UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

X Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended December 29, 2012

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-14616

J & J SNACK FOODS CORP.
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation or organization)	22-1935537 (I.R.S. Employer Identification No.)

6000 Central Highway, Pennsauken, NJ 08109
(Address of principal executive offices)

Telephone (856) 665-9533

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.

X Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

X Yes No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes X No

As January 21, 2013, there were 18,797,826 shares of the Registrant's Common Stock outstanding.

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J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	December 29, 2012 (unaudited)	September 29, 2012
Assets		
Current assets		
Cash and cash equivalents	$ 80,216	$ 154,198
Marketable securities held to maturity	976	1,214
Accounts receivable, net	66,640	76,414
Inventories, net	76,855	69,761
Prepaid expenses and other	2,702	2,220
Deferred income taxes	4,319	4,261
Total current assets	231,708	308,068
Property, plant and equipment, at cost		
Land	2,496	2,496
Buildings	26,741	26,741
Plant machinery and equipment	173,785	172,529
Marketing equipment	235,179	233,612
Transportation equipment	4,911	4,879
Office equipment	15,266	14,987
Improvements	23,421	22,889
Construction in progress	7,885	5,740
	489,684	483,873
Less accumulated depreciation and amortization	347,734	342,329
	141,950	141,544
Other assets		
Goodwill	76,899	76,899
Other intangible assets, net	47,345	48,464
Marketable securities held to maturity	24,998	24,998
Marketable securities available for sale	80,029	-
Other	3,309	3,071
	232,580	153,432
	$ 606,238	$ 603,044
Liability and Stockholder's Equity		
Current Liabilities		
Current obligations under capital leases	$ 318	$ 340
Accounts payable	49,528	53,047
Accrued insurance liability	8,934	7,532
Accrued income taxes	5,660	962
Accrued liabilities	3,945	4,027
Accrued compensation expense	9,652	13,151
Dividends payable	-	2,446
Total current liabilities	78,037	81,505
Long-term obligations under capital leases	281	347
Deferred income taxes	44,954	44,874
Other long-term liabilities	776	831
Stockholders' Equity		
Preferred stock, $1 par value; authorized 10,000,000 shares; none issued	-	-
Common stock, no par value; authorized, 50,000,000 shares; issued and outstanding 18,783,000 and 18,780,000 respectively	42,596	43,011
Accumulated other comprehensive loss	(3,237)	(3,132)
Retained Earnings	442,831	435,608
	482,190	475,487
	$ 606,238	$ 603,044

The accompanying notes are an integral part of these statements

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)
(in thousands, except per share amounts)

	Three months ended	
	December 29, 2012	December 24, 2011
Net Sales	$ 191,408	$ 172,686
Cost of goods sold[1]	137,273	126,280
Gross Profit	54,135	46,406
Operating expenses		
Marketing [2]	17,136	17,659
Distribution [3]	15,400	14,219
Administrative [4]	6,599	6,066
Other general income	(61)	(1)
	39,074	37,943
Operating Income	15,061	8,463
Other income (expense)		
Investment income	776	355
Interest expense & other	(25)	(39)
Earnings before income taxes	15,812	8,779
Income taxes	5,586	3,294
NET EARNINGS	$ 10,226	$ 5,485
Earnings per diluted share	$ 0.54	$ 0.29
Weighted average number of diluted shares	18,870	18,874
Earnings per basic share	$ 0.54	$ 0.29
Weighted average number of basic shares	18,807	18,806

(1) Includes share-based compensation expense of $125 and $64 for the three months ended December 29, 2012 and December 24, 2011, respectively.
(2) Includes share-based compensation expense of $173 and $95 for the three months ended December 29, 2012 and December 24, 2011, respectively.
(3) Includes share-based compensation expense of $8 and $6 for the three months ended December 29, 2012 and December 24, 2011, respectively.
(4) Includes share-based compensation expense of $201 and $129 for the three months ended December 29, 2012 and December 24, 2011, respectively.

