UNITED STATES 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): March 6, 2018

H&R BLOCK, INC.

(Exact name of registrant as specified in charter)

MISSOURI

1-06089

44-0607856

(State or other jurisdiction of incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification No.)

One H&R Block Way, Kansas City, MO 64105

(Address of Principal Executive Offices) (Zip Code)

(816) 854-3000

(Registrant's telephone number, including area code)

Not Applicable

(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))

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 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company \Box

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.

Item 2.02. Results of Operations and Financial Condition.

On March 6, 2018, the Company issued a press release regarding the Company's results of operations for the fiscal quarter ended January 31, 2018. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description

99.1 Press Release Issued March 6, 2018

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.

H&R BLOCK, INC.

Date: March 6, 2018

By: /s/ Scott W. Andreasen

Scott W. Andreasen Vice President and Secretary

News Release

For Immediate Release: March 6, 2018

H&R Block Announces Strong Start to the Tax Season and Fiscal 2018 Third Quarter Results

KANSAS CITY, Mo. - H&R Block, Inc. (NYSE: HRB) today released U.S. tax return volume through February 28 and its financial results for the fiscal 2018 third quarter ended January 31, 2018. The company normally reports a fiscal third quarter loss due to the seasonality of its tax business.

Tax Season and Fiscal Third Quarter Highlights¹

- H&R Block grows total U.S. returns through February 28.
- Company reiterates financial outlook for full year.
- Fiscal third quarter revenues increased \$37 million, or 8%, to \$488 million primarily due to increased return volumes in both Assisted and DIY tax preparation businesses.
- Loss per share from continuing operations increased \$0.67, from \$0.49 to \$1.16, solely due to changes in the company's effective tax rate resulting from the recently enacted federal corporate tax legislation. The negative impact from these corporate tax rate changes is unique to the company's fiscal third quarter, as the impact will be favorable on a full fiscal year basis.

Tax Season Results²

H&R Block total U.S. return volume increased 3.4% through February 28, with Assisted returns increasing 0.7% and DIY returns increasing 8.2%. Positive results in the Assisted business were due to the success of early-season promotions including the company's Refund Advance no-interest loan and Free Federal 1040EZ offer. In DIY, continued product improvements, enhanced partnerships, and the H&R Block More Zero[®] promotion led to the strong performance.

CEO Perspective

"I'm proud of what we have accomplished so far this tax season, with strong results in both the Assisted and DIY tax preparation categories," said Jeff Jones, H&R Block's president and chief executive officer. "As we look to the second half of the tax season, we'll continue to focus on execution as we leverage our products, partnerships and marketing to deliver on our financial outlook."

¹ All amounts in this release are unaudited. Unless otherwise noted, all comparisons refer to the current period compared to the corresponding prior year period. ² Volume changes to prior year noted in this paragraph and in the table attached to this release are based on a date-to-date basis.

Fiscal 2018 Third Quarter Results From Continuing Operations

		-			
(in millions, except EPS)	Fiscal Year 2018				
Revenue	\$ 488	\$	452		
Pretax Loss	\$ (121)	\$	(151)		
Net Loss	\$ (243)	\$	(101)		
Weighted-Avg. Shares - Diluted	209.1		207.9		
EPS ³	\$ (1.16)	\$	(0.49)		
EBITDA ⁴	\$ (48)	\$	(79)		

Key Financial Metrics

- Total revenues increased \$37 million, or 8%, to \$488 million primarily due to increased return volumes.
- Total operating expenses increased \$9 million, or 2%, to \$586 million primarily due to increases in compensation costs, partially offset by lower marketing and advertising expenses.
- Pretax loss decreased \$30 million to \$121 million.
- Loss per share from continuing operations increased \$0.67, from \$0.49 to \$1.16, solely due to changes in the company's effective tax rate resulting from the recently enacted federal corporate tax legislation. The negative impact from these corporate tax rate changes is unique to the company's fiscal third quarter, as the impact will be favorable on a full fiscal year basis. The company expects its fiscal year effective tax rate to be 6%-9%, which is an update to the anticipated annual effective tax rate for fiscal 2018 disclosed in the company's Form 8-K filed with the Securities and Exchange Commission (SEC) on January 22, 2018.

