**Risk Factors Comparison 2024-02-23 to 2023-02-24 Form: 10-K**

**Legend:** **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Careful consideration should be given to the risks described below. If any of the risks and uncertainties described in the cautionary factors described below actually ~~occurs~~ **occur**, our business, financial condition ~~and~~ **,** results of operations, **liquidity** and the trading price of our common stock could be materially and adversely affected. Moreover, we operate in a very competitive and rapidly changing environment. New factors emerge from time to time and it is not possible to predict the impact of all these factors on our business, financial condition ~~or~~ **,** results of operations **or liquidity**. Risks Related to our Growth and Operating Strategy ~~Our quarterly operating results may fluctuate significantly and could fall below the expectations of securities analysts and investors due to a number of factors, many of which are beyond our control, resulting in a decline in our stock price. Our quarterly operating results may fluctuate significantly because of several factors, including: ● the timing of new restaurant openings and related expenses; ● restaurant operating costs for our newly- opened restaurants, which are often significantly higher during the first several months of operation than thereafter; ● labor availability and costs for hourly and management personnel including increases relating to unionization and mandated changes in federal and / or state minimum and tipped wage rates, overtime regulations, state unemployment taxes, sick pay or health benefits and other regulatory changes relating to any of the foregoing; ● fluctuations in commodity prices and utility and energy costs; ● profitability of our restaurants, particularly in new markets; ● the impact of litigation, including negative publicity; ● decreases in average unit volume and comparable restaurant sales, including to- go sales; ● impairment of long- lived assets, including goodwill, and any loss on restaurant relocations or closures; ● general economic conditions, including an economic recession, which can affect restaurant traffic, local labor costs, and prices we pay for the food products and other supplies we use; ● negative publicity regarding food safety and other food and beverage related matters, including the integrity of our, and / or our suppliers' food processing; ● negative publicity relating to the consumption of beef or other products we serve; ● negative publicity regarding health concerns and / or global pandemics; ● closures and / or dining rooms operating at limited capacity due to government mandated restaurant closures and / or limited availability of staff to meet our business standards; ● changes in consumer preferences and competitive conditions including changes related to environmental, social and / or governance (" ESG") pressures; ● expansion to new domestic and / or international markets; ● the impact of inclement weather, natural disasters and other calamities which impact guest traffic or product availability at our restaurants; ● increases in infrastructure costs; ● changes in interest rates; ● adoption of new, or changes in existing, accounting policies or practices; ● changes in and / or interpretations of federal and state tax laws; ● actual self- insurance claims varying from actuarial estimates; and ● competitive actions. Our business is also subject to seasonal fluctuations. Historically, sales in most of our restaurants have been higher during the winter months of each year. Holidays, changes in weather, severe weather and similar conditions may impact sales volumes seasonally in some operating regions. As a result, our quarterly operating results and comparable restaurant sales may fluctuate as a result of seasonality. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year and comparable, restaurant sales for any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors. In that event, the price of our common stock could decrease.~~ Our growth strategy, which primarily depends on our ability to open new restaurants that are profitable, is subject to many factors, some of which are beyond our control. We cannot assure you that we will be able to open new restaurants that are profitable in accordance with our expansion plans. We have experienced delays in opening some of our restaurants in the past and may experience delays in the future. **These delays impact the timing of new restaurant openings and the related pre- opening expenses.** Delays or failures in opening new restaurants could adversely affect our growth strategy. One of our biggest challenges in executing our growth strategy may be locating and securing an adequate supply of suitable new ~~17restaurant~~ -- **restaurant** sites that satisfy our financial targets. Competition for suitable restaurant sites in our target markets may be intense. Once opened, we anticipate that our new restaurants will generally take several months to reach planned operating levels due to start- up inefficiencies typically associated with new restaurants. We cannot assure you that any restaurant we open will be profitable or obtain operating results similar to those of our existing restaurants. Some of our new restaurants will be located in areas where we have little or no meaningful experience. Those new markets may have smaller trade areas and different competitive conditions, consumer tastes and discretionary spending patterns than our traditional, existing markets, which may cause our new store locations to be less successful than restaurants in our existing market areas. Restaurants opened in new markets may open at lower average weekly sales volume than restaurants opened in existing markets and may have higher restaurant- level operating expense ratios than in existing markets. Sales at restaurants opened in new markets may take longer to reach average unit volume, if at all, thereby affecting our overall profitability. **Our localized marketing strategy may not result in brand awareness and guest engagement.** Additionally, the opening of a new restaurant could negatively impact sales at one or more of our existing nearby restaurants, which could adversely affect our ~~financial performance~~ **results of operations**. Our ability to open new restaurants that are profitable will also depend on numerous other factors, many of which are beyond our control, including, but not limited to, the following: ● our ability to hire, train and retain qualified operating personnel, especially market partners, managing partners, and / or other restaurant management personnel who can execute our business strategy and maintain our culture and brand standards; ● our ability to negotiate suitable purchase or lease terms to execute our business strategy; ● the availability **and cost** of construction materials, equipment and labor; ● our ability to control construction and development costs of new restaurants (including increased site, supply chain and distribution costs); ● our ability to secure required governmental approvals and permits in a timely manner, or at all; ● road construction and other factors limiting access to the restaurant; ● delays by our landlord or other developers in constructing other parts of a development adjacent to our premises in a timely manner; ● redevelopment of other parts of a development adjacent to our premises that affect the parking available for our restaurant; ● our ability to secure liquor licenses ~~, or at all~~ ; ● ~~general~~ **competitive and** economic conditions, ~~including~~ **consumer tastes** ~~an~~ **and** ~~economic recession~~ **discretionary spending patterns that are different from and more difficult to predict or satisfy than in our existing markets** ; ● changes in federal, state and / or local tax laws; ● the cost and availability of capital to fund construction costs and pre- opening expenses; and ● the impact of inclement weather, natural disasters and other calamities. You should not rely on past changes in our average unit volume or our comparable restaurant sales as an indication of our future results of operations because they may fluctuate significantly. A number of factors have historically affected, and will continue to affect, our average unit volume and comparable restaurant sales, including, among other factors: ● consumer awareness and understanding of our concepts; ● our ability to execute our business strategy effectively; ~~18~~ ● our ability to maintain **higher** ~~and manage the increased~~ levels of to- go sales at our restaurants; ● competition, from our competitors in the restaurant industry, our own restaurants, and / or other food service providers (such as delivery services and grocery stores); ● the impact of permanent changes in weather patterns that can cause inclement