

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q/A  
AMENDMENT NO. 2

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **March 31, 2016**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-17363**

**LIFEWAY FOODS, INC.**

*(Exact Name of Registrant as Specified in its Charter)*

**Illinois**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**36-3442829**  
*(I.R.S. Employer  
Identification No.)*

**6431 West Oakton, Morton Grove, IL 60053**  
*(Address of Principal Executive Offices, Zip Code)*

**(847) 967-1010**  
*(Registrant's Telephone Number, Including Area Code)*

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. 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). 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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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  No

As of April 18, 2016, 16,158,858 shares of the registrant's common stock, no par value, were outstanding.

## **LIFEWAY FOODS, INC.**

### **EXPLANATORY NOTE**

On November 4, 2016, the Audit Committee of the Board of Directors (the "Board") of Lifeway Foods, Inc. (the "Company"), upon the recommendation of management, determined that the consolidated financial statements (the "Previously Issued Financial Statements") presented in the Company's reports for the annual period ended December 31, 2015, and the reports of the independent registered public accounting firm thereon; the related quarterly periods for the annual period ended December 31, 2015; and the quarterly periods ended March 31 and June 30, 2016 as set forth in the Company's previous filings with the Securities and Exchange Commission (the "SEC") (the "Revised Periods") should no longer be relied upon as a result of the following classification errors:

- During fiscal year 2015 and continuing through the first two quarters of 2016 certain indirect manufacturing overhead costs were classified as an element of General and Administrative (G&A) expenses in our Statements of Income and Comprehensive Income. These indirect manufacturing overhead costs are more appropriately classified as an element of Cost of Goods Sold.

A description of the restatement is presented in Note 1, under the caption Restatements of prior period financial statements. The classification errors described above have no impact on the Company's previously-reported net sales, income from operations, net income, or basic and diluted earnings per common share presented in its Consolidated Statements of Income and Comprehensive Income, nor does it have a material effect on the Company's previously-reported Consolidated Balance Sheets, Consolidated Statements of Cash Flows, or Consolidated Statements of Changes in Stockholders' Equity.

This Amendment No. 2 on Form 10-Q/A ("Amendment No. 2") amends the Company's Form 10-Q (the "Originally Filed 10-Q") and Form 10-Q/A (the "Amendment No. 1") filed with the SEC on May 10, 2016 and August 15, 2016, respectively, solely as described herein. In addition to this Explanatory Note, Amendment No. 2 reflects changes to the Consolidated Balance Sheets, Consolidated Statements of Income and Comprehensive Income and Consolidated Statements of Cash Flows and the following notes to the consolidated financial statements: Note 1, Basis of presentation and restatements of prior periods; Note 4, Investments; and Note 11, Fair value measurements. In addition, in connection with the restatement, this Amendment No. 2 reflects the revisions to Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of Part I. Otherwise, Amendment No. 1 is restated herein in its entirety and no other information in the Originally Filed 10-Q or Amendment No. 1 is amended hereby. Disclosures and forward-looking information in this Amendment No. 2 continue to speak as of the date of the Originally Filed Form 10-Q, and do not reflect events occurring after the filing of the Originally Filed Form 10-Q. Accordingly, this Amendment No. 2 should be read in conjunction with our other filings made with the SEC after the filing of the Originally Filed Form 10-Q, including any amendments to those filings.

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ITEM 1. FINANCIAL STATEMENTS.

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
**March 31, 2016 and December 31, 2015**  
*(In thousands)*

