

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 28, 2014

J & J SNACK FOODS CORP.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| New Jersey | 0-14616 | 22-1935537 |
| (State or Other Jurisdiction of Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

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

Registrant's telephone number, including area code: (856) 665-9533

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITIONS

On July 28, 2014, J & J Snack Foods Corp. issued a press release regarding its earnings for the third quarter of fiscal 2014.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| Exhibit Number | Description of Document |
|----------------|-----------------------------------|
| 99.1 | Press Release dated July 28, 2014 |

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 hereunto duly authorized.

J & J SNACK FOODS CORP.

By: /s/ Gerald B. Shreiber

Gerald B. Shreiber
President

/s/ Dennis G. Moore

Dennis G. Moore
Chief Financial Officer

Date: July 28, 2014

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|-----------------------------------|
| 99.1 | Press Release dated July 28, 2014 |

IMMEDIATE RELEASE

FOR:

Contact: Dennis G. Moore
Senior Vice President
Chief Financial Officer
(856) 532-6603**6000 Central Highway**
Pennsauken, NJ 08109

J & J SNACK FOODS
REPORTS THIRD QUARTER SALES
AND EARNINGS

Pennsauken, NJ, July 28, 2014 - - J & J Snack Foods Corp. (NASDAQ-JJSF) today announced sales and earnings for the third quarter ended June 28, 2014.

Sales increased 8% to \$257.1 million from \$237.0 million in last year's third quarter. Net earnings increased 12% to \$23.7 million in the current quarter from \$21.2 million last year. Earnings per diluted share increased 13% to \$1.26 for the third quarter from \$1.12 last year. Operating income increased 10% to \$35.7 million in the current quarter from \$32.4 million in the year ago quarter.

For the nine months ended June 28, 2014, sales increased 6% to \$666.0 million from \$629.8 million in last year's nine months. Net earnings increased 13% to \$49.6 million in the nine months from \$44.1 million last year. Earnings per diluted share increased to 13% to \$2.64 for the nine months from \$2.33 last year. Operating income increased 11% to \$74.0 million from \$66.6 million in the year ago period.

Gerald B. Shreiber, J & J's President and Chief Executive Officer, commented, "All of our business groups contributed to our record quarter. We had particular strong sales growth in our food service soft pretzel category led by our newer products such as pretzel rolls and sticks. Our ICEE group also had record sales and earnings and our retail grocery group had higher earnings as well."

J&J Snack Foods Corp. is a leader and innovator in the snack food industry, providing nutritional and affordable branded niche snack foods and beverages to foodservice and retail supermarket outlets. Manufactured and distributed nationwide, our principal products include SUPERPRETZEL, BAVARIAN BAKERY and other soft pretzels, ICEE and SLUSH PUPPIE frozen beverages, LUIGI'S, PHILLY SWIRL, MINUTE MAID* frozen juice bars and ices, WHOLE FRUIT sorbet and frozen fruit bars, MARY B'S biscuits and dumplings, DADDY RAY'S fig and fruit bars, CALIFORNIA CHURROS and TIO PEPE'S churros, PATIO Burritos and other handheld sandwiches, THE FUNNEL CAKE FACTORY funnel cakes, and several cookie brands within COUNTRY HOME BAKERS. For more information, please visit us at www.jjsnack.com.

*MINUTE MAID is a registered trademark of The Coca-Cola Company

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J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

(in thousands, except per share amounts)

| | Three months ended | | Nine months ended | |
|---|--------------------|------------------|-------------------|------------------|
| | June 28, 2014 | June 29, 2013 | June 28, 2014 | June 29, 2013 |
| Net Sales | \$ 257,113 | \$ 237,036 | \$ 665,957 | \$ 629,770 |
| Cost of goods sold | 172,745 | 161,714 | 460,570 | 442,162 |
| Gross Profit | <u>84,368</u> | <u>75,322</u> | <u>205,387</u> | <u>187,608</u> |
| Operating expenses | | | | |
| Marketing | 21,274 | 19,554 | 56,825 | 53,499 |
| Distribution | 19,314 | 16,750 | 51,816 | 47,863 |
| Administrative | 7,883 | 7,063 | 21,648 | 20,122 |
| Other general expense (income) | 234 | (429) | 1,132 | (480) |
| | <u>48,705</u> | <u>42,938</u> | <u>131,421</u> | <u>121,004</u> |
| Operating Income | 35,663 | 32,384 | 73,966 | 66,604 |
| Other income (expense) | | | | |
| Investment income | 1,159 | 904 | 3,273 | 2,576 |
| Interest expense & other | (26) | (29) | (89) | (82) |
| Earnings before income taxes | 36,796 | 33,259 | 77,150 | 69,098 |
| Income taxes | 13,118 | 12,087 | 27,525 | 25,040 |
| NET EARNINGS | <u>\$ 23,678</u> | <u>\$ 21,172</u> | <u>\$ 49,625</u> | <u>\$ 44,058</u> |
| Earnings per diluted share | <u>\$ 1.26</u> | <u>\$ 1.12</u> | <u>\$ 2.64</u> | <u>\$ 2.33</u> |
| Weighted average number of diluted shares | <u>18,832</u> | <u>18,913</u> | <u>18,814</u> | <u>18,890</u> |
| Earnings per basic share | <u>\$ 1.27</u> | <u>\$ 1.13</u> | <u>\$ 2.66</u> | <u>\$ 2.34</u> |
| Weighted average number of basic shares | <u>18,686</u> | <u>18,807</u> | <u>18,686</u> | <u>18,804</u> |

CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

| | (unaudited) June 28, 2014 | September 28, 2013 |
|--|---------------------------------|-----------------------|
| Cash and cash equivalents | \$ 67,754 | \$ 97,345 |
| Current marketable securities held to maturity | - | 256 |
| Other current assets | 197,832 | 167,116 |
| Property, plant and equipment, net | 158,673 | 147,164 |
| Goodwill | 86,265 | 76,899 |
| Other intangible assets, net | 52,345 | 44,012 |
| Marketable securities held to maturity | 2,000 | 2,000 |
| Marketable securities available for sale | 129,640 | 107,664 |
| Other | 3,726 | 3,205 |
| Total | <u>\$ 698,235</u> | <u>\$ 645,661</u> |
| Current Liabilities | \$ 103,882 | \$ 83,239 |
| Long-term obligations under capital leases | 402 | 136 |
| Deferred income taxes | 45,807 | 45,183 |
| Other long-term liabilities | 525 | 538 |
| Stockholders' Equity | 547,619 | 516,565 |
| Total | <u>\$ 698,235</u> | <u>\$ 645,661</u> |

The forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly revise or update these forward-looking statements to reflect events or circumstances that arise after the date hereof.

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