weather, natural disasters and other calamities **which impact guest traffic or product availability at our restaurants** ; ● consumer trends and seasonality; ● our ability to increase menu prices without adversely impacting guest traffic counts or per person average check growth; ● introduction of new menu items; ● loss of parking and / or access rights due to government action (such as eminent domain actions) or through private transactions; ● ~~government mandated dining room~~ closures and / or dining rooms operating at limited capacity due to ~~health epidemics~~ **government mandated restaurant closures and / or limited availability of staff to meet** ~~or~~ **our** ~~pandemics~~ **business standards** ; ● negative publicity regarding food safety, health concerns, quality of service, and other food or beverage related matters, including the integrity of our or our suppliers' food processing; **18** ● general economic conditions, including an economic recession, which can affect restaurant traffic, local labor costs and prices we pay for the food and beverage products and other supplies we use; ● legislation that impacts our suppliers' ability to maintain compliance with laws and regulations and impacts our ability to source product; and ● effects of actual or threatened terrorist attacks (including cyber and / or ransomware attacks). Our average unit volume and comparable restaurant sales may not increase at rates achieved in the past, which may affect our sales growth and will continue to be a critical factor affecting our profitability. ~~In addition~~ **Our business is also subject to seasonal fluctuations. Historically, sales in most of our restaurants have been higher during the winter months of each year. Holidays** , changes in ~~our average unit~~ **weather, severe weather and similar conditions may impact sales** ~~volume~~ **volumes seasonally in some operating regions. Accordingly, results for one quarter are not necessarily indicative of results to be expected for any other quarter or for any year** and comparable restaurant sales ~~could cause~~ **for any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors. In that event,** the price of our common stock **could decrease** ~~to significantly fluctuate~~ . The development and / or acquisition of new restaurant concepts may not contribute to our growth. The development of new restaurant concepts, including Bubba' s 33 and Jaggers, created internally or acquired as a part of our other strategic initiatives may not be as successful as our experience in the development of the Texas Roadhouse concept. These concepts may have lower brand awareness and less operating experience than most Texas Roadhouse restaurants. In addition, they may have a higher initial investment cost and / or a lower per person average check amount. As a result, the development and / or acquisition of new restaurant concepts may not contribute to our average unit volume growth and / or profitability in an incremental way. We can provide no assurance that new units will be accepted in the markets targeted for expansion and / or that we or our franchisees will be able to achieve our targeted returns when opening new locations. In the future, we may determine not to move forward with any further expansion and / or acquisition of new restaurant concepts. These decisions could limit or delay our overall long- term growth. Additionally, expansion and / or acquisition of new restaurant concepts might divert our management' s attention from other business concerns or initiatives and could have an adverse impact on our core Texas Roadhouse business. ~~19Our~~ -- **Our** expansion into international markets presents increased economic, political, regulatory and other risks. As of December ~~27~~ **26** , ~~2022~~ **2023** , our operations include ~~38~~ **48** Texas Roadhouse franchise restaurants in ten countries outside the United States, and we expect to have further international expansion in the future with one or more of our concepts. The entrance into international markets may not be as successful as our experience in the development of the Texas Roadhouse concept domestically or any success we have had with the Texas Roadhouse concept in other international markets. In addition, operating in international markets may require significant resources and management attention and will subject us to economic, political and regulatory risks that are different from and incremental to those in the United States. In addition to the risks that we face in the United States, our international operations involve risks that could adversely affect our business, including: ● the need to adapt our concepts for specific cultural and language differences; ● new and different sources of competition; ● the ability to identify appropriate business partners; ● difficulties and costs associated with staffing and managing foreign operations; ● difficulties in adapting and sourcing product specifications for international restaurant locations; ● fluctuations in currency exchange rates, which could impact royalties, revenue and expenses of our international operations and expose us to foreign currency exchange rate risk; ● difficulties in complying with local laws, regulations ~~,~~ and customs in foreign jurisdictions; ● unexpected changes in regulatory requirements or tariffs on goods needed to construct and / or operate our restaurants; **19** ● political or social unrest, economic instability and destabilization of a region; ● effects of actual or threatened terrorist attacks; ● health concerns from global pandemics; ● compliance with U. S. laws such as the Foreign Corrupt Practices Act, and similar laws in foreign jurisdictions; ● differences in the registration and / or enforceability of intellectual property and contract rights; ● adverse tax consequences; ● profit repatriation and other restrictions on the transfer of funds; and ● different and more stringent user protection, data protection, privacy and other laws. Our failure to manage any of these risks successfully could harm our future international operations and our overall business and results of our operations. We are also subject to governmental regulations throughout the world impacting the way we do business with our international franchisees. These include antitrust and tax requirements, anti- boycott regulations, import / export / customs, tariffs and other international trade regulations, the USA Patriot Act and the Foreign Corrupt Practices Act. Failure to comply with any such legal requirements could subject us to monetary liabilities and other sanctions, which could adversely impact our business and financial performance. Acquisition of existing restaurants from our domestic franchisees and other strategic initiatives may have unanticipated consequences that could harm our business and our financial condition. We plan to continue to opportunistically acquire existing restaurants from our domestic franchisees over time. Additionally, from time to time, we evaluate potential mergers, acquisitions, joint ventures or other strategic initiatives ~~20~~ (including retail initiatives utilizing our intellectual property or other brand extensions) to acquire or develop additional business channels or concepts, and / or change the business strategy regarding an existing concept. To successfully execute any acquisition or development strategy, we will need to identify suitable acquisition or development candidates, negotiate acceptable acquisition or development terms and possibly obtain appropriate financing. Any acquisition or future development that we pursue, including the on- going development of new concepts or retail initiatives utilizing our intellectual property, whether or not successfully completed, may involve risks, including: ● material adverse effects on our operating results, particularly in the fiscal quarters immediately following the acquisition or development as the restaurants are integrated into our operations; ● risks associated with entering into new domestic markets or conducting operations where we have no or limited prior experience; ● risks associated with successfully integrating new employees, processes and systems while also maintaining our culture and brand standards; ● risks inherent in accurately assessing the value, future growth potential, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates, and our ability to achieve projected economic and operating synergies, without impacting our underlying business; and ● the diversion of management' s attention from other business concerns. Future acquisitions of existing restaurants from our franchisees or other strategic partners, which may be accomplished through a cash purchase transaction, the issuance of shares of common stock or a combination of both, could have a dilutive impact on holders of