	<b>March 31, 2016 (Unaudited) (Restated)</b>	<b>December 31, 2015</b>
<b>Current assets</b>		
Cash and cash equivalents	\$ 3,786	\$ 5,646
Investments, at fair value	2,359	2,091
Certificates of deposits in financial institutions	150	513
Inventories	9,001	7,664
Accounts receivable, net of allowance for doubtful accounts and discounts & allowances of \$1,600 and \$1,800 at March 31, 2016 and December 31, 2015 respectively	10,457	9,886
Prepaid expenses and other current assets	287	201
Deferred income taxes	532	556
Refundable income taxes	682	449
<b>Total current assets</b>	<b><u>27,254</u></b>	<b><u>27,006</u></b>
<b>Property and equipment, net</b>	<b><u>21,080</u></b>	<b><u>21,375</u></b>
<b>Intangible assets</b>		
Goodwill & indefinite-lived intangibles	14,068	14,068
Other intangible assets, net	2,166	2,344
<b>Total intangible assets</b>	<b><u>16,234</u></b>	<b><u>16,412</u></b>
<b>Other Assets</b>	125	125
<b>Total assets</b>	<b><u>\$ 64,693</u></b>	<b><u>\$ 64,918</u></b>
<b>Current liabilities</b>		
Current maturities of notes payable	\$ 840	\$ 840
Accounts payable	7,447	8,393
Accrued expenses	1,949	1,538
Accrued income taxes	—	52
<b>Total current liabilities</b>	<b><u>10,236</u></b>	<b><u>10,823</u></b>
<b>Notes payable</b>	<b>6,909</b>	<b>7,119</b>
<b>Deferred income taxes</b>	<b><u>1,719</u></b>	<b><u>1,719</u></b>
<b>Total liabilities</b>	<b><u>18,864</u></b>	<b><u>19,661</u></b>
<b>Stockholders' equity</b>		
Common stock, no par value; 40,000 shares authorized; 17,274, shares issued; 16,171 and 16,210 shares outstanding at March 31, 2016 and December 31, 2015 respectively	6,509	6,509
Paid-in-capital	2,054	2,033
Treasury stock, at cost	(10,170)	(9,730)
Retained earnings	47,471	46,516
Accumulated other comprehensive loss, net of taxes	(35)	(71)
<b>Total stockholders' equity</b>	<b><u>45,829</u></b>	<b><u>45,257</u></b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$ 64,693</u></b>	<b><u>\$ 64,918</u></b>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Income and Comprehensive Income**  
**For the three months ended March 31, 2016 and 2015**  
*(Unaudited)*  
*(In thousands, except per share data)*

	<b>2016</b>	<b>2015</b>
	<b>(Restated)</b>	<b>(Restated)</b>
<b>Gross Sales</b>	<b>\$ 37,030</b>	<b>\$ 33,103</b>
Less: discounts and allowances	(4,460)	(3,481)
<b>Net sales</b>	<b>32,570</b>	<b>29,622</b>
Cost of goods sold	23,239	21,106
Depreciation expense	631	591
Total cost of goods sold	23,870	21,697
<b>Gross profit</b>	<b>8,700</b>	<b>7,925</b>
Selling expenses	2,964	3,302
General and administrative	3,946	3,034
Amortization expense	176	179
<b>Total operating expenses</b>	<b>7,086</b>	<b>6,515</b>
<b>Income from operations</b>	<b>1,614</b>	<b>1,410</b>
Other income (expense):		
Interest expense	(58)	(65)
Loss on sale of investments, net reclassified from OCI	(12)	(5)
Gain on sale of equipment	-	36
Impairment of investments	-	(180)
Other income (expense), net	17	108
Total other income (expense)	(53)	(106)
<b>Income before provision for income taxes</b>	<b>1,561</b>	<b>1,304</b>
Provision for income taxes	606	650
<b>Net income</b>	<b>\$ 955</b>	<b>\$ 654</b>
<b>Basic and diluted earnings per common share</b>	<b>\$ 0.06</b>	<b>\$ 0.04</b>
Weighted average number of shares outstanding	16,189	16,346
<b>COMPREHENSIVE INCOME</b>		
<b>Net income</b>	<b>\$ 955</b>	<b>\$ 654</b>
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on investments, net of \$(27) and \$23 of taxes	43	(34)
Reclassifications to earnings:		
Other than temporary impairment of investments, net of \$(76) of taxes	-	103
Realized gains (losses) on investments, net of \$5 and \$2 of taxes	(7)	(3)
<b>Comprehensive income</b>	<b>\$ 991</b>	<b>\$ 720</b>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**For the Three Months Ended March 31, 2016 and 2015**  
**(Unaudited)**  
*(In thousands, except per share data)*