See accompanying notes to the consolidated financial statements

J&J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(in thousands)

	Three months ended December 29, 2012	Three months ended December 24, 2011
Net Earnings	$ 10,226	$ 5,485
Foreign currency translation adjustments	(123)	(156)
Unrealized holding gain on marketable securities	29	-
Tax effect	(11)	-
Total Other Comprehensive Loss, net of tax	(105)	(156)
Comprehensive Income	$ 10,121	$ 5,329

J&J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (in thousands)

	Three months ended December 29, 2012	Three months ended December 24, 2011
Operating activities:		
Net earnings	$ 10,226	$ 5,485
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation of fixed assets	6,790	6,357
Amortization of intangibles and deferred costs	1,197	1,213
Share-based compensation	507	294
Deferred income taxes	15	(85)
Other	(2)	(23)
Changes in assets and liabilities net of effects from purchase of companies		
Decrease in accounts receivable	9,787	19,112
Increase in inventories	(6,994)	(2,941)
(Increase) decrease in prepaid expenses	(483)	1,896
Decrease in accounts payable and accrued liabilities	(3,781)	(10,640)
Net cash provided by operating activities	17,262	20,668
Investing activities:		
Purchases of property, plant and equipment	(7,481)	(8,869)
Purchases of marketable securities	(80,002)	(37,454)
Proceeds from redemption of marketable securities	240	33,310
Proceeds from disposal of property and equipment	261	102
Other	(37)	(611)
Net cash used in investing activities	(87,019)	(13,522)
Financing activities:		
Payments to repurchase common stock	(2,763)	-
Proceeds from issuance of stock	1,700	1,825
Payments on capitalized lease obligations	(88)	(69)
Payment of cash dividend	(3,004)	(2,200)
Net cash used in financing activities	(4,155)	(444)
Effect of exchange rate on cash and cash equivalents	(70)	(90)
Net (decrease) increase in cash and cash equivalents	(73,982)	6,612
Cash and cash equivalents at beginning of period	154,198	87,479
Cash and cash equivalents at end of period	$ 80,216	$ 94,091

See accompanying notes to the consolidated financial statements.

Note 1 In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position nd the results of operations and cash flows. Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported net earnings.

The results of operations for the three months ended December 29, 2012 and December 24, 2011 are not necessarily indicative of results for the full year. Sales of our frozen beverages and frozen juice bars and ices are generally higher in the third and fourth quarters due to warmer weather.

While we believe that the disclosures presented are adequate to make the information not misleading, it is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012.

Note 2 We recognize revenue from our products when the products are shipped to our customers. Repair and maintenance equipment service revenue is recorded when it is performed provided the customer terms are that the customer is to be charged on a time and material basis or on a straight-line basis over the term of the contract when the customer has signed a service contract. Revenue is recognized only where persuasive evidence of an arrangement exists, our price is fixed or estimable and collectability is reasonably assured. We record offsets to revenue for allowances, end-user pricing adjustments, trade spending, coupon redemption costs and returned product. Customers generally do not have the right to return product unless it is damaged or defective. We provide an allowance for doubtful receivables after taking into consideration historical experience and other factors. The allowance for doubtful receivables was $987,000 and $685,000 at December 29, 2012 and September 29, 2012, respectively.

Note 3 Depreciation of equipment and buildings is provided for by the straight-line method over the assets' estimated useful lives. Amortization of improvements is provided for by the straight-line method over the term of the lease or the assets' estimated useful lives, whichever is shorter. Licenses and rights, customer relationships and non compete agreements arising from acquisitions are amortized by the straight-line method over periods ranging from 3 to 20 years. Depreciation expense was $6,790,000 and $6,357,000 for the three months ended December 29, 2012 and December 24, 2011, respectively.

