of 2001. This decrease primarily was due to operations improvements and lower shrimp and crab costs. The Company is continually attempting to anticipate and reacting to fluctuations in food costs by purchasing seafood directly from numerous suppliers, promoting certain alternative menu selections in response to price and availability of supply and adjusting its menu prices accordingly to help control the cost of revenues.

Labor and other related expenses. Labor and other related expenses as a percentage of revenues decreased to 29.0% during the first quarter of 2002 as compared to 29.8% for the first quarter of 2001. This decrease was due to a decrease in employee turnover and a one-time nonrecurring charge in the first quarter of 2001 of $102,000 for severance pay primarily related to store closings in the Midwest.

Other restaurant operating expenses. Other restaurant operating expenses as a percentage of revenues increased to 21.5% for the first quarter of 2002 as compared with 21.2% for the first quarter of 2001. The increase primarily was due to operating inefficiencies related to lower sales volumes.

General and administrative expenses. General and administrative expenses of $825,000 or 5.8% of revenues for the first quarter of 2002 decreased from $1,694,000 or 7.8% of revenues for the first quarter of 2001. The decrease relates to the downsizing of administrative and supervisory staff in the second quarter of 2001 associated with the discontinuance of the Midwest operations along with a one-time nonrecurring charge of $150,000 for severance pay in the first quarter of 2001.

Depreciation and amortization. Depreciation and amortization expense as a percentage of revenues decreased to 2.3% for the first quarter of 2002 from 2.5% in the first quarter of 2001. The decrease primarily was due to the reduced basis of property and equipment resulting from the recognition of asset impairments in the first and fourth quarters of 2001.

Provision for impairment of assets. The Company recorded a $1,582,000 charge in the first quarter 2001 relating to the write-down of impaired assets to the estimated fair value in accordance with Financial Accounting Standards Board Statement No. 121. The asset impairment charge related to 14 restaurants, 13 restaurants in the Midwest and one restaurant in Florida. The Company closed most of these under-performing units in the first seven months of 2001.

Provision for store closings. The Company recorded a one-time charge in the first quarter of 2001 of $1,333,000 relating to store closing costs primarily related to restaurants in the Midwest. The Midwest restaurants were closed during the first and second quarters of 2001 due to poor operating results. Store closing costs consisted primarily of real estate lease obligations incurred or anticipated to complete lease terminations or continuing costs while new tenants were located.

Interest expense. The Company recorded a non-recurring charge of $106,000 in the first quarter of 2002 relating to the issuance of warrants on January 31, 2002 as part of the $2,000,000 financing transaction. Exclusive of the non-recurring charge, interest expense was $90,000 for the first quarter 2002 compared to $187,000 in the first quarter of 2001. The reduction was primarily related to debt repayments associated with stores closed in 2001.

Provision for income taxes. No provision for income taxes was recognized for the first quarter of 2002 or 2001.

Income (loss) from operations and net income (loss). As a result of the factors discussed above, the Company had income from operations of $1,179,000 for the first quarter of 2002 compared to a loss from operations of $2,688,000 for the first quarter of 2001. The Company had net income of $926,000 for the first quarter of 2002 compared to a net loss of $3,018,000 for the first quarter of 2001. Exclusive of nonrecurring charges of $106,000 and $3,167,000, first quarter 2002 and 2001 net income was $1,032,000 and $149,000, respectively.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2002, the Company's current liabilities of $9,799,000 exceeded its current assets of $5,259,000, resulting in a working capital deficiency of $4,540,000. In comparison, the December 30, 2001 working capital deficiency was $7,580,000. The improvement in the working capital deficiency is primarily related to the cash received from the $2,000,000 financing transaction and favorable operating results in the first quarter of 2002. The Company continues to be negatively impacted by the closure and ongoing divestiture of its Midwest locations. Such divestiture has had and, in the near term, will continue to have an adverse affect on the Company's cash position. Historically, the Company has generally operated with minimal or negative working capital as a result of the investing of current assets into non-current property and equipment as well as the turnover of restaurant inventory relative to more favorable vendor terms in accounts payable.