	<u>Common Stock</u>				<u>Paid In Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss), Net of Tax</u>	<u>Total Stockholders' Equity</u>
	<u>Issued</u>		<u>In treasury</u>					
	<u>Shares</u>	<u>\$</u>	<u>Shares</u>	<u>\$</u>				
<b>Balances at January 1, 2015</b>	17,274	\$ 6,509	(928)	\$ (8,188)	2,033	\$ 44,544	\$ (198)	44,700
Other comprehensive income	-	-	-	-	-	-	66	66
Net income for the three months ended March 31, 2015	-	-	-	-	-	654	-	654
<b>Balances at March 31, 2015</b>	<u>17,274</u>	<u>\$ 6,509</u>	<u>(928)</u>	<u>\$ (8,188)</u>	<u>2,033</u>	<u>\$ 45,198</u>	<u>\$ (132)</u>	<u>45,420</u>
<b>Balances at January 1, 2016</b>	17,274	\$ 6,509	(1,064)	\$ (9,730)	2,033	\$ 46,516	\$ (71)	45,257
Other comprehensive income	-	-	-	-	-	-	36	36
Treasury stock purchased	-	-	(39)	(440)	-	-	-	(440)
Stock based compensation	-	-	-	-	21	-	-	21
Net income for the three months ended March 31, 2016 <b>(Restated)</b>	-	-	-	-	-	955	-	955
<b>Balances at March 31, 2016 <b>(Restated)</b></b>	<u>17,274</u>	<u>\$ 6,509</u>	<u>(1,103)</u>	<u>\$ (10,170)</u>	<u>2,054</u>	<u>\$ 47,471</u>	<u>\$ (35)</u>	<u>45,829</u>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the Three Months Ended March 31, 2016 and 2015**  
**(Unaudited)**  
*(In thousands, except per share data)*

	<u>2016</u> <u>(Restated)</u>	<u>2015</u>
<b><u>Cash flows from operating activities:</u></b>		
Net income	\$ 955	\$ 654
<i>Adjustments to reconcile net income to operating cash flow:</i>		
Depreciation and amortization	807	770
Loss on sale of investments, net	12	5
Impairment of investments	–	180
Deferred income taxes	–	(196)
Stock based compensation	21	–
Gain on sale of equipment	–	(36)
<i>(Increase) decrease in operating assets:</i>		
Accounts receivable	(572)	(33)
Inventories	(1,337)	(513)
Refundable income taxes	(232)	1,050
Prepaid expenses and other current assets	(83)	180
<i>Increase (decrease) in operating liabilities:</i>		
Accounts payable	(946)	(1,464)
Accrued expenses	411	1,395
Income taxes payable	(52)	145
<b>Net cash (used in) provided by operating activities</b>	<b><u>(1,016)</u></b>	<b><u>2,137</u></b>
<b><u>Cash flows from investing activities:</u></b>		
Purchases of investments	(373)	(1,005)
Proceeds from sale of investments	152	693
Redemption of certificates of deposits	363	100
Investments in certificates of deposit	–	(85)
Purchases of property and equipment	(336)	(1,040)
Proceeds from sale of equipment	–	36
<b>Net cash used in investing activities</b>	<b><u>(194)</u></b>	<b><u>(1,301)</u></b>
<b><u>Cash flows from financing activities:</u></b>		
Purchase of treasury stock	(440)	–
Repayment of notes payable	(210)	(271)
<b>Net cash used in financing activities</b>	<b><u>(650)</u></b>	<b><u>(271)</u></b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(1,860)</b>	<b>565</b>
Cash and cash equivalents at the beginning of the period	5,646	3,260
<b>Cash and cash equivalents at the end of the period</b>	<b><u>\$ 3,786</u></b>	<b><u>\$ 3,825</u></b>
<b>Supplemental cash flow information:</b>		
Cash paid for income taxes, net of refunds	<u>\$ 886</u>	<u>\$ 40</u>
Cash paid for interest	<u>\$ 58</u>	<u>\$ 65</u>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**March 31, 2016 and December 31, 2015**  
**(Unaudited)**  
*(In thousands, except per share data)*

**Note 1 – Basis of Presentation and Restatements of Prior Periods**

Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information, and do not include all of the information and disclosures required for complete, audited financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included. For further information, refer to the consolidated financial statements and disclosures included in the consolidated financial statements included in the Company’s Annual Report on Form 10-K as of and for the year ended December 31, 2015, as amended. Certain amounts in prior-year financial statements were reclassified to conform to the current-year presentation. The results for the period are not necessarily indicative of the results to be expected for other interim periods or the full year.