CFO Perspective

"We are pleased with our performance during the first half of the tax season, which was in line with our expectations," said Tony Bowen, H&R Block's chief financial officer. "Our expectations for revenue growth and margin are unchanged from the outlook we provided in December."

Dividends

As previously announced, a quarterly cash dividend of \$0.24 per share is payable on April 2, 2018 to shareholders of record as of March 13, 2018. H&R Block has paid quarterly dividends consecutively since the company went public in 1962.

Discontinued Operations

During the fiscal quarter, Sand Canyon Corporation made payments of \$4.5 million pursuant to a settlement agreement entered into in fiscal 2016. The full amount of the payments had been previously accrued by the company. For additional information on Sand Canyon, please refer to disclosures in the company's reports on Forms 10-K, 10-Q, and other filings with the SEC.

Conference Call

Discussion of the fiscal 2018 third quarter results, future outlook, and a general business update will occur during the company's previously announced fiscal third quarter earnings conference call for analysts, institutional investors, and shareholders. The call is scheduled for 4:30 p.m. Eastern time on March 6,

- 3 All per share amounts are based on fully diluted shares at the end of the corresponding period.
- ⁴ The company reports non-GAAP financial measures of performance, including earnings before interest, tax, depreciation, and amortization (EBITDA), which it considers to be useful metrics for management and investors to evaluate and compare the ongoing operating performance of the company. See "About Non-GAAP Financial Information" below for more information regarding financial measures not prepared in accordance with generally accepted accounting principles (GAAP).

2018. To access the call, please dial the number below approximately 10 minutes prior to the scheduled starting time:

U.S./Canada (855) 702-5257 or International (213) 358-0868 Conference ID: 3876229

The call will also be webcast in a listen-only format for the media and public. The link to the webcast can be accessed directly at http://investors.hrblock.com.

A replay of the call will be available beginning at 7:30 p.m. Eastern time on March 6, 2018, and continuing until April 6, 2018, by dialing (855) 859-2056 (U.S./Canada) or (404) 537-3406 (International). The conference ID is 3876229. The webcast will be available for replay beginning on March 7, 2018 at http://investors.hrblock.com.

About H&R Block

H&R Block, Inc. (NYSE: HRB) is a global consumer tax services provider. <u>Tax return preparation</u> services are provided by professional tax preparers in approximately 12,000 company-owned and franchise <u>retail tax offices</u> worldwide, and through H&R Block <u>tax software products</u> for the DIY consumer. H&R Block also offers adjacent Tax Plus products and services. In fiscal 2017, H&R Block had annual revenues of over \$3 billion with 23 million tax returns prepared worldwide. For more information, visit the <u>H&R Block Newsroom</u>.

About Non-GAAP Financial Information

This press release and the accompanying tables include non-GAAP financial information. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with generally accepted accounting principles, please see the section of the accompanying tables titled "Non-GAAP Financial Information."

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the securities laws. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words or variation of words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "projects," "forecasts," "targets," "would," "will," "should," "goal," "could" or "may" or other similar expressions. Forward-looking statements provide management's current expectations or predictions of future conditions, events or results. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. They may include estimates of revenues, client trajectory, income, effective tax rate, earnings per share, cost savings, capital expenditures, dividends, share repurchases, liquidity, capital structure or other financial items, descriptions of management's plans or objectives for future operations, products or services, or descriptions of assumptions underlying any of the above. All forward-looking statements speak only as of the date they are made and reflect the company's good faith beliefs, assumptions and expectations, but they are not guarantees of future performance or events. Furthermore, the company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions, factors, or expectations, new information, data or methods, future events or other changes, except as required by law. By their nature, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited

to a variety of economic, competitive and regulatory factors, many of which are beyond the company's control, that are described in our Annual Report on Form 10-K for the fiscal year ended April 30, 2017 in the section entitled "Risk Factors" and additional factors we may describe from time to time in other filings with the Securities and Exchange Commission. You may get such filings for free at our website at http://investors.hrblock.com. In addition, factors that may cause the company's actual estimated effective tax rate to differ from estimates include the company's actual results from operations compared to current estimates, future discrete items, changes in interpretations and assumptions the company has made, guidance from the Internal Revenue Service, SEC, or the Financial Accounting Standards Board about the Tax Legislation, and future actions of the company. You should understand that it is not possible to predict or identify all such factors and, consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

For Further Information

Investor Relations: Colby Brown, (816) 854-4559, colby.brown@hrblock.com Media Relations: Susan Waldron, (816) 854-5522, susan.waldron@hrblock.com

TABLES FOLLOW



CONSOLIDATED STATEMENTS OF OPERATIONS				(ur	naudited, in 000s - ex	cept pe	r share amounts)
	Three months e	January 31,	Nine months er	anuary 31,			
	2018		2017		2018		2017
REVENUES:							
Service revenues	\$ 388,771	\$	361,397	\$	641,389	\$	592,721
Royalty, product and other revenues	99,655		90,485		125,693		115,678
	 488,426		451,882		767,082		708,399
OPERATING EXPENSES:							
Cost of revenues:							
Compensation and benefits	181,958		165,015		303,434		275,098
Occupancy and equipment	107,981		104,094		311,752		297,586
Provision for bad debt	29,191		28,348		33,429		29,634
Depreciation and amortization	32,046		29,828		90,391		87,206
Other	65,425		61,492		145,329		136,041
	416,601		388,777		884,335		825,565
Selling, general and administrative:							
Marketing and advertising	64,209		84,101		82,875		103,663
Compensation and benefits	66,942		58,408		185,453		174,223
Depreciation and amortization	16,442		15,332		46,487		44,986
Other selling, general and administrative	21,505		30,056		66,378		77,500
	169,098		187,897		381,193		400,372
Total operating expenses	 585,699		576,674		1,265,528		1,225,937
Other income (expense), net	1,028		134		3,259		4,948
Interest expense on borrowings	(24,560)		(25,940)		(67,102)		(70,026)
Loss from continuing operations before income taxes (benefit)	 (120,805)		(150,598)		(562,289)		(582,616)
Income taxes (benefit)	122,120		(49,386)		(43,234)		(216,963)
Net loss from continuing operations	 (242,925)		(101,212)		(519,055)		(365,653)
Net loss from discontinued operations	(2,720)		(3,302)		(10,723)		(8,754)
NET LOSS	\$ (245,645)	\$	(104,514)	\$	(529,778)	\$	(374,407)
BASIC AND DILUTED LOSS PER SHARE:							
Continuing operations	\$ (1.16)	\$	(0.49)	\$	(2.49)	\$	(1.71)
Discontinued operations	(0.02)		(0.01)		(0.05)		(0.04)
Consolidated	\$ (1.18)	\$	(0.50)	\$	(2.54)	\$	(1.75)
WEIGHTED AVERAGE BASIC AND DILUTED SHARES	209,080		207,862		208,693		214,627