Note 4 Basic earnings per common share (EPS) excludes dilution and is computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS takes into consideration the potential dilution that could occur if securities (stock options) or other contracts to issue common stock were exercised and converted into common stock. Our calculation of EPS is as follows:

	Three Months Ended December 29, 2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share amounts)		
Basic EPS			
Net Earnings available to common stockholders	$ 10,226	18,807	$ 0.54
Effect of Dilutive Securities			
Options	-	63	-
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	$ 10,226	18,870	$ 0.54

	Three Months Ended December 24, 2011		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share amounts)		
Basic EPS			
Net Earnings available to common stockholders	$ 5,485	18,806	$ 0.29
Effect of Dilutive Securities			
Options	-	68	-
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	$ 5,485	18,874	$ 0.29

Note 5 At December 29, 2012, the Company has three stock-based employee compensation plans. Share-based compensation was recognized as follows:

	Three months ended December 29, 2012	December 24, 2011
	(in thousands, except per share amounts)	
Stock Options	$ 175	$ 95
Stock purchase plan	92	65
Stock issued to outside directors	12	-
Restricted stock issued to an employee	4	-
	$ 283	$ 160
Per diluted share	$ 0.01	$ 0.01
The above compensation is net of tax benefits	$ 224	$ 134

The Company anticipates that share-based compensation will not exceed $1.2 million net of tax benefits, or approximately $.06 per share for the fiscal year ending September 28, 2013.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model with the following weighted average assumptions used for grants in fiscal 2013 first three months: expected volatility of 26%; risk-free interest rate of .67%; dividend rate of .9% and expected lives of 5 years.

During the 2013 three month period, the Company granted 1,100 stock options. The weighted-average grant date fair value of these options was $12.24. During the 2012 three month period, the Company granted 1,500 stock options. The weighted-average grant date fair value of these options was $11.62.

Expected volatility is based on the historical volatility of the price of our common shares over the past 55 months for 5 year options and 10 years for 10 year options. We use historical information to estimate expected life and forfeitures within the valuation model. The expected term of awards represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Compensation cost is recognized using a straight-line method over the vesting or service period and is net of estimated forfeitures.

Note 6 We account for our income taxes under the liability method. Under the liability method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities.

Additionally, we recognize a liability for income taxes and associated penalties and interest for tax positions taken or expected to be taken in a tax return which are more likely than not to be overturned by taxing authorities ("uncertain tax positions"). We have not recognized a tax benefit in our financial statements for these uncertain tax positions.

The total amount of gross unrecognized tax benefits is $510,000 and $541,000 on December 29, 2012 and September 29, 2012, respectively, all of which would impact our effective tax rate over time, if recognized. We recognize interest and penalties related to income tax matters as a part of the provision for income taxes. As of December 29, 2012 and September 29, 2012, respectively, the Company has $287,000 and $284,000 of accrued interest and penalties.

In addition to our federal tax return and tax returns for Mexico and Canada, we file tax returns in all states that have a corporate income tax with virtually all open for examination for three to four years.

Note 7 In June 2011, the FASB issued guidance which gives us the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both options, we are required to present each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this guidance do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. This guidance was adopted in our fiscal year 2013 first quarter and did not have a material impact on our financial statements.

Note 8 Inventories consist of the following:

		December 29, 2012		September 29, 2012
		(unaudited)		
		(in thousands)		
Finished goods	$	36,884	$	32,439
Raw Materials		16,927		14,584
Packaging materials		6,348		5,985
Equipment parts & other		16,696		16,753
	$	76,855	$	69,761
The above inventories are net of reserves	$	3,943	$	3,883

Note 9 We principally sell our products to the food service and retail supermarket industries. Sales and results of our frozen beverages business are monitored separately from the balance of our food service business because of different distribution and capital requirements. We maintain separate and discrete financial information for the three operating segments mentioned above which is available to our Chief Operating Decision Makers.

