# UNITED STATES <br> 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): September 08, 2022

## American Outdoor Brands, Inc.

## (Exact name of Registrant as Specified in Its Charter)

$\left.\begin{array}{ccc}\text { Delaware } & & \begin{array}{c}\text { 001-39366 } \\ \text { (State or Other Jurisdiction } \\ \text { of Incorporation) }\end{array} \\ & & \begin{array}{c}84-4630928 \\ \text { (IRS Employer }\end{array} \\ \text { Identification No.) }\end{array}\right]$

Registrant's Telephone Number, Including Area Code: (800) 338-9585
(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:Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
$\square \quad$ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
$\square \quad$ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
$\square$ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading <br> Symbol(s) | Name of each exchange on which registered |
| :---: | :---: | :---: | :---: |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule $12 \mathrm{~b}-2$ of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company 『
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. $\boxtimes$

## Item 7.01 Regulation FD Disclosure.

We are furnishing this Current Report on Form 8-K in connection with the disclosure of information, in the form of the textual information from a PowerPoint presentation to be given at meetings with investors and analysts. This information may be amended or updated at any time and from time to time through another Form 8 -K, a later company filing, or other means.

The information in this Current Report on Form 8-K (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

The text included with this Report on Form 8-K is available on our website located at www.aob.com, although we reserve the right to discontinue that availability at any time.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
Number
99.1

104

Exhibits.
Description
Investor Presentation, dated September 2022
Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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.

AMERICAN OUTDOOR BRANDS, INC.

NASDAQ: AOUT

## INVESTOR PRESENTATION

## September 2022

Certain statements contained in this presentation may be deemed to be forward-looking statements under federal securities laws, and we intend that such forward-looking statements be subject to the safe harbor created thereby. All statements other than statements of historical facts contained or incorporated herein by reference in this presentation, including statements regarding our future operating results, future financial position, business strategy, objectives, goals, plans, prospects, markets, and plans and objectives for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "anticipates," "believes," "estimates," "expects," "intends," "suggests," "targets," "contemplates," "projects," "predicts," "may," "might," "plan," "would," "should," "could," "may," "can," "potential," "continue," "objective," or the negative of those terms, or similar expressions intended to identify forward-looking statements. However, not all forward-looking statements contain these identifying words. We caution that these statements are qualified by important risks, uncertainties, and other factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Such factors include, among others, potential disruptions in our suppliers' ability to source the raw materials necessary for the production of our products, disruptions and delays in the manufacture of our products, and difficulties encountered by retailers and other components of the distribution channel for our products including delivery of product stemming from port congestion and related transportation challenges; lower levels of consumer spending in general and specific to our products or product categories; our ability to introduce new products that are successful in the marketplace; interruptions of our arrangements with third-party contract manufacturers and freight carriers that disrupt our ability to fill our customers' orders; increases in costs or decreases in availability of finished products, product components, and raw materials; our ability to maintain or strengthen our brand recognition and reputation; the ability to forecast demand for our products accurately; our ability to continue to expand our e-commerce business; our ability to compete in a highly competitive market; our dependence on large customers; our ability to attract and retain talent; an increase of emphasis on private label products by our customers; pricing pressures by our customers; our ability to collect our accounts receivable; the potential for product recalls, product liability, and other claims or lawsuits against us; our ability to protect our intellectual property; inventory levels, both intemally and in the distribution channel, in excess of demand; our ability to identify acquisition candidates, to complete acquisitions of potential acquisition candidates, to integrate acquired businesses with our business, to achieve success with acquired companies, and to realize the benefits of acquisitions in a manner consistent with our expectations; the performance and security of our information systems; our ability to comply with any applicable foreign laws or regulations and the effect of increased protective tarifts; economic, social, political, legislative, and regulatory factors; the potential for increased regulation of firearms and firearms-related products; the effect of political pressures on firearm laws and regulations; the potential impact on our business and operations from the results of federal, state, and local elections and the policies that may be implemented as a result thereof; our ability to realize the anticipated benefits of being a separate, public company; future investments for capital expenditures, liquidity and anticipated cash needs and availability; the potential for impairment charges; estimated amortization expense of intangible assets for future periods; actions of social or economic activists that could, directly or indirectly, have an adverse effect on our business; disruptions caused by social unrest, including related protests or disturbances; our assessment of factors relating to the valuation of assets acquired and liabilities assumed in acquisitions, the timing for such evaluations, and the potential adjustment in such evaluations; and, other factors detailed from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2022.