CONSOLIDATED BALANCE SHEETS		(unaudited, in 000s - except per							
As of	Jan	uary 31, 2018	J	anuary 31, 2017		April 30, 2017			
ASSETS									
Cash and cash equivalents	\$	187,366	\$	221,172	\$	1,011,331			
Cash and cash equivalents - restricted		83,033		70,166		106,208			
Receivables, net		791,618		787,865		162,775			
Income taxes receivable		72,775		38,032		—			
Prepaid expenses and other current assets		149,349		85,599		65,725			
Total current assets		1,284,141		1,202,834		1,346,039			
Property and equipment, net		249,911		282,358		263,827			
Intangible assets, net		390,993		434,720		409,364			
Goodwill		504,789		483,320		491,207			
Deferred tax assets and income taxes receivable		25,305		71,639		83,728			
Other noncurrent assets		106,161		102,760		99,943			
Total assets	\$	2,561,300	\$	2,577,631	\$	2,694,108			
LIABILITIES AND STOCKHOLDERS' EQUITY									
LIABILITIES:									
Accounts payable and accrued expenses	\$	163,653	\$	239,085	\$	217,028			
Accrued salaries, wages and payroll taxes		135,626		123,457		183,856			
Accrued income taxes and reserves for uncertain tax positions		164,246		7,537		348,199			
Current portion of long-term debt		1,015		942		981			
Deferred revenue and other current liabilities		201,988		183,616		189,216			
Total current liabilities		666,528		554,637		939,280			
Long-term debt and line of credit borrowings		2,284,231		2,592,622		1,493,017			
Deferred tax liabilities and reserves for uncertain tax positions		201,384		109,557		159,085			
Deferred revenue and other noncurrent liabilities		107,226		121,631		163,609			
Total liabilities		3,259,369		3,378,447		2,754,991			
COMMITMENTS AND CONTINGENCIES									
STOCKHOLDERS' EQUITY:									
Common stock, no par, stated value \$.01 per share		2,462		2,462		2,462			
Additional paid-in capital		758,361		752,748		754,912			
Accumulated other comprehensive loss		(9,374)		(15,363)		(15,299)			
Retained deficit		(729,578)		(785,823)		(48,206)			
Less treasury shares, at cost		(719,940)		(754,840)		(754,752)			
Total stockholders' equity (deficiency)		(698,069)		(800,816)		(60,883)			
Total liabilities and stockholders' equity	\$	2,561,300	\$	2,577,631	\$	2,694,108			



CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS		(unaudited, in 000s)
Nine months ended January 31,	2018		2017
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (529,778)	\$	(374,407)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	136,878		132,192
Provision for bad debt	33,429		29,634
Deferred taxes	113,345		6,128
Stock-based compensation	17,065		16,945
Changes in assets and liabilities, net of acquisitions:			
Receivables	(651,200)		(646,290)
Prepaid expenses and other current assets	(83,201)		(23,208)
Other noncurrent assets	8,310		7,575
Accounts payable and accrued expenses	(36,608)		(33,560)
Accrued salaries, wages and payroll taxes	(49,255)		(37,978)
Deferred revenue and other current liabilities	10,113		(44,243)
Deferred revenue and other noncurrent liabilities	(58,695)		(57,216)
Income tax receivables, accrued income taxes and income tax reserves	(255,650)		(378,987)
Other, net	(12,454)		(6,444)
Net cash used in operating activities	 (1,357,701)		(1,409,859)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Principal payments and sales of mortgage loans and real estate owned, net	_		207,174
Capital expenditures	(77,865)		(73,924)
Payments made for business acquisitions, net of cash acquired	(39,397)		(52,825)
Franchise loans funded	(20,226)		(31,788)
Payments received on franchise loans	13,391		20,816
Other, net	1,524		(4,711)
Net cash provided by (used in) investing activities	(122,573)		64,742
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repayments of line of credit borrowings	(40,000)		(445,000)
Proceeds from line of credit borrowings	830,000		1,545,000
Dividends paid	(150,258)		(141,537)
Repurchase of common stock, including shares surrendered	(7,746)		(322,782)
Proceeds from exercise of stock options	28,268		2,403
Other, net	(28,922)		373
Net cash provided by financing activities	 631,342		638,457
Effects of exchange rate changes on cash	1,792		(2,913)
Net decrease in cash, cash equivalents and restricted cash	(847,140)		(709,573)
Cash, cash equivalents and restricted cash, beginning of period	 1,117,539		1,000,911
Cash, cash equivalents and restricted cash, end of period	\$ 270,399	\$	291,338
SUPPLEMENTARY CASH FLOW DATA:			
Income taxes paid, net of refunds received	\$ 102,755	\$	158,656
Interest paid on borrowings	57,834		59,809
Accrued additions to property and equipment	1,078		5,959