We have applied no aggregation criteria to any of these operating segments in order to determine reportable segments. Our three reportable segments are Food Service, Retail Supermarkets and Frozen Beverages. All inter-segment net sales and expenses have been eliminated in computing net sales and operating income (loss). These segments are described below.

Food Service

The primary products sold by the food service group are soft pretzels, frozen juice treats and desserts, churros, dough enrobed handheld products and baked goods. Our customers in the food service industry include snack bars and food stands in chain, department and discount stores; malls and shopping centers; fast food outlets; stadiums and sports arenas; leisure and theme parks; convenience stores; movie theatres; warehouse club stores; schools, colleges and other institutions. Within the food service industry, our products are purchased by the consumer primarily for consumption at the point-of-sale.

Retail Supermarkets

The primary products sold by the retail supermarket segment are soft pretzel products – including SUPERPRETZEL, frozen juice treats and desserts including LUIGI’S Real Italian Ice, MINUTE MAID Juice Bars and Soft Frozen Lemonade, WHOLE FRUIT frozen fruit bars, WHOLE FRUIT Sorbet, ICEE Squeeze-Up Tubes, dough enrobed handheld products and TIO PEPE’S Churros. Within the retail supermarket channel, our frozen and prepackaged products are purchased by the consumer for consumption at home.

Frozen Beverages

We sell frozen beverages and related products to the food service industry primarily under the names ICEE, SLUSH PUPPIE, PARROT ICE and ARCTIC BLAST in the United States, Mexico and Canada. We also provide repair and maintenance service to customers for customers' owned equipment.

The Chief Operating Decision Maker for Food Service and Retail Supermarkets and the Chief Operating Decision Maker for Frozen Beverages monthly review detailed operating income statements and sales reports in order to assess performance and allocate resources to each individual segment. In addition, the Chief Operating Decision Makers review and evaluate depreciation, capital spending and assets of each segment on a quarterly basis to monitor cash flow and asset needs of each segment. Information regarding the operations in these three reportable segments is as follows:

	Three months ended December 29, 2012	Three months ended December 24, 2011
	(unaudited) (in thousands)	
Sales to External Customers:		
Food Service		
Soft pretzels	$ 32,594	$ 25,617
Frozen juices and ices	7,527	7,852
Churros	13,807	10,386
Handhelds	6,314	6,414
Bakery	68,305	60,820
Other	1,640	1,980
	$ 130,187	$ 113,069
Retail Supermarket		
Soft pretzels	$ 8,578	$ 8,134
Frozen juices and ices	6,470	7,080
Handhelds	6,313	5,881
Coupon redemption	(789)	(757)
Other	131	496
	$ 20,703	$ 20,834
Frozen Beverages		
Beverages	$ 25,297	$ 23,981
Repair and maintenance service	11,842	11,543
Machines sales	3,048	2,913
Other	331	346
	$ 40,518	$ 38,783
Consolidated Sales	$ 191,408	$ 172,686
Depreciation and Amortization:		
Food Service	$ 4,509	$ 4,200
Retail Supermarket	8	5
Frozen Beverages	3,470	3,365
	$ 7,987	$ 7,570
Operating Income (loss):		
Food Service	$ 12,597	$ 7,254
Retail Supermarket	1,570	1,824
Frozen Beverages	894	(615)
	$ 15,061	$ 8,463
Capital Expenditures:		
Food Service	$ 5,260	$ 6,313
Retail Supermarket	-	-
Frozen Beverages	2,221	2,556
	$ 7,481	$ 8,869
Assets:		
Food Service	$ 460,524	$ 406,275
Retail Supermarket	6,090	4,087
Frozen Beverages	139,624	134,933
	$ 606,238	$ 545,295

Note 10 Our three reporting units, which are also reportable segments, are Food Service, Retail Supermarkets and Frozen Beverages.