our common stock ~~,~~ and result in the incurrence of debt and contingent liabilities and impairment charges related to goodwill and other tangible and intangible assets, any of which could harm our business and financial condition. Additionally, following a franchise acquisition, we may be required to incur substantial capital improvement costs to meet company standards, which could impact our return on such acquisition. ~~Additionally~~ **20Additionally** , we may evaluate other means to leverage our competitive strengths, including the expansion of our products across other strategic initiatives or business opportunities (including retail initiatives utilizing our intellectual property). The expansion of our products may damage our reputation if products bearing our brands are not of the same quality or value that guests associate with our concepts. In addition, we may experience dilution of the goodwill associated with our concepts as they become more common and increasingly accessible ~~and to take advantage of growth opportunities,may be~~ delayed or negatively affected.In addition,these disruptions or a negative effect on our revenue could affect our ability to borrow or comply with our covenants under our **amended revolving** credit facility.If we are unable to raise additional capital,our growth could be impeded.Our existing credit facility limits our ability to incur additional debt.The lenders' obligation to extend credit under our **amended revolving** credit facility depends on our maintaining certain financial covenants.If we are unable to maintain these covenants,we would be unable to obtain additional financing under this **amended revolving** credit facility.The **amended revolving** credit facility permits us to incur additional secured or unsecured indebtedness outside the **revolving** credit facility,except for the incurrence of secured indebtedness that in the aggregate is equal to or greater than $ 125.0 million and 20 % of our consolidated tangible net worth or circumstances where the incurrence of secured or unsecured indebtedness would prevent us from complying with our financial covenants.If we are unable to borrow additional capital or have sufficient liquidity to either repay or refinance the then outstanding balance at the expiration of our **amended revolving** credit facility,or upon violation of the covenants,our growth could be impeded and our financial performance could be significantly ~~adversely~~ . We are subject to all of the risks associated with leasing space subject to long- term non- cancelable leases, as well as risks related to renewal. The majority of our company restaurants are located on leased premises. Additional sites that we lease are likely to be subject to similar long- term non- cancelable leases. In connection with the relocation, other operational changes ~~,~~ or closure of any restaurant, we may nonetheless be committed to perform on our obligations under the applicable lease ~~including~~ **21including** , among other things, paying the base rent and real estate taxes for the balance of the lease term. We also are subject to landlord actions that could negatively impact our business or operations. In addition, as each of our leases expires, there can be no assurance we will be able to renew our expiring leases after the expiration of all remaining renewal options, either on commercially acceptable terms or at all. As a result, at the end of the lease term and expiration of all renewal periods, we may be unable to renew the lease without substantial additional cost, if at all. As a result, we may be required to relocate or close a restaurant, which could subject us to construction and other costs and risks ~~,~~ and may have an adverse effect on our ~~.If the carrying value exceeds the undiscounted cash flows,an impairment charge would be recorded equal to the difference between the carrying value and the estimated fair value.We review the value of our goodwill on an annual basis and also~~ when events or changes in circumstances indicate that the carrying value of goodwill **or other intangible assets** may exceed ~~its~~ **the** fair value **of such assets** .The estimates of fair value are based upon the best information available as of the date of the assessment and incorporate management assumptions about expected future cash flows and contemplate other valuation measurements and techniques. ~~The~~ **24The** estimates of fair value used in these analyses require the use of judgment,certain assumptions and estimates **of future operating results.If actual results differ from our estimates or assumptions,additional impairment charges may be required in the future.If impairment charges are significant,our results of operations could be** operating ~~performance~~ **results** . ~~Approximately 21 % of~~ **If actual results differ from our estimates** ~~our~~ - **or** ~~company restaurants~~ **assumptions, additional impairment charges may be required in the future. If impairment charges** are **significant** ~~located in Texas and Florida and~~ , **our** ~~as a result~~ **results** ~~, we are sensitive to economic and other trends and developments in those states. As~~ of ~~December 27, 2022, we operated a total of 81 company restaurants in Texas and 44 company restaurants in Florida. As a result, we are particularly susceptible to adverse trends and economic~~

~~conditions in those states, including any state mandated changes in minimum and tipped wage rates and economic pressures that may result in lower sales and profits at our restaurants. In addition, given our geographic concentration in these states, negative publicity regarding any of our restaurants in either Texas or Florida could have a material adverse effect on our business and 21operations~~ -- **operations** ~~, as~~ could **be adversely affected** ~~other occurrences in either Texas or Florida such as health epidemics or pandemics, local strikes, energy shortages or extreme fluctuations in energy prices, droughts, earthquakes, hurricanes, fires or other natural disasters~~ . ~~Changes~~ **Risks Related to Consumer Discretionary Spending and Macroeconomic ConditionsChanges** in consumer preferences and discretionary spending could adversely affect our business. Our success depends, in part, upon the popularity of our food products. Continued social concerns or shifts in consumer preferences away from our restaurants or food offerings, particularly beef, could harm our business. **Consumer preferences regarding food sourcing in response to environmental or welfare concerns could** ~~Also~~ **also harm our business. Additionally** , our success depends to a significant extent on discretionary consumer spending, which is influenced by general economic conditions **, including high inflationary periods,** and the availability of discretionary income. Accordingly, we may experience declines in sales during economic downturns, pandemics or other periods of uncertainty. Any material decline in the amount of discretionary spending could have a material adverse effect on our business, results of operations, financial condition or liquidity. ~~We our growth strategy.If we are unable to do so,our results of operations may also be adversely affected.~~ Our objective to increase sales and profits at existing restaurants could be adversely affected by macroeconomic conditions.In future periods,the U.S.and global economies could further suffer from a downturn in economic activity.Recessionary economic cycles,higher interest rates,higher fuel and other energy costs, **sustained labor** inflation,increases in commodity prices,higher levels of unemployment,higher consumer debt levels,higher tax rates and other changes in tax laws,financial market volatility,social unrest,government spending,a low or stagnant pace of economic recovery and growth,or other economic factors that may affect consumer spending or buying habits could adversely affect the demand for our products.In addition,there is no assurance that any governmental plans to stimulate the economy will foster growth in consumer spending or buying habits.As in the past,we could experience reduced guest traffic or we may be unable or unwilling to increase the prices we charge for our products to offset higher costs or fewer transactions,either of which could reduce our sales and profit margins.Also,landlords or other tenants in the shopping centers in which some of our restaurants are located may experience difficulty as a result of macroeconomic trends or cease to operate,which could in turn negatively affect guest traffic at our restaurants.All of these factors could have a material adverse impact **on our business,results of operations,financial condition or liquidity.22Risks Related to Government Regulation and LitigationWe** may not be able to obtain and maintain licenses and