Note: Effective May 1, 2017, we adopted the provisions of Accounting Standards Update No. 2016-18, "Restricted Cash (a consensus of the FASB Emerging Issues Task Force)," (ASU 2016-18) on a retrospective basis. Accordingly, the statements of cash flows explain the change in the total of cash, cash equivalents and amounts generally described as restricted cash and restricted cash equivalents per ASU 2016-18. Amounts for prior periods have been retrospectively adjusted to conform to the current period presentation.



FINANCIAL RESULTS					(unaudited, in 000s - except per share amounts)						
		Three months ended January 31,				Nine months er	lanuary 31,				
		2018		2017		2018		2017			
REVENUES:											
U.S. assisted tax preparation fees	\$	267,328	\$	245,262	\$	333,956	\$	306,030			
U.S. royalties		45,420		43,254		59,395		56,607			
U.S. DIY tax preparation fees		31,322		30,745		38,811		36,748			
International revenues		12,308		10,914		100,659		93,328			
Revenues from Refund Transfers		50,770		47,323		54,721		51,314			
Revenues from Emerald Card®		16,125		14,100		40,292		35,809			
Revenues from Peace of Mind® Extended Service Plan		19,967		18,135		76,495		67,855			
Interest and fee income on Emerald Advance		31,075		30,060		32,333		31,519			
Other		14,111		12,089		30,420		29,189			
		488,426		451,882		767,082		708,399			
Compensation and benefits:											
Field wages		156,027		142,084		261,866		237,223			
Other wages		50,717		45,172		140,637		129,479			
Benefits and other compensation		42,156		36,167		86,384		82,619			
		248,900		223,423		488,887		449,321			
Occupancy and equipment		107,731		103,867		311,335		297,275			
Marketing and advertising		64,209		84,101		82,875		103,663			
Depreciation and amortization		48,488		45,160		136,878		132,192			
Provision for bad debt		29,191		28,348		33,429		29,634			
Supplies		4,950		4,453		12,052		11,467			
Other		82,230		87,322		200,072		202,385			
Total operating expenses		585,699		576,674		1,265,528		1,225,937			
Other income (expense), net		1,028		134		3,259		4,948			
Interest expense on borrowings		(24,560)		(25,940)		(67,102)		(70,026)			
Pretax loss		(120,805)		(150,598)		(562,289)		(582,616)			
Income taxes (benefit)		122,120		(49,386)		(43,234)		(216,963)			
Net loss from continuing operations		(242,925)		(101,212)		(519,055)		(365,653)			
Net loss from discontinued operations		(2,720)		(3,302)		(10,723)		(8,754)			
NET LOSS	\$	(245,645)	\$	(104,514)	\$	(529,778)	\$	(374,407)			
BASIC AND DILUTED LOSS PER SHARE:											
Continuing operations	\$	(1.16)	\$	(0.49)	\$	(2.49)	\$	(1.71)			
Discontinued operations	_	(0.02)	_	(0.01)	_	(0.05)	_	(0.04)			
Consolidated	\$	(1.18)	\$	(0.50)	\$	(2.54)	\$	(1.75)			
Weighted average basic and diluted shares		209,080		207,862		208,693		214,627			
EBITDA from continuing operations ⁽¹⁾	\$	(47,757)	\$	(79,498)	\$	(358,309)	\$	(380,398)			

(1) See "Non-GAAP Financial Information" for a reconciliation of non-GAAP measures.