The carrying amounts of acquired intangible assets for the Food Service, Retail Supermarkets and Frozen Beverage segments as of December 29, 2012 and September 29, 2012 are as follows:

	December 29, 2012		September 29, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in thousands)			
FOOD SERVICE				
Indefinite lived intangible assets				
Trade Names	$ 12,880	-	$ 12,880	$ -
Amortized intangible assets				
Non compete agreements	545	461	545	456
Customer relationships	40,187	23,483	40,187	22,582
License and rights	3,606	2,543	3,606	2,519
	$ 57,218	$ 26,487	$ 57,218	$ 25,557
RETAIL SUPERMARKETS				
Indefinite lived intangible assets				
Trade Names	$ 4,006	$ -	$ 4,006	$ -
Amortized Intangible Assets				
Customer relationships	279	39	279	31
	$ 4,285	$ 39	$ 4,285	$ 31
FROZEN BEVERAGES				
Indefinite lived intangible assets				
Trade Names	$ 9,315	$ -	$ 9,315	$ -
Amortized intangible assets				
Non compete agreements	198	198	198	198
Customer relationships	6,478	4,364	6,478	4,201
Licenses and rights	1,601	662	1,601	644
	$ 17,592	$ 5,224	$ 17,592	$ 5,043
CONSOLIDATED	$ 79,095	$ 31,750	$ 79,095	$ 30,631

Amortized intangible assets are being amortized by the straight-line method over periods ranging from 3 to 20 years and amortization expense is reflected throughout operating expenses. No intangible assets were acquired in the three months ended December 29, 2012. Aggregate amortization expense of intangible assets for the three months ended December 29, 2012 and December 24, 2011 was $1,119,000 and $1,132,000, respectively.

Estimated amortization expense for the next five fiscal years is approximately $4,500,000 in 2013, $4,400,000 in 2014 and 2015 and $4,200,000 in 2016 and $1,700,000 in 2017. The weighted average amortization period of the intangible assets is 10.1 years.

Goodwill

The carrying amounts of goodwill for the Food Service, Retail Supermarket and Frozen Beverage segments are as follows:

	Food Service	Retail Supermarket	Frozen Beverages	Total
		(in thousands)		
Balance at December 29, 2012	$ 39,115	$ 1,844	$ 35,940	$ 76,899

There were no changes in the carrying amounts of goodwill for the three months ended December 29, 2012.

Note 11 We have classified our investment securities as marketable securities held to maturity and available for sale. The FASB defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the FASB has established three levels of inputs that may be used to measure fair value:

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

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

Level 3 Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

Marketable securities held to maturity and available for sale values are derived solely from level 1 inputs.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at December 29, 2012 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
		(in thousands)		
US Government Agency Debt	$ 24,998	$ 74	$ 11	$ 25,061
Certificates of Deposit	976	1	-	977
	$ 25,974	$ 75	$ 11	$ 26,038

The amortized cost, unrealized gains and losses, and fair market values of our investment securities available for sale at December 29, 2012 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
		(in thousands)		
Mutual Funds	$ 80,000	$ 159	$ 130	$ 80,029
	$ 80,000	$ 159	$ 130	$ 80,029

The mutual funds seek current income with an emphasis on maintaining low volatility and overall moderate duration.

All of the certificates of deposit are within the FDIC limits for insurance coverage.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at September 29, 2012 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
		(in thousands)		
US Government Agency Debt	$ 24,998	$ 126	$ -	$ 25,124
Certificates of Deposit	1,214	-	-	1,214
	$ 26,212	$ 126	$ -	$ 26,338

All of the certificates of deposit are within the FDIC limits for insurance coverage.