permits necessary to operate our restaurants and compliance with governmental laws and regulations could adversely affect our operating results. The restaurant industry is subject to various federal, state and local government regulations, including those relating to the sale of food and alcoholic beverages. Such regulations are subject to change from time to time, sometimes without notice to us. The failure to obtain and maintain these licenses, permits and approvals, including liquor licenses, could adversely affect our operating results. Difficulties or failure to obtain the required licenses and approvals could delay or result in our decision to cancel the opening of new restaurants. Local authorities may revoke, suspend or deny renewal of our liquor licenses if they determine that our conduct violates applicable regulations. In addition to our having to comply with these licensing requirements, various federal and state labor laws govern our relationship with our employees and affect operating costs. These laws include minimum and tipped wage requirements, overtime pay, health benefits, unemployment taxes, workers' compensation, work eligibility requirements and working conditions. A number of factors could adversely affect our operating results, including: ● additional government- imposed increases in minimum and / or tipped wages, hourly and overtime pay, paid leaves of absence, sick leave, and mandated health benefits; ● increased tax reporting and tax payment requirements for employees who receive gratuities; ● any failure of our employees to comply with laws and regulations governing work authorization or residency requirements resulting in disruption of our work force and adverse publicity; ● a reduction in the number of states that allow gratuities to be credited toward minimum wage requirements, or a federal mandate prohibiting such credits; and ● increased litigation including claims under federal and / or state wage and hour laws. The federal Americans with Disabilities Act prohibits discrimination on the basis of disability in public accommodations and employment. Although our restaurants and other places of accommodation are designed to be accessible to the disabled, we could be required to make unexpected modifications to provide service to, or make reasonable accommodations, for disabled persons ~~. Our failure or inability to enforce our trademarks or other proprietary rights could adversely affect our competitive position or the value of our brand. We own certain common law trademark rights and a number of federal and international trademark and service mark registrations, including our trade names and logos, and proprietary rights relating to certain of our core menu offerings. We believe that our trademarks and other proprietary rights are important to our success and our competitive position. Therefore, we devote appropriate resources to the protection of our trademarks and proprietary rights. However, the protective actions that we take may not be enough to prevent unauthorized usage or imitation by others, which could harm our image, brand or competitive position and, if we commence litigation to enforce our rights, cause us to incur significant legal fees. Our inability to register or protect our marks and other proprietary rights in foreign jurisdictions could adversely affect our competitive position in international markets. 22We cannot assure you that third parties will not claim that our trademarks or menu offerings infringe upon their proprietary rights. Any such claim, whether or not it has merit, could be time- consuming, result in costly litigation, cause delays in introducing new menu items in the future or require us to enter into royalty or licensing agreements. As a result, any such claim could have a material adverse effect on our business, results of operations, financial condition or liquidity. Issues relating to ESG topics could adversely affect our operating results. Entities across all industries are facing increased interest related to their ESG compliance and practices. Evolving consumer and investor interest and preferences as well as governmental regulation may result in additional transparency, due diligence, reporting and specific target- setting with regard to our business and supply chain that could result in additional costs to comply with such demands. Failure to comply with the increased~~

~~demands could result in public or investor scrutiny and / or litigation and could have an adverse effect on our business. Establishing targets or making other public commitments due to these demands, without a full or complete understanding of the cost or operational impact of changes in our supply chain or operating model, could also adversely affect our business and financial condition~~ . We are subject to increasing legal complexity and could be party to litigation that could adversely affect us. Increasing legal complexity will continue to affect our operations and results. We could be subject to legal proceedings that may adversely affect our business, including class actions, administrative proceedings, government investigations, employment and personal injury claims, claims alleging violations of federal and state laws regarding consumer, workplace and employment matters, wage and hour claims, discrimination and similar matters, landlord / tenant disputes, disputes with current and former suppliers, claims by current and former franchisees, data privacy claims and intellectual property claims (including claims that we infringed upon another party' s trademarks, copyrights or patents). **Additionally, we are subject to Securities and Exchange Commission (" SEC") and NASDAQ reporting and disclosure requirements.** Inconsistent standards imposed by governmental authorities can adversely affect our business and increase our exposure to litigation which could result in significant judgments, including punitive and liquidated damages, and injunctive relief. Occasionally, our guests file complaints or lawsuits against us alleging that we are responsible for an illness or injury they suffered as a result of a visit to our restaurants, or that we have problems with food quality or operations. As a Company, we take responsible alcohol service seriously. However, we are subject to" dram shop" statutes. These statutes generally allow a person injured by an intoxicated person to recover damages from an establishment that served alcoholic beverages to the intoxicated person. Some litigation against restaurant chains has resulted in significant judgments, including punitive damages, under dram shop statutes. Because a plaintiff may seek punitive damages, which may not be covered by insurance, this type of action could have an adverse impact on our financial condition and results of operations. ~~Litigation~~ **23Litigation** involving our relationship with franchisees and the legal distinction between our franchisees and us for employment law purposes, if determined adversely, could increase costs, negatively impact the business prospects of our franchisees and subject us to incremental liability for their actions. Our operating results could also be affected by the following: ● The relative level of our defense costs and nature and procedural status of pending proceedings; ● The cost and other effects of settlements, judgments or consent decrees, which may require us to make disclosures or to take other actions that may affect perceptions of our brands and products; ● Adverse results of pending or future litigation, including litigation challenging the composition and preparation of our products, or the appropriateness or accuracy of our marketing or other communication practices; and ● The scope and terms of insurance or indemnification protections that we may have (if any). Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time, attention and money away from our operations and hurt our performance. A judgment significantly in excess of any applicable insurance coverage could have significant adverse effect on our financial condition or results of operations. Further, adverse publicity resulting from these claims may hurt our business. ~~23Our~~ -- **Our** current insurance may not provide adequate levels of coverage against claims. We currently maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such damages could have a material adverse effect on our business, results of operations and / or liquidity. In addition, we self- insure a significant portion of expected losses under our health, workers' compensation, general liability, employment practices liability, cybersecurity and property insurance programs. Unanticipated changes in **our claims experience and / or** the actuarial assumptions and management estimates underlying our reserves for these losses could result in significantly different amounts of expense under these programs, which could have a material adverse effect on our financial condition, results of operations and liquidity. **Additionally** ~~Decreased cash flow from operations~~ , **if** ~~or~~ **our insurance costs increase** ~~an inability to access credit~~ , ~~could negatively affect our business initiatives or may result in our inability to execute our revenue, expense, and capital allocation strategies. Our ability to fund our operating plans and to implement our capital allocation strategies depends on sufficient cash flow from operations and / or other~~ - **there** ~~financing, including the use of funding under our amended revolving credit facility. We also may seek access to the debt and / or equity capital markets. There~~ can be no assurance **we** ~~, however, that these sources of financing~~ will be **able** ~~available on terms favorable~~ to ~~us,~~ **successfully offset the effect of such increases and** ~~or~~ **our results** ~~at all. Our capital allocation strategies include, but are not limited to, new restaurant development, payment~~ of ~~dividends, refurbishment or relocation of existing restaurants, repurchases of our common stock and franchise acquisitions. If we experience decreased cash flow from~~ operations ~~,~~ ~~our ability to fund our operations and planned initiatives, and to take advantage of growth opportunities,~~ may be delayed or negatively affected. In addition...... and our financial performance could be significantly adversely affected. Changes in tax laws and unanticipated tax liabilities could adversely affect our financial results. We are primarily subject to **federal, state and local** income and other taxes in the United States. Our effective income tax rate and other taxes in the future could be affected by a number of factors, including changes in the valuation of deferred tax assets and liabilities, changes in tax laws or other legislative changes and the outcome of income tax audits. Any significant increases in income tax rates, changes in **and / or interpretations of** income tax laws or unfavorable resolution of tax matters could have a material adverse impact on our **results of operations,** financial **condition or liquidity. Failure to adequately address environmental, social and / or governance (" ESG") matters could adversely affect our brand, business,** results **of operations and financial condition** . ~~We may be required~~ **Entities across all industries are facing increased interest related** to ~~record additional impairment~~ **ESG matters including packaging and waste, animal health and welfare, human rights, climate** ~~charges~~ - **change** ~~in the future~~ **, greenhouse gases and land, energy and water use** . In ~~accordance~~ **addition, we have faced enhanced pressure to provide expanded disclosures around ESG matters and establish goals or targets** with **respect** ~~accounting guidance as it relates~~ to **ESG matters. In response to** the ~~impairment~~ **heightened level** of ~~long- lived assets~~ **expectation for expanded ESG disclosure** , we ~~make certain estimates~~ **have published a Corporate Sustainability Report detailing our ESG efforts** and ~~projections with regard to company restaurant operations,~~ **which we update regularly. Evolving consumer and investor interest and**

**preferences** as well as ~~our overall performance~~ **governmental regulation may result** in ~~connection~~ **additional disclosure, due diligence, reporting and specific target- setting** with **regard to our business and supply chain that could result in additional costs to comply with such demands. Failure to comply with the increased demands could result in consumer** ~~our~~ - **or** ~~impairment analysis~~ **investor scrutiny and /** ~~for~~ - **or litigation and could have** ~~long- lived assets. When impairment triggers are deemed to exist for any company restaurant, the estimated undiscounted future cash flows for the restaurant are compared to its carrying value. If the carrying value exceeds the undiscounted cash flows,~~ an **adverse effect** ~~impairment charge would be recorded equal to the difference between the carrying value and the estimated fair value. We review the value of our goodwill~~ on ~~an annual basis and~~ **our business. Establishing targets or making other public commitments due to these demands, without a full or complete understanding of the cost or operational impact of changes in our supply chain or operating model, could** also when events or changes in circumstances indicate......, our results of operations could be adversely ~~affected~~ -- **affect our business and financial condition** . ~~Failure~~ **24Risks Related to Human CapitalFailure** to retain the services of our key management personnel, or to successfully execute succession planning and attract additional qualified personnel could harm our business. Our future success depends on the continued services and performance of our key management personnel and our ability to develop future successors of such personnel as a part of our succession planning. Our future performance will depend on our ability to motivate and retain these and other key officers, employees and managers, particularly regional market partners, market partners and managing partners. Competition for these employees is intense. The **unplanned** loss of the services of members of our senior management team or other key officers or managers or the inability to attract additional qualified personnel as needed could significantly harm our business. In addition, our business could suffer from any actual or alleged misconduct of any of our key personnel. Our ~~franchisees~~ **business could be adversely affected by increased labor costs or labor shortages. Labor is a primary component in the cost of operating our business. We devote significant resources to recruiting and training our restaurant managers and hourly employees. Increased labor costs due to competition, unionization, increased minimum and tipped wages, changes in hourly and overtime pay, state unemployment rates, sick pay or other employee benefits costs (including workers' compensation and health insurance), company staffing initiatives or otherwise any regulatory changes resulting from any of the foregoing** ~~could~~ **would** ~~would~~ adversely impact our operating expenses.In addition,failure to adequately monitor and proactively respond to employee dissatisfaction could lead to poor guest satisfaction,higher turnover,litigation and unionization efforts,which could negatively impact our ~~financial~~ results **of operations** .Increased competition for qualified employees caused by a shortage in the labor pool exerts upward pressure on wages paid to attract and retain such personnel,resulting in higher labor costs,together with greater recruitment and training expense.We could suffer from significant indirect costs,including restaurant disruptions due to management or hourly labor turnover and potential delays in new restaurant openings.A shortage in the labor pool could also cause our restaurants to be required to operate with reduced staff which could negatively impact our ability to provide adequate service levels to our guests resulting in adverse guest reactions and a possible reduction in guest traffic counts.Additionally,personal or public health concerns might ~~take~~ **make some existing personnel or potential candidates reluctant to work in enclosed restaurant environments. We have many restaurants located in states or municipalities where the minimum and / or tipped wage is greater than the federal minimum and / or tipped wage. We anticipate that additional legislation increasing minimum and / or tipped wage standards will be enacted in future periods either federally or in state and local jurisdictions. In addition, regulatory** actions ~~that~~ **which result in changes to healthcare eligibility, design and cost structure** could ~~harm~~ **occur. Any increases in minimum and /** ~~our~~ - **or tipped wages** ~~business. Both our~~ - **or increases** ~~domestic and international franchisees are contractually obligated to operate their restaurants~~ in ~~accordance with our applicable restaurant~~ **employee benefits costs will result in sustained higher labor costs. Our** operating **margin will be adversely affected** ~~standards. We also provide training and support~~ to **the extent** ~~franchisees. However, most franchisees are independent third parties~~ that we **are unable or are unwilling to offset any increase in these labor costs through higher prices on our products. Our distributors and suppliers also may be affected by higher minimum wage and benefit standards which could result in higher costs for goods and services supplied to us. Our success depends on our ability to attract, motivate and retain qualified