Principles of consolidation

Our Consolidated Financial Statements include the accounts of Lifeway Foods, Inc. and all of its wholly owned subsidiaries (collectively "Lifeway" or the "Company"). All significant intercompany accounts and transactions have been eliminated.

Restatements of prior period financial statements

*Matters affecting the statement of income and comprehensive income*

During fiscal year 2015 and continuing through the first two quarters of 2016 certain indirect manufacturing overhead costs were classified as an element of General and Administrative (G&A) expenses in our previously issued Statements of Income and Comprehensive Income for each respective period. These indirect manufacturing overhead costs are more appropriately classified as an element of Cost of Goods Sold. Accordingly, the classification errors have been restated in the Consolidated Statements of Income and Comprehensive Income.

These classification errors have no impact on the Company's previously-reported net sales, income from operations, net income, or basic and diluted earnings per common share presented in its Consolidated Statements of Income and Comprehensive Income, nor does it have any effect on the Company's previously-reported Consolidated Balance Sheets, Consolidated Statements of Cash Flows, or Consolidated Statements of Changes in Stockholders' Equity as included in this form 10Q/A.

*Matters affecting the balance sheet and statement of cash flows*

The Company also determined that certain operating assets at March 31, 2016 were not properly classified in our previously issued Consolidated Balance Sheet. These classification errors did not have a material impact on the Company's previously issued Consolidated Balance Sheet and Consolidated Statement of Cash Flows. To provide a higher degree of transparency and enhanced comparability between periods, these classification errors have been revised. Certain trade receivables at March 31, 2016 were reclassified from non-current assets to current assets to reflect the expected settlement of those receivables within one year; and certain investments that do not meet the definition of available-for-sale securities were reclassified from investments at fair value to other assets.

These classification errors arose from the previously disclosed material weaknesses in our financial reporting process including the manual nature of our financial statement consolidation process.

**Note 2 – Significant Accounting Policies**

Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in preparing the consolidated financial statements include the reserve

for promotional allowances, the fair value of investment securities, the valuation of goodwill and intangible assets, and deferred income taxes.

### Revenue Recognition

The Company records sales when the following four criteria have been met: (i) The product has been shipped and the Company has no significant remaining obligations; (ii) Persuasive evidence of an agreement exists; (iii) The price to the buyer is fixed or determinable; and (iv) Collection is probable. In addition, shipping costs invoiced to the customers are included in gross sales and the related costs are included in cost of sales.

The Company routinely offers sales allowances and discounts to our customers and consumers. These programs include rebates, in-store display and demo allowances, allowances for non-salable product, coupons and other trade promotional activities. These allowances are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain a reserve for the estimated allowances incurred but unpaid. Differences between estimated and actual allowances are normally insignificant and are recognized in earnings in the period such differences are determined. Product returns have historically not been material.

Bulk cream is a by-product of the Company's fluid milk manufacturing process. The Company does not use bulk cream in any of its end products, but rather disposes of it through sales to other companies. Bulk cream by-product sales are included in gross sales.

### Advertising and promotional costs

The Company expenses advertising costs as incurred. For the three months ended March 31, 2016 and 2015 total advertising expenses were \$942 and \$1,911 respectively.