The amortized cost and fair value of the Company's held to maturity securities by contractual maturity at December 29, 2012 and September 29, 2012 are summarized as follows:

	December 29, 2012		September 29, 2012	
	Amortized Cost	Fair Market Value	Amortized Cost	Fair Market Value
	(in thousands)			
Due in one year or less	$ 976	$ 977	$ 1,214	$ 1,214
Due after one year through five years	-	-	-	-
Due after five years through ten years	24,998	25,061	24,998	25,124
Total held to maturity securities	$ 25,974	$ 26,038	$ 26,212	$ 26,338
Less current portion	976	977	1,214	1,214
Long term held to maturity securities	$ 24,998	$ 25,061	$ 24,998	$ 25,124

Proceeds from the redemption and sale of marketable securities were $240,000 and $33,310,000 in the three months ended December 29, 2012 and December 24, 2011, respectively, with no gain or loss recorded. We use the specific identification method to determine the cost of securities sold.

Note 12 In May 2011, we acquired the frozen handheld business of ConAgra Foods. This business had sales of approximately $50 million over the prior twelve months to food service and retail supermarket customers and sales of $18.3 million in our 2011 fiscal year from the acquisition date.

In June 2012, we acquired the assets of Kim & Scott's Gourmet Pretzels, Inc., a manufacturer and seller of a premium brand soft pretzel. This business had sales of approximately $8 million over the prior twelve months to food service and retail supermarket customers and had sales of approximately $1.8 million in our 2012 fiscal year from the acquisition date.

These acquisitions were and will be accounted for under the purchase method of accounting, and their operations are and will be included in the consolidated financial statements from their respective acquisition dates.

The purchase price allocation for the handhelds acquisition is as follows:

	(in thousands)
Working Capital	$ 6,955
Property, plant & equipment	11,036
Trade Names	1,325
Customer Relationships	207
Deferred tax liability	(4,137)
Net Assets Acquired	15,386
Purchase Price	8,806
Gain on bargain purchase	$ 6,580

The purchase price allocation resulted in the recognition of a gain on bargain purchase of approximately $6,580,000 which is included in other income in the consolidated statement of earnings for the three and nine months ended June 25, 2011. The gain on bargain purchase resulted from the fair value of the identifiable net assets acquired exceeding the purchase price.

Acquisition costs of $546,000 for the handhelds acquisition are included in other general expense in the consolidated statements of earnings for the year September 24, 2011.

The purchase price allocation for the Kim and Scott's acquisition is as follows:

	(in thousands)
Working Capital	$ (89)
Property, plant & equipment	724
Trade Names	126
Customer Relationships	235
Non Compete Agreement	75
Goodwill	6,829
Purchase Price	$ 7,900

Acquisition costs of $155,000 for the Kim & Scott's acquisition are included in other general expense in the consolidated statements of earnings for the year ended September 29, 2012.

The goodwill and intangible assets acquired in the business combinations are recorded at fair value. To measure fair value for such assets, we use techniques including discounted expected future cash flows (Level 3 input).

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources

Our current cash and cash equivalents balances and cash expected to be provided by future operations are our primary sources of liquidity. We believe that these sources, along with our borrowing capacity, are sufficient to fund future growth and expansion. See Note 11 to these financial statements for a discussion of our investment securities.

The Company’s Board of Directors declared a regular quarterly cash dividend of $.16 per share of its common stock payable on December 27, 2012, to shareholders of record as of the close of business on December 11, 2012.

In our fiscal year ended September 29, 2012, we purchased and retired 142,038 shares of our common stock at a cost of $8,167,125. All of the shares were purchased in the fourth quarter. Subsequent to September 29, 2012 and through October 31, 2012, we purchased and retired 48,255 shares of our common stock at a cost of $2,762,602. On November 8, 2012 the Company’s Board of Directors authorized the purchase and retirement of an additional 500,000 shares of the Company’s common stock.

In the three months ended December 29, 2012 and December 24, 2011, fluctuations in the valuation of the Mexican and Canadian currencies and the resulting translation of the net assets of our Mexican and Canadian subsidiaries caused an increase of $123,000 in accumulated other comprehensive loss in the 2013 first quarter and an increase of $156,000 in accumulated other comprehensive loss in the 2012 first quarter.