## AMERICAN OUTDOOR BRANDS

$\checkmark$ Large, passion-driven industry
$\checkmark$ Favorable macro trends (fishing, hunting, personal protection, shooting sports, camping, hiking, and outdoor cooking)
$\checkmark$ Diverse portfolio of 21 early-stage consumer brands
$\checkmark$ Innovative "Dock \& Unlock""" formula fuels brand growth
$\checkmark$ Leverageable model drives profitability
$\checkmark$ Strong balance sheet supports organic growth \& acquisitions

## AMERICAN OUTDOOR BRANDS, INC. AT A GLANCE








## "DOCK \& UNLOCK"'" CASE STUDY

Our Brand Lane structure and product development capabilities allow us to create wholly new brands that have the potential to deliver strong, incremental, organic growth.


Net Sales - $100 \%$ DTC
"DOCK \& UNLOCK""' CASE STUDY




## LONG-TERM FINANCIAL TARGETS

|  | Long-Term | Long-Term Drivers |
| :---: | :---: | :---: |
| NetSales(0) | Path to \$400M+ | $\checkmark$ Expand market share <br> $\checkmark$ New product categories <br> $\checkmark$ New consumer markets <br> $\checkmark$ New distribution |
| Adjusted EBITDAS | Mid to high teens \% | $\checkmark$ High level of operating leverage from existing brand lane platform <br> $\checkmark$ Adjusted EBITDAS margins expected to increase with net sales growth |
| Capital Expenditures | N/A | $\checkmark$ Long-term will primarily be maintenance capex related to product tooling |
| nent's estimates is based o nd Management's knowled | ailable to Management Pease see also referen | ented and is subject to change in the future especially in ligh rs that could change Management's estimates in the Legal S |

## STRONG BALANCE SHEET SUPPORTS ORGANIC GROWTH \& ACQUISITIONS

|  |  | $\checkmark$ Significant liquidity (up to $\sim \$ 72 \mathrm{M}$ available capital) |
| :---: | :---: | :---: |
| BALANCE SHEET AS OF JULY 31, 2022 - |  |  |
| Assets (\$M) |  | $\checkmark$ \$75M asset-based revolving credit facility, expandable by \$15M |
| Cash | \$17.5 |  |
| Other Current Assets | 156.4 | $\checkmark$ Virtually zero net debt |
| Intangibles | 60.7 |  |
| PP\&E | 10.4 | $\checkmark$ Strong annual free cash flow generation |
| Other Assets | 25.8 |  |
| Total Assets | \$270.7 | $\checkmark$ Dry powder available for strategic acquisitions |
| Liabilities \& Equity (\$M) |  | IDEAL ACOUISITION CRITERIA |
| Current Liabilities | \$28.6 | IDEAL ACQUSITION CRIERIA |
| Bank Debt | 19.6 |  |
| Other Liabilities | 24.8 | $\checkmark$ "Dock \& Unlock ${ }^{\text {wiM }}$ Friendly via Brand Lane Structure |
| Total Liabilities | \$72.9 | $\checkmark$ "Niche to Known ${ }^{\text {mTM }}$ Opportunity (Runway for Growth) |
| Stockholders' Equity | \$197.8 | $\checkmark$ Large, Addressable Markets |
| Total Liabilities \& Equity | \$270.7 | $\checkmark$ Low Complexity |
|  |  | $\checkmark$ Further Diversifies Supply Chain |




BRIAN D. MURPHY
President \& Chief Executive Officer
$\checkmark$ Lead execution of AOUT's "Dock \& Unlock"TM strategy as part of expansion into new outdoor product categories and markets
$\checkmark$ Experienced leader with ability to motivate teams, build and run business operations, and apply transactional and industry experience
$\checkmark$ Significant M\&A and financial experience with publicly traded companies

H. ANDREW FULMER, CPA

Chief Financial Officer
$\checkmark$ Extensive financial experience with the company, and played key role in the development and execution of the company's long-term acquisition strategy
$\checkmark$ Led the company's strategic planning process and developed procedures for acquisition-related financial modeling, due diligence, internal controls, and integration
pwc
 Smith\&Wesson:

## NON-GAAP FINANCIAL MEASURES

In this presentation, certain non-GAAP financial measures, including "non-GAAP net income," "non-GAAP income per share diluted," "Adjusted EBITDAS," and "free cash flow" are presented. A reconciliation of these and other non-GAAP financial measures are contained at the end of this press release. A reconciliation of projected non-GAAP income per share diluted and free cash flow are contained under the "Outlook" section of this press release. From time-to-time, the Company considers and uses these non-GAAP financial measures as supplemental measures of operating performance in order to provide the reader with an improved understanding of underlying performance trends. The Company believes it is useful for itself and the reader to review, as applicable, both (1) GAAP measures that include (i) amortization of acquired intangible assets, (ii) stock compensation, (iii) technology implementation, (iv) acquisition costs, (v) stockholder cooperation agreement costs, (vi) income tax adjustments, (vii) interest expense, (viii) income tax expense, and (x) depreciation and amortization; and (2) the non-GAAP measures that exclude such information. The Company presents these non-GAAP measures because it considers them an important supplemental measure of its performance and believes the disclosure of such measures provides useful information to investors regarding the Company's financial condition and results of operations. The Company's definition of these adjusted financial measures may differ from similarly named measures used by others. The Company believes these measures facilitate operating performance comparisons from period to period by eliminating potential differences caused by the existence and timing of certain expense items that would not otherwise be apparent on a GAAP basis. These non-GAAP measures have limitations as an analytical tool and should not be considered in isolation or as a substitute for the Company's GAAP measures. The principal limitations of these measures are that they do not reflect the Company's actual expenses and may thus have the effect of inflating its financial measures on a GAAP basis.