### Recent Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued new guidance regarding certain aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The new guidance will be effective for fiscal years beginning on or after December 15, 2016 and interim periods within those years. Early adoption of the guidance is permitted. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In February 2016, the FASB issued new guidance regarding leases. The guidance requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. The new guidance is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those years. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In January, 2016, the FASB issued new guidance regarding the recognition and measurement of financial assets and liabilities. The new guidance modifies how entities measure equity investments and present changes in the fair value of financial liabilities. Under the new guidance, entities will have to measure equity investments that do not result in consolidation and are not accounted under the equity method at fair value and recognize any changes in fair value in net income unless certain conditions exist. The new guidance will be effective for fiscal years beginning on or after December 15, 2017 and interim periods within those years. Other than for recognition and measurement, early adoption of the guidance is permitted. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In November 2015, the FASB issued new guidance regarding the balance sheet classification of deferred income taxes. This new guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. Previous guidance required deferred tax assets and liabilities to be separated into current and noncurrent amounts on the balance sheet. The guidance is effective for fiscal years beginning on or after December 15, 2016, and interim periods within those years. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements.

In July 2015, the FASB issued new accounting guidance for measuring inventory. The core principal of the guidance is that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This guidance does not apply to inventory that is being measured using the Last-In, First-Out (LIFO) or the retail inventory method. The guidance is effective for financial statements issued for annual and interim periods beginning after December 15, 2016 on a prospective

basis. Early adoption is permitted. Management is currently evaluating the impact this will have on the consolidated financial statements.

In May 2014, the FASB issued new guidance regarding revenue recognition. Additional revenue recognition guidance has been issued subsequent to May 2014. Collectively the new revenue recognition guidance supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific requirements. The new guidance establishes a five-step revenue recognition process in which an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. The Company is required to adopt the new guidance not later than January 1, 2018. Management is currently evaluating the impact that the new guidance will have on the consolidated financial statements and the method of retrospective application, either full or modified.

### Note 3 – Intangible Assets

Goodwill & indefinite-lived intangible assets consists of the following:

	March 31, 2016	December 31, 2015
Goodwill	\$ 10,368	\$ 10,368
Brand names	3,700	3,700
Goodwill & indefinite lived intangible assets	<u>\$ 14,068</u>	<u>\$ 14,068</u>

Other intangible assets, net consists of the following:

	March 31, 2016	December 31, 2015
Recipes	\$ 44	\$ 44
Customer lists and other customer related intangibles	4,529	4,529
Customer relationship	985	985
Trade names	2,248	2,248
Formula	438	438
	<u>8,244</u>	<u>8,244</u>
Accumulated amortization	<u>(6,078)</u>	<u>(5,900)</u>
Intangible assets, net	<u>\$ 2,166</u>	<u>\$ 2,344</u>

### Note 4 – Investments

The cost and fair value of investments classified as available for sale are as follows:

<u>March 31, 2016</u>	<u>Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Common stocks & ETF's	\$ 673	\$ 38	\$ (92)	\$ 619
Mutual Funds	27	—	—	27
Preferred Securities	97	3	—	100
Corporate Bonds	1,618	93	(98)	1,613
Total	<u>\$ 2,415</u>	<u>\$ 134</u>	<u>\$ (190)</u>	<u>\$ 2,359</u>
<u>December 31, 2015</u>	<u>Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Common stocks & ETF's	\$ 690	\$ 17	\$ (94)	\$ 613
Mutual Funds	27	—	(1)	26
Preferred Securities	98	6	—	104
Corporate Bonds	1,393	43	(88)	1,348
Total	<u>\$ 2,208</u>	<u>\$ 66</u>	<u>\$ (183)</u>	<u>\$ 2,091</u>

Gross gains of \$2, and \$6 and gross losses of \$14 and \$11 were realized on the sales of investments during the three months ended March 31, 2016 and 2015 respectively.