Our general-purpose bank credit line which expires in December 2016 provides for up to a $50,000,000 revolving credit facility. The agreement contains restrictive covenants and requires commitment fees in accordance with standard banking practice. There were no outstanding balances under this facility at December 29, 2012.

Results of Operations

Net sales increased $18,722,000 or 11% to $191,408,000 for the three months ended December 29, 2012 compared to the three months ended December 24, 2011.

Excluding sales resulting from the acquisition of Kim & Scott’s Gourmet Pretzels in June 2012, sales increased approximately 10% for the three months.

FOOD SERVICE

Sales to food service customers increased $17,118,000 or 15% in the first quarter to $130,187,000. Excluding Kim & Scott's sales, food service sales increased approximately 14% for the quarter. Soft pretzel sales to the food service market increased 27% to $32,594,000 in the first quarter due to increased sales to restaurant chains, warehouse club stores and throughout our customer base. Increased sales to two customers accounted for approximately 50% of the increase in pretzel sales in the quarter. Without Kim & Scott's, pretzel sales increased about 23%. Frozen juices and ices sales decreased 4% to $7,527,000 in the three months resulting from lower sales to school food service accounts partially offset by higher sales to warehouse club stores. Churro sales to food service customers increased 33% to $13,807,000 in the first quarter with sales to one restaurant chain accounting for 85% of the increase.

Sales of bakery products increased $7,485,000 or 12% in the first quarter to $68,305,000 as sales increases were spread throughout our customer base.

Sales of new products in the first twelve months since their introduction were approximately $4.8 million in this quarter. Price increases accounted for approximately $3.0 million of sales in the quarter and net volume increases, including new product sales as defined above and sales resulting from the acquisition of Kim & Scott's, accounted for approximately $14.1 million of sales in the quarter.

Operating income in our Food Service segment increased from $7,254,000 to $12,597,000 in the quarter. Operating income for the quarter benefited from increased sales volume and price increases. Additionally, last year's quarter was impacted by a management and sales meeting expense of about $550,000.

RETAIL SUPERMARKETS

Sales of products to retail supermarkets decreased $131,000 or less than 1% to $20,703,000 the first quarter. Excluding Kim & Scott's sales, sales decreased 2% for the first quarter. Soft pretzel sales for the first quarter were up 5% to $8,578,000 on a unit volume increase of 6% for the quarter. Excluding Kim & Scott's sales, soft pretzel sales increased about 2% for this quarter. Sales of frozen juices and ices decreased $610,000 or 9% to $6,470,000 in the first quarter on a unit volume decrease of 14% in this quarter. Coupon redemption costs, a reduction of sales, increased 4% or about $32,000 for the quarter. Handheld sales to retail supermarket customers increased 7% to $6,313,000 in the quarter.

Sales of new products in the first twelve months since their introduction were approximately $1.2 million in the first quarter. Price increases accounted for approximately $200,000 of sales in the quarter and net volume decreases, including new product sales as defined above and Kim & Scott's sales and net of increased coupon costs, accounted for approximately $300,000 of the sales decrease in this quarter. Operating income in our Retail Supermarkets segment decreased from $1,824,000 to $1,570,000 in the quarter primarily because of increased allowances for the introduction of products into additional retailers, lower sales and increased advertising expenses.

FROZEN BEVERAGES

Frozen beverage and related product sales increased 4% to $40,518,000 in the first quarter. Beverage related sales alone were up 5% in the first quarter. Gallon sales were up 2% for the three months. Service revenue increased 3% to $11,842,000 in the first quarter with sales increases and decreases spread throughout our customer base.

Sales of beverage machines, which tend to fluctuate from year to year while following no specific trend, were $135,000 or 5% higher in the three month period. The approximate number of company owned frozen beverage dispensers was 42,700 and 42,500 at December 29, 2012 and September 29, 2012, respectively. Operating income in our Frozen Beverage segment was $894,000 in this year's quarter compared to an operating loss of $615,000 last year. The improvement in operating results was from a combination of higher sales and a reduction of expenses. Last year's quarter included a management and sales meeting expense of about $200,000.