employees to keep pace with our growth strategy. If we are unable to** do **so** ~~not control~~ , **our results of** ~~and these franchisees own, operate and oversee the daily~~ operations **may also** ~~of their restaurants. As a result, the ultimate success and quality of any franchise restaurant rests with the franchisee. If franchisees do not successfully operate restaurants in a manner consistent with our standards, our image and reputation could~~ be ~~harmed, which in turn could~~ adversely ~~affect~~ **affected** ~~our business and operating results~~ . Risks Related to ~~Information~~ Technology ~~and~~ **,** ~~PrivacyWe~~ -- **Privacy and Intellectual PropertyWe** rely heavily on information technology, and any material failure, weakness, ransomware or interruption could prevent us from effectively operating our business. We rely heavily on information systems in all aspects of our operations, including point- of- sale systems, digital apps, financial systems, marketing programs, e- commerce and various other processes and transactions. This reliance has significantly increased in recent years as we have had to rely to a greater extent on systems such as online ordering, contactless payments, online waitlists, and systems supporting a more remote workforce as our guests are increasingly using our website and digital applications to place and pay for their orders. Our point- of- sale processing in our restaurants includes collection of cash, credit cards, debit cards, gift cards and other processes and procedures. Our ability to efficiently and effectively manage our business depends significantly on the reliability, security and capacity of these systems. As our business needs continue to evolve, these systems will require upgrading and maintenance over time, consequently requiring significant future commitments of resources and capital. Additionally, as we become ~~increasingly~~ **25increasingly** reliant on digital ordering and payment as a sales channel, our business could be negatively impacted if we are unable to successfully implement, execute or maintain our consumer- facing digital initiatives. The failure of these systems to operate effectively, maintenance problems, upgrading or transitioning to new platforms or a material breach in the security of these systems could result in delays or errors to guest service and reduce efficiency in our operations. In addition, as we implement new technology platforms to improve ~~the~~ **productivity and** overall guest experience, there can be no guarantees that these platforms will operate as reliably or be as operationally impactful as intended. We have disaster recovery procedures and business continuity plans in place to address events of a crisis nature, including tornadoes and other natural disasters, and back up off- site locations for recovery of electronic and other forms of data information. However, if we are unable to fully implement our disaster recovery plans, we may experience delays in recovery of data, inability to perform vital corporate functions, tardiness in required reporting and compliance, failures to adequately support field operations and other breakdowns in normal communication and operating procedures that could have a material adverse effect on our financial condition, results of operations and exposure to administrative and other legal claims. ~~25We~~ **Our ability to expand and update our information technology infrastructure in response to our growing and changing needs would be inhibited in the event of a cybersecurity incident. This could lead to a delayed implementation of new service offerings, disruptions to guest experiences including via our website and applications and the diversion of resources that would otherwise be invested in expanding our business and operations. Additionally, we could be subject to litigation and government enforcement actions as a result of any such failure. Any such claim or proceeding could cause us to incur significant unplanned expenses in excess of our insurance coverage, which could have a material impact on our financial condition and results of operations. In addition, if there are malfunctions or other problems with our processing vendors, billing software or payment processing systems, it may cause interruption of normal business performance. These vendors may also experience interruptions to their information technology systems that could adversely affect us and which we may have limited or no control. We** outsource certain business processes to third- party vendors that subject us to risks, including disruptions in business and increased costs. Some business processes are currently outsourced to third parties, including such processes as information technology, gift card tracking, credit and debit card authorization and processing, insurance claims processing, unemployment claims processing, payroll tax filings, vendor payment processing and other accounting processes. We continually evaluate our other business processes to determine if additional outsourcing is a viable, and the most appropriate, option to accomplish our goals. We make a diligent effort to validate that all providers of outsourced services maintain customary internal controls, such as redundant processing facilities and adequate security frameworks to guard against breaches or data loss; however, there are no guarantees that failures will not occur. Failure of third parties to provide adequate services or internal controls over their processes could have an adverse effect on our results of operations, financial condition or ability to accomplish our financial and management reporting. We may incur increased costs to comply with privacy and data protection laws and, if we fail to comply or our systems are compromised by a security breach, we could be subject to government enforcement actions, private litigation and adverse publicity. New, modified and existing privacy and data protection laws and regulations may result in significant costs and compliance challenges and adversely affect our business and financial condition. These privacy laws and regulations, which are constantly evolving, may be interpreted by regulatory authorities in new and differing manners **, including the issuing of rulings that invalidate prior laws or regulations or increase penalties,** and such interpretations may be inconsistent among jurisdictions. We may incur increased costs to comply with increasingly demanding privacy laws and regulations **and such compliance may impede the development and offering of new products or services and may adversely impact the guest experience** . We could also be subject to government enforcement actions, private litigation and adverse publicity including reputational damage and loss of guest confidence. We receive and maintain certain personal, financial or other information about our guests, vendors and employees. In ~~2022~~ **2023** , approximately ~~85~~ **88** % of our transactions were by credit or debit cards. In addition, certain of our vendors receive and / or maintain certain personal, financial and other information about our employees and guests on our behalf. The use and handling, including security, of this information is regulated by privacy and data protection laws and regulations in ~~various~~ **26various** jurisdictions, as well as by certain third- party contracts, frameworks and industry standards, such as the Payment Card Industry Data Security Standard. Hardware, software or other applications we develop and procure from third parties **or vendor' s third- party applications could be subject to vulnerabilities or cybersecurity incidents or** may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Unauthorized parties may also attempt to gain access to our systems and facilities through fraud, trickery or other forms of deceiving our employees or vendors. In addition, if our security and information systems are compromised as a result of data corruption or loss, **cybersecurity incident** ~~cyber- attack~~ or a network security incident, or if our employees or vendors (or other persons or entities with which we do business with) fail to comply with such laws and regulations or fail to meet industry standards and this information is obtained by unauthorized persons or used inappropriately, it could result in liabilities and penalties and could damage our reputation, cause interruption of normal business performance, cause us to incur substantial costs and result in a loss of guest confidence, which could adversely affect our results of operations and financial condition. ~~Additionally~~ **Our failure or inability to enforce our trademarks or other proprietary rights could adversely affect our competitive position or the value of our brand. We own certain common law trademark rights and a number of federal and