The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2016 and December 31, 2015:

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>March 31, 2016</b>						
Common stocks & ETF's	\$ 83	\$ (30)	\$ 273	\$ (62)	\$ 356	\$ (92)
Mutual Funds						
Preferred Securities						
Corporate Bonds	398	(4)	566	(94)	964	(98)
	<u>\$ 481</u>	<u>\$ (34)</u>	<u>\$ 839</u>	<u>\$ (156)</u>	<u>\$ 1,320</u>	<u>\$ (190)</u>

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2015</b>						
Common stocks & ETF's	\$ 225	\$ (72)	\$ 152	\$ (22)	\$ 377	\$ (94)
Mutual Funds	26	(1)	—	—	26	(1)
Preferred Securities	—	—	—	—	—	—
Corporate Bonds	370	(32)	479	(56)	849	(88)
	<u>\$ 621</u>	<u>\$ (105)</u>	<u>\$ 631</u>	<u>\$ (78)</u>	<u>\$ 1,252</u>	<u>\$ (183)</u>

The Company's investments in equity securities, mutual funds, preferred securities, and corporate bonds consist of investments in common stock, preferred stock, structured notes and other debt securities of companies in various industries. The Company recorded other-than-temporary impairment losses of \$0 and \$180 during the first quarter of 2016 and 2015, respectively. The structured notes allow the issuer to settle at an amount less than par in certain circumstances. In reaching a conclusion to record these other-than-temporary impairment losses, the Company evaluated the near-term prospects of the issuers and determined it was probable the issuers would have the ability to settle the bonds for an amount less than par value at maturity.

#### Note 5 – Inventories

Inventories consist of the following:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Finished goods	\$ 3,325	\$ 2,946
Production supplies	2,852	2,636
Raw materials	2,824	2,082
Total inventories	<u>\$ 9,001</u>	<u>\$ 7,664</u>

#### Note 6 – Property and Equipment

Property and equipment consist of the following:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Land	\$ 1,807	\$ 1,807
Buildings and improvements	16,410	16,387
Machinery and equipment	23,193	22,907
Vehicles	1,203	1,298
Office equipment	709	709
Construction in process	335	311
	<u>43,657</u>	<u>43,419</u>
Accumulated depreciation	<u>(22,577)</u>	<u>(22,044)</u>
Total property and equipment	<u>\$ 21,080</u>	<u>\$ 21,375</u>

## Note 7 – Accrued Expenses

Accrued expenses consist of the following:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Accrued payroll and payroll taxes	\$ 1,130	\$ 859
Accrued property tax	266	377
Other	553	302
	<u>\$ 1,949</u>	<u>\$ 1,538</u>

## Note 8 – Notes Payable

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Variable rate bank notes due May 31, 2018. Principal and interest payable monthly with a balloon payment due at maturity.	\$ 3,719	\$ 3,846
Variable rate bank notes due May 31, 2019. Principal and interest payable monthly with a balloon payment due at maturity.	4,030	4,113
Total notes payable	<u>7,749</u>	<u>7,959</u>
Less current maturities	840	840
Total long-term portion	<u>\$ 6,909</u>	<u>\$ 7,119</u>

The variable rate bank notes are subject to interest at the prime rate or at the LIBOR rate plus 2.5% and are collateralized by substantially all of the assets of the Company. In addition, under the terms of the related agreements, the Company is subject to minimum fixed charged ratio and tangible net worth thresholds, which among other things may limit the Company's ability to pay dividends or repurchase shares of its common stock. The Company was in compliance with these financial covenants at March 31, 2016. Further, under the agreements the Company is required to deliver its annual and quarterly financial statements and related SEC filings within specified timeframes.

In addition, the Company has a \$5 million revolving credit facility. Borrowings under the facility are subject to interest at the prime rate or LIBOR plus 2.5%. As of March 31, 2016 and December 31, 2015 there were no borrowings under the facility. Unless renewed the facility expires in July 2016.

## Note 9 – Commitments and contingencies

*Lease obligations* -The Company leases three stores for its Starfruit subsidiary. Total rent expense for these leases was \$45 and \$30 for the three months ended March 31, 2016 and 2015, respectively. The Company is also responsible for additional rent equal to real estate taxes and other operating expenses.

*Litigation* -The Company is a party to lawsuits in the normal course of business. In the opinion of management, the resolution of these lawsuits will not have a material adverse effect on the Company's consolidated financial position or results of operations.