CONSOLIDATED

Gross profit as a percentage of sales increased to 28.28% in the three month period from 26.87% last year. Higher volume in our food service segment was the primary reason for the improved gross profit margin. Ingredient and packaging costs can be extremely volatile and may be significantly different from what we are presently expecting and therefore we cannot project the impact of ingredient and packaging costs on our business going forward; however, there has been a very significant increase in the market cost of flour and packaging as well as lesser used ingredients over the past nine months which we anticipate will result in higher costs over the balance of our fiscal year, although there was no impact in our first quarter.

Total operating expenses increased $1,131,000 in this quarter but as a percentage of sales decreased from 22% percent to 20%. The drop in percentage was generally because of increased sales and lower expenses in our frozen beverage segment and the overall reduction of $800,000 in expense because of the management and sales meeting we had last year. Marketing expenses decreased from 10% of sales last year to 9% this year also because of higher sales and reduction of expenses. Distribution expenses were 8% of sales in both years' quarter. Administrative expenses were 3.45% of sales this year compared to 3.51% of sales last year.

Operating income increased $6,598,000 or 78% to $15,061,000 in the first quarter as a result of the aforementioned items.

Investment income increased by $421,000 in the quarter due primarily to increased investments of marketable securities. We invested $80 million in this quarter in mutual funds that seek current income with an emphasis on maintaining low volatility and overall moderate duration. We estimate yield from these funds to approximate 4%.

The effective income tax rate has been estimated at 35% and 38% for the quarter this year and last year, respectively. We are estimating an effective income tax rate of between 36 1/2% and 37% for the year. The first quarter benefitted from a reduction of tax expense because of changes in estimates related to a prior year.

Net earnings increased $4,741,000 or 86% in the current three month period to $10,226,000 as a result of the aforementioned items.

There are many factors which can impact our net earnings from year to year and in the long run, among which are the supply and cost of raw materials and labor, insurance costs, factors impacting sales as noted above, the continuing consolidation of our customers, our ability to manage our manufacturing, marketing and distribution activities, our ability to make and integrate acquisitions and changes in tax laws and interest rates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the Company’s assessment of its sensitivity to market risk since its presentation set forth, in item 7a. “Quantitative and Qualitative Disclosures About Market Risk,” in its 2012 annual report on Form 10-K filed with the SEC.

Item 4. Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of December 29, 2012, that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company’s management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting during the quarter ended December 29, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit No.

31.1 & 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

99.5 & 99.6 Certification Pursuant to the 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 The following financial information from J&J Snack Foods Corp.'s Quarterly Report on Form 10-Q for the quarter ended December 29, 2012, formatted in XBRL (eXtensible Business Reporting Language):

(i) Consolidated Balance Sheets,
(ii) Consolidated Statements of Earnings,
(iii) Consolidated Statements of Comprehensive Income,
(iv) Consolidated Statements of Cash Flows and
(v) the Notes to the Consolidated Financial Statements

SIGNATURES

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

J & J SNACK FOODS CORP.

Dated: January 28, 2013

/s/ Gerald B. Shreiber

Gerald B. Shreiber
Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

Dated: January 28, 2013

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Dennis G. Moore, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation offinancial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: January 28, 2013

/s/ Dennis G. Moore
Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Gerald B. Shreiber, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: January 28, 2013

/s/ Gerald B. Shreiber
Gerald B. Shreiber
Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

Exhibit 99.5

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), each of the undersigned officers of J & J Snack Foods Corp. (the “Company”), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarter ended December 29, 2012 (the “Report”) that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 28, 2013

/s/ Dennis G. Moore
Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 99.6

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), each of the undersigned officers of J & J Snack Foods Corp. (the “Company”), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarter ended December 29, 2012 (the “Report”) that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 28, 2013

/s/ Gerald B. Shreiber
Gerald B. Shreiber
Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.