international trademark and service mark registrations, including our trade names and logos, and proprietary rights relating to certain of our core menu offerings. We believe that our trademarks and other proprietary rights are important to our success and our competitive position. Therefore** , we ~~could~~ **devote appropriate resources to the protection of our trademarks and proprietary rights. However, the protective actions that we take may not** be ~~subject~~ **enough** to **prevent unauthorized usage or imitation by others, which could harm our image, brand or competitive position and, if we commence** litigation **to** ~~and government enforcement~~ ---- **enforce** ~~actions as a result of any such failure~~ **our rights, cause us to incur significant legal fees. Our inability to register or protect our marks and other proprietary rights in foreign jurisdictions could adversely affect our competitive position in international markets. We cannot assure you that third parties will not claim that our trademarks or menu offerings infringe upon their proprietary rights** . Any such claim **, whether** or ~~proceeding~~ **not it has merit,** could **be time- consuming, result in costly litigation,** cause **delays in introducing new menu items in the future or**

**require** us to **enter into royalty** ~~incur significant unplanned expenses in excess of our~~ - **or** ~~insurance coverage~~ **licensing agreements. As a result** , ~~which~~ **any such claim** could have a material ~~impact~~ **adverse effect** on our **business, results of operations,** financial condition ~~and results of operations. In addition, if there are malfunctions or other problems with our~~ - **or liquidity** ~~processing vendors, billing software or payment processing systems, it may cause interruption of normal business performance~~ . Risks Related to the Restaurant IndustryChanges in food and supply costs and / or availability of products could adversely affect our results of operations. Our profitability depends in part on our ability to anticipate and react to changes in food and supply costs and / or the availability of products necessary to operate our business, including increased costs arising from federal and / or state mandated requirements. Any increase in food prices or loss of supply, particularly proteins, could adversely affect our operating results. In addition, we are susceptible to increases in food costs as a result of factors beyond our control, such as food supply constrictions, weather conditions, food safety concerns, global pandemics, product recalls, global market and trade conditions, and government regulations. We cannot predict whether we will be able to anticipate and react to changing food costs and / or loss of supply by adjusting our purchasing practices, menu prices or menu offerings, and a failure to do so could adversely affect our operating results. Extreme and / or long term increases in commodity prices ~~26could~~ -- **could** adversely affect our future results, especially if we are unable, primarily due to competitive reasons, to increase menu prices. Additionally, if there is a time lag between the increasing commodity prices and our ability to increase menu prices or if we believe the commodity price increase to be short in duration and we choose not to pass on the cost increases, our short- term results could be negatively affected. Also, if we adjust pricing there is no assurance that we will realize the full benefit of any adjustment due to changes in our guests' menu item selections and guest traffic. We currently purchase ~~the majority of~~ our beef **primarily** from four beef suppliers ~~with all of our beef~~ coming from the United States or Canada. While we maintain relationships with additional suppliers, if any of these vendors were unable to fulfill its obligations under its contracts, we could encounter supply shortages and **/ or** incur higher costs to secure adequate supplies, either of which would harm our business. Our business could be adversely affected by increased......, financial condition or liquidity. 27Our success depends on our ability to compete with many food service businesses. The restaurant industry is intensely competitive. We compete with many well- established food service companies on the basis of taste, quality and price of products offered, guest service, atmosphere, location, take- out and delivery ~~options~~ **27options** and overall guest experience. Our competitors include a large and diverse group of restaurant chains and individual restaurants that range from independent local operators that have opened restaurants in various markets to well- capitalized national restaurant chains. We also face competition from meal kit delivery services as well as the supermarket industry. In addition, improving product offerings of fast casual and quick- service restaurants, together with negative economic conditions could cause consumers to choose less expensive alternatives. As our competitors expand their operations, we expect competition to intensify. We also compete with other restaurant chains and other retail establishments for quality site locations and employees. Additionally, our competitors may generate or better implement business strategies that improve the value and the relevance of their brands and reputation, relative to ours. This could include the testing of delivery via internal or third- party methods or better execution around guests' to- go experience. The food service industry is affected by litigation and publicity concerning food quality, health and other issues, which can cause guests to avoid our restaurants and result in significant liabilities or litigation costs. Food service businesses can be adversely affected by litigation and complaints from guests, consumer groups or government authorities resulting from food quality, illness, injury or other health concerns or operating issues stemming from one restaurant or a limited number of restaurants. Adverse publicity about these allegations may negatively affect us, regardless of whether the allegations are true, by discouraging guests from eating at our restaurants. We could also incur significant liabilities if a lawsuit or claim results in a decision against us or litigation costs regardless of the result. Our business could be adversely affected by...... material adverse impact on our business. Health, social and environmental concerns relating to the consumption or sourcing of beef or other food products could affect consumer preferences and could negatively impact our results of operations. Like other restaurant chains, consumer preferences could be affected by concerns about the consumption or sourcing of beef, the key ingredient in many of our menu items, or negative publicity concerning food quality and food safety, including food- borne illnesses. In addition, consumer preferences may be impacted by current and future menu- labeling requirements or social and environmental concerns about the sourcing of food products throughout our supply chain. Future regulatory action may occur which could result in further changes in the nutritional and environmental disclosure requirements. We cannot make any assurances regarding our ability to effectively respond to changes in consumer perceptions and to adapt our menu offerings to prevailing trends. The imposition of menu- labeling and food sourcing laws or regulations could have an adverse effect on our results of operations and financial position, as well as the restaurant industry in general. The labeling and sourcing requirements and any negative publicity concerning any of the food products we serve may adversely affect demand for our food and could result in a decrease in guest traffic to ~~28our~~ -- **our** restaurants. If we react to labeling or sourcing requirements or negative publicity by changing our concepts or our menu offerings or their ingredients, we may lose guests who do not prefer the new concept or products, and we may not be able to attract sufficient new guests to produce the revenue needed to make our restaurants profitable. In addition, we may have different or additional competitors for our intended guests as a result of a change in our concept and may not be able to compete successfully against those competitors. A decrease in guest traffic to our restaurants as a result of these health, social and environmental concerns or negative publicity or as a result of a change in our menu or concept could significantly harm our business. Food safety and sanitation, food- borne illness and health concerns may have an adverse effect on our business by reducing demand and increasing costs. Food safety and sanitation is a top priority, and we dedicate substantial resources to help our guests enjoy safe, quality food products. However, food- borne illnesses