## Q1 NON-GAAP ADJUSTED EBITDAS RECONCILIATION

## AMERICAN OUTDOOR BRANDS, INC. AND SUBSIDIARIES

RECONCILIATION OF GAAP NET (LOSS)/INCOME TO NON-GAAP ADJUSTED EBITDAS (In thousands)
(Unaudited)

|  | For the Three Months Ended July 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2022 |  | 2021 |  |
| GAAP net (loss)/income | \$ | $(5,695)$ | \$ | 3,457 |
| Interest expense |  | 186 |  | 46 |
| Income tax expense |  | 189 |  | 849 |
| Depreciation and amortization |  | 4,162 |  | 4,179 |
| Stock compensation |  | 714 |  | 752 |
| Technology implementation |  | 769 |  | 272 |
| Acquisition costs |  | 47 |  | - |
| Shareholder cooperation agreement costs |  | 1,010 |  | - |
| Non-GAAP Adjusted EBITDAS | \$ | 1,382 | \$ | 9,555 |
| Adjusted EBITDAS Margin |  | 3.2\% |  | 15.7\% |

## Q1 GAAP INCOME STATEMENT

AMERICAN OUTDOOR BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

|  | For the Three Months Ended July 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2022 |  | 2021 |  |
|  | (Unaudited) |  |  |  |
| Net sales | \$ | 43,676 | \$ | 60,768 |
| Cost of sales |  | 24,637 |  | 31,785 |
| Gross profit |  | 19,039 |  | 28,983 |
| Operating expenses: |  |  |  |  |
| Research and development |  | 1,756 |  | 1,521 |
| Selling, marketing, and distribution |  | 11,780 |  | 13,200 |
| General and administrative |  | 11,064 |  | 10,039 |
| Total operating expenses |  | 24,600 |  | 24,760 |
| Operating (loss)/income |  | $(5,561)$ |  | 4,223 |
| Other income/(expense), net: |  |  |  |  |
| Other income, net |  | 241 |  | 129 |
| Interest expense, net |  | (186) |  | (46) |
| Total other income, net |  | 55 |  | 83 |
| (Loss)/income fromoperations before income taxes |  | $(5,506)$ |  | 4,306 |
| Income tax expense |  | 189 |  | 849 |
| Net (loss)/income | \$ | $(5,695)$ | \$ | 3,457 |
| Net (loss)/income per share: |  |  |  |  |
| Basic | \$ | (0.42) | \$ | 0.25 |
| Diluted | \$ | (0.42) | \$ | 0.24 |
| Weighted average number of common shares outstanding: |  |  |  |  |
| Basic |  | 13,443 |  | 14,083 |
| Diluted |  | 13,443 |  | 14,301 |

## Q1 NON-GAAP INCOME STATEMENT

AMERICAN OUTDOOR BRANDS, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS - Non GAAP
(In thousands, except per share data)

|  | For the Three Months Ended July 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2022 |  | 2021 |  |
|  | (Unaudited) |  |  |  |
| Net sales | \$ | 43,676 | \$ | 60,768 |
| Cost of sales |  | 24,637 |  | 31,785 |
| Gross profit |  | 19,039 |  | 28,983 |
| Operating expenses: |  |  |  |  |
| Research and development |  | 1,756 |  | 1,521 |
| Selling, marketing, and distribution |  | 11,780 |  | 13,200 |
| General and administrative |  | 5,449 |  | 5,587 |
| Total operating expenses |  | 18,985 |  | 20,308 |
| Operating (loss)/income |  | 54 |  | 8,675 |
| Other income/(expense), net: |  |  |  |  |
| Other income, net |  | 241 |  | 129 |
| Interest expense, net |  | (186) |  | (46) |
| Total other income, net |  | 55 |  | 83 |
| (Loss)/income from operations before income taxes |  | 109 |  | 8,758 |
| Income tax expense |  | 25 |  | 1,962 |
| Net (loss)/income | \$ | 84 | \$ | 6,796 |
| Net (loss)/income per share: |  |  |  |  |
| Basic | \$ | 0.01 | \$ | 0.48 |
| Diluted | \$ | 0.01 | \$ | 0.48 |
| Weighted average number of common shares outstanding: |  |  |  |  |
| Basic |  | 13,443 |  | 14,083 |
| Diluted |  | 13,596 |  | 14,301 |