Cash provided by operating activities for the first quarter of 2002 was $424,000 as compared to cash used by operating activities of $360,000 for the first quarter of 2001. The net increase of $784,000 primarily was attributable to more favorable store operating results in first quarter 2002 versus 2001 which included nonrecurring costs to close the Midwest restaurants.

The cash used in investing activities decreased to $112,000 for the first quarter of 2002 from $340,000 for the first quarter of 2001, representing a net decrease of $228,000 due to a reduction in expenditures for capital improvements.

The cash provided by financing activities was $2,050,000 for the first quarter of 2002 compared to cash used in financing activities of $191,000 for the first quarter of 2001. The net increase of $2,241,000 was primarily due to the $2,000,000 financing transaction in January 2002.

In March 2002, the Economic Stimulus Package was signed into law. This program allows for, among other initiatives, the lengthening of the carry back period allowed for net operating losses from two years to five years. An income tax refund of approximately $850,000 is expected in fiscal 2002, relating to taxes paid in fiscal years 1996 and 1997.

The Company has existing indebtedness with Colonial Bank (previously known as Manufacturers Bank of Florida) consisting of three notes with a total principal balance, as of March 30, 2002, of $1,537,000. The loans, which were used to finance the purchase of certain restaurant locations and equipment, are subject to compliance by the Company with specified financial covenants. The Company is not currently in compliance with certain of these covenants, and has received a covenant waiver from the bank until September 4, 2002. The Company expects to reduce the outstanding indebtedness owed to the bank with the proceeds from any sale of the financed properties.

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SEASONALITY

The restaurant industry in general is seasonal, depending on restaurant location and the type of food served. The Company has experienced fluctuations in its quarter-to-quarter operating results due primarily to its high concentration of restaurants in Florida. Business in Florida is influenced by seasonality due to various factors which include but are not limited to weather conditions in Florida relative to other areas of the U.S., the health of Florida's economy and the effect of world events in general and the tourism industry in particular. The Company's restaurant sales are generally highest from January through April and June through August, the peaks of the Florida tourism season, and generally lower from September through mid-December. In many cases, locations are in coastal cities, where sales are significantly dependent on tourism and its seasonality patterns.

In addition, quarterly results have been, and in the future could be, affected by the timing and conditions under which restaurants are closed both in and outside of Florida. Because of the seasonality of the Company's business and the impact of restaurant closures and openings, if applicable, results for any quarter are not generally indicative of the results that may be achieved for a full fiscal year on an annualized basis and cannot be used to indicate financial performance for the entire year.

Item 3. - Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to market risk from changes in interest rates on debt and changes in commodity prices. The Company's exposure to interest rate risk relates to its $1,836,000 in outstanding debt with banks that is based on variable rates. Borrowings under the loan agreements bear interest at rates ranging from 50 basis points under the prime lending rate to 100 basis points over the prime lending rate.

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Part II - OTHER INFORMATION

Item 1 - Legal Proceedings

None

Item 2 - Changes in Securities and Use of Proceeds

None

Item 3 - Defaults Upon Senior Securities

The Company has existing indebtedness with Colonial Bank (previously known as Manufacturers Bank of Florida) consisting of three notes with a total principal balance, as of March 30, 2002, of $1,537,000. The loans, which were used to finance the purchase of certain restaurant locations and equipment, are subject to compliance by the Company with specified financial covenants. The Company is not currently in compliance with certain of these covenants, and has received a covenant waiver from the bank until September 4, 2002. The Company expects to reduce the outstanding indebtedness owed to the bank with the proceeds from any sale of the financed properties.

Item 4 - Submission of Matters to a Vote of Security Holders

None

Item 5 - Other Information

None

Item 6 - Exhibits and Reports on Form 8-K

The Company filed a current report on Form 8-K, Item 1, regarding a change of control related to the $2,000,000 financing transaction and issuance of warrants.

SIGNATURES

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

SHELLS SEAFOOD RESTAURANTS, INC.
(Registrant)

/s/ David W.Head
Date May 13, 2002 David W. Head
President and
Chief Executive Officer

/s/ Warren R. Nelson
Date May 13, 2002 Warren R. Nelson
Executive Vice President and
Chief Financial Officer