and food safety issues occur in the food industry from time to time. Any report or publicity, whether true or not, linking us to instances of food- borne illness or other food safety issues, including food tampering or contamination, could adversely affect our concepts and reputation as well as **results of operations** ~~our revenue and profits~~ . In addition, instances of food- borne illness, food tampering or food contamination occurring solely at restaurants of our competitors could result in negative publicity about the food service industry generally and adversely impact our revenue and profits. Furthermore, our reliance on third- party food suppliers and distributors increases the risk that food- borne illness incidents could be caused by factors outside of our control and that multiple locations would be affected rather than a single restaurant. While we attempt to minimize the risk, we cannot assure that all food items are properly maintained during transport throughout the supply chain and that our employees will identify all products that may be spoiled and should not be used in our restaurants. If our guests become ill from food- borne illnesses, we could be forced to ~~temporarily~~ **28temporarily** close some restaurants. Furthermore, any instances of food contamination, whether or not at our restaurants, could subject us or our suppliers to a food recall. In addition ~~to the novel coronavirus that causes COVID- 19~~ , the United States and other countries have experienced, or may experience in the future, outbreaks of viruses, such as **COVID- 19,** Hepatitis A, Norovirus, Ebola, Avian Flu, SARS and H1N1. To the extent that a virus is food- borne, future outbreaks may adversely affect the price and availability of certain food products and cause our guests to eat less of a product which may have a significant adverse effect on our business. Our business could be adversely affected by our inability to respond to or effectively manage social media.As part of our marketing strategy,we utilize social media platforms to promote our concepts and attract and retain guests.Our strategy may not be successful,resulting in expenses incurred without improvement in guest traffic or brand relevance.In addition,a variety of risks are associated with the use of social media,including improper disclosure of proprietary information,negative comments about us,exposure of personally identifiable information,fraud,or dissemination of false information.The inappropriate use of social media vehicles by our guests or employees could increase our costs,lead to litigation or result in negative publicity that could damage our reputation and adversely affect our results of operations.Given the marked increase in the use of social media platforms,individuals have access to a broad audience of consumers and other interested persons.The availability of information on social media platforms is virtually immediate as is its impact.Many social media platforms immediately publish the content their subscribers and participants post,often without filters or checks on the accuracy of the content posted.Information concerning our Company may be posted on such platforms at any time. ~~This includes posts by social media influencers that have a significant number of followers and reach on the variety of social media platforms.~~ Additionally,social media has increasingly been utilized to target specific companies or brands as a result of a variety of actions or inactions,or perceived actions or inactions,that are disfavored by interest groups and such campaigns can rapidly accelerate and impact consumer behavior.If we are unable to quickly and effectively respond to such reports,we may suffer declines in guest traffic.The impact may **be immediate without affording us an opportunity for redress or correction.These factors could have a material adverse impact on our business.** Risks Related to **Stock Ownership and** Our Corporate StructureProvisions in our charter documents and Delaware law may delay or prevent our acquisition by a third party. Our certificate of incorporation and by- laws contain several provisions that may make it more difficult for a third party to acquire control of us without the approval of our Board ~~of Directors (the" Board")~~ . These provisions include, among other things, advance notice for raising business or making nominations at meetings and" blank check" preferred stock. Blank check preferred stock enables our Board, without approval of the shareholders, to designate and issue additional series of preferred stock with such dividend, liquidation, conversion, voting or other rights, including the right to issue convertible securities with no limitations on conversion, as our Board may determine. The issuance of blank check preferred stock may adversely affect the voting and other rights of the holders of our common stock as our Board may designate and issue preferred stock with terms that are senior to our common stock. These provisions may make it more difficult or expensive for a third party to acquire a majority of our outstanding common stock. These provisions also may delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our ~~stockholders~~ **shareholders** receiving a premium over the market price for their common stock. If we issue preferred shares in the future that have a preference over our common stock with respect to dividends or upon liquidation, dissolution or winding up, or if we issue preferred shares with voting rights that dilute the voting power of our common stock, the rights of our common stockholders or the market price of our common stock may be adversely affected. The Delaware General Corporation Law prohibits us from engaging in" business combinations" with" interested shareholders" (with some exceptions) unless such transaction is approved in a prescribed manner. The existence of this provision could have an anti- takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for our common stock. ~~29There can be no assurance that we will continue to pay dividends on our common stock or repurchase our common stock up to the maximum amounts permitted under our previously announced repurchase program. Payment of cash dividends on our common stock or repurchases of our common stock are subject to compliance with applicable laws and depends on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects, macro- economic conditions and other factors that our Board may deem relevant.~~ There can be no assurance that we will continue to pay dividends **on** ~~or repurchase~~ our common stock **or repurchase** ~~at the same levels we have historically (if at all). Our business could be negatively affected as a result of actions of activist shareholders, and such activism could impact the trading value of~~ our common stock **up** ~~. We value constructive input from our shareholders and the investment community. Our Board and management team are committed~~ to ~~acting in~~ the **maximum amounts permitted under** ~~best interests of all of~~ our ~~shareholders~~ **previously announced repurchase program** . **Payment** ~~There is no assurance that the actions taken by our Board and management in seeking to maintain constructive engagement with our shareholders will be successful. Responding to actions by activist shareholders can be costly and time- consuming, disrupting our operations and diverting the attention~~ of **cash dividends on** ~~management and our employees. Such activities could interfere with our ability to execute our strategic plan. The perceived uncertainties as to our future direction also resulting from activist strategies could also affect the market price and volatility of~~ our common stock ~~. Failure to achieve and maintain effective internal control over financial reporting may negatively impact our~~ **or** ~~business and~~ **repurchases of** our ~~financial~~ **common stock are subject to compliance with applicable laws and depends on, among other things, our** results ~~. The Company is responsible for establishing and maintaining effective internal control over financial~~

~~reporting. Despite its inherent limitations, effective internal control over financial reporting helps provide reasonable assurance regarding the reliability~~ of **operations** ~~financial reporting for external purposes. A significant accounting error correction~~ , ~~financial reporting failure or material weakness in internal control over financial reporting could cause results in our consolidated financial statements that do not accurately reflect our~~ financial condition, **level** ~~a loss~~ of **29** ~~investor confidence and subsequent decline in the market price of our common stock, increase our costs and regulatory scrutiny, and lead to litigation or result in negative publicity that could damage our reputation. 30~~