U.S. TAX OPERATING DATA

	Fiscal Year-to-Date				Fiscal Ye		
	January 31,			Febru			
	2018		2017	% Change	2018	2017	% Change
Tax Returns Prepared: (in 000s) (1) (2)							
Company-Owned Operations	1,424		1,375	3.6 %	4,352	4,322	0.7%
Franchise Operations	736		705	4.4 %	2,105	2,088	0.8%
Total H&R Block Assisted	 2,160		2,080	3.8 %	 6,457	 6,410	0.7%
Desktop	151		155	(2.6)%	764	750	1.9%
Online	1,126		1,056	6.6 %	3,170	2,887	9.8%
Total H&R Block DIY Tax Software	 1,277		1,211	5.5 %	 3,934	 3,637	8.2%
IRS Free File	94		96	(2.1)%	306	298	2.7%
Total H&R Block U.S. Returns	 3,531		3,387	4.3 %	 10,697	 10,345	3.4%
Net Average Charge: (3)							
Company-Owned Operations	\$ 235.57	\$	226.89	3.8 %	\$ 222.59	\$ 217.50	2.3%
Franchise Operations ⁽⁴⁾	226.07		219.06	3.2 %	206.77	202.18	2.3%
DIY Tax Software	30.39		30.35	0.1 %	27.71	26.79	3.4%

An assisted tax return is defined as a current or prior year individual tax return that has been accepted and paid for by the client. Also included are business returns, which account for less than 1% of assisted tax returns. A DIY tax software return is defined as a return that has been electronically filed and accepted by the IRS. Also included are online returns paid and printed.
Amounts have been reclassified between company-owned and franchise for offices which were refranchised or repurchased by the company during the year.
Net average charge is calculated as tax preparation fees divided by tax returns prepared. For DIY Tax Software, net average charge excludes IRS Free File.
Net average charge related to H&R Block Franchise Operations represents tax preparation fees collected by H&R Block franchisees divided by returns prepared in franchise offices. H&R Block will recognize a portion of franchise revenues as franchise royalties based on the terms of franchise agreements.



	Three months ended January 31,			Nine months er	ended January 31,		
NON-GAAP FINANCIAL MEASURE - EBITDA	2018		2017	2018		2017	
Net loss - as reported	\$ (245,645)	\$	(104,514)	\$ (529,778)	\$	(374,407)	
Discontinued operations, net	2,720		3,302	10,723		8,754	
Net loss from continuing operations - as reported	 (242,925)		(101,212)	 (519,055)		(365,653)	
Add back:							
Income taxes of continuing operations	122,120		(49,386)	(43,234)		(216,963)	
Interest expense of continuing operations	24,560		25,940	67,102		70,026	
Depreciation and amortization of continuing operations	48,488		45,160	136,878		132,192	
	 195,168		21,714	 160,746		(14,745)	
EBITDA from continuing operations	\$ (47,757)	\$	(79,498)	\$ (358,309)	\$	(380,398)	
	Three months e	nded	January 31,	Nine months er	nded J	anuary 31,	
Supplemental Information	2018		2017	2018		2017	
Stock-based compensation expense:							
Pretax	\$ 5,438	\$	4,473	\$ 17,065	\$	16,945	
After-tax	8,228		2,948	15,753		10,894	
Amortization of intangible assets:							
Pretax	\$ 20,792	\$	19,287	\$ 59,465	\$	57,324	
After-tax	29,863		12,621	54,892		36,854	

NON-GAAP FINANCIAL INFORMATION

The accompanying press release contains non-GAAP financial measures. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Because these measures are not measures of financial performance under GAAP and are susceptible to varying calculations, they may not be comparable to similarly titled measures for other companies.

We consider our non-GAAP financial measures to be performance measures and a useful metric for management and investors to evaluate and compare the ongoing operating performance of our business.

We may consider whether significant items that arise in the future should be excluded from our non-GAAP financial measures.

We measure the performance of our business using a variety of metrics, including EBITDA from continuing operations. We also use EBITDA from continuing operations and pretax income of continuing operations, each subject to permitted adjustments, as performance metrics in incentive compensation calculations for our employees.