## Note 10 – Income taxes

The effective tax rate for the three months ended March 31, 2016 was 38.8% compared to 49.9% for the three months ended March 31, 2015. The difference between the statutory and effective tax rate in 2015 reflects certain operating expenses that are not fully deductible for federal income tax purposes.

## Note 11 – Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

**Level 1.** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

**Level 2.** Inputs to the valuation methodology include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3.** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used as of March 31, 2016 and December 31, 2015.

The majority of the Company's fair value measurements for investments are classified within Level 1 or Level 2 of the fair value hierarchy. The Company's Level 1 fair value measurements, which include mutual funds and common stock, is based on quoted market prices in active markets for identical securities. The Company's Level 2 fair value measurements, which include corporate bonds and preferred securities, is based on quoted prices in inactive markets for identical or similar assets. The company's level 3 fair value measurements which include other than temporarily impaired bonds are based on the present value of the estimated proceeds expected to be received at maturity of the bond. Those bonds were reclassified to level 3 from level 2 during 2015.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Company's financial assets measured at fair value on a recurring basis as of March 31, 2016 and December 31, 2015. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Assets at Fair Value as of March 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 27	\$ —	\$ —	\$ 27
Common Stocks & ETF's	619	—	—	619
Preferred Securities	—	100	—	100
Corporate Bonds	—	1,436	177	1,613
	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 26	\$ —	\$ —	\$ 26
Common Stocks & ETF's	613	—	—	613
Preferred Securities	—	104	—	104
Corporate Bonds	—	1,187	161	1,348

The Company's financial assets and liabilities which are not carried at fair value on a recurring basis include cash and cash equivalents, certificates of deposit, accounts receivable, other receivables, accounts payable and notes payable for which carrying value approximates fair value.

## Note 12 – Stock-based Compensation

In December 2015, Lifeway shareholders approved the 2015 Omnibus Incentive Plan, which authorized the issuance of an aggregate of 3.5 million shares to satisfy awards of stock options, stock appreciation rights, unrestricted stock, restricted stock, restricted stock units, performance shares and performance units. The Company has not established a pace for the frequency of awards under the Omnibus Incentive Plan, and may choose to suspend the issuance of new awards in the future and may grant additional awards at any time including issuing special grants of restricted stock, restricted stock units and stock options to attract and retain new and existing executives.

Pursuant to the Omnibus Incentive Plan, Lifeway granted 26 stock options to certain key employees of the company effective January 1, 2016 (the "2016 options"). The 2016 options generally vest over a three-year period, on a relatively accelerated basis. The accelerated vesting reflects the landmark nature of the awards and the relative tenure of individual participants.

Total pre-tax stock-based compensation expense recognized in the consolidated statements of income and comprehensive income was \$21 and \$- for the three-months ended March 31, 2016 and March 31, 2015, respectively. Tax-related benefits of \$8 and \$- were also recognized for the three-months ended March 31, 2016 and March 31, 2015, respectively.

	<u>Options</u>	<u>Weighted average exercise price</u>	<u>Weighted average remaining contractual life</u>	<u>Aggregate intrinsic value</u>
Outstanding at December 31, 2015	—	\$		
Granted	26	\$ 11.10		
Exercised	—	\$ —		
Terminated	—	\$ —		
Outstanding at March 31, 2016	26	\$ 11.10	9.75	\$ —
Exercisable at March 31, 2016	—	\$ —		

We measure the fair value of stock options using the Black-Scholes option pricing model. The expected term of options granted was based on the weighted average time of vesting and the end of the contractual term. We utilized this simplified method as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term.

The following assumptions were used for the grants in 2016:

	<u>2016</u>
Risk free interest rate	1.85%
Expected dividend yield	0.28%
Expected volatility	38.87%
Expected term	5.65

We expense stock options on a straight-line basis over the service period. As of March 31, 2016, the total remaining unearned compensation related to non-vested stock options was \$90, which will be amortized over the weighted-average remaining service period of 1.6 years.

In March 2016 Lifeway established an incentive-based compensation program for certain senior executives (the "participants"). The incentive compensation is based on the achievement of certain sales and EBITDA performance levels versus respective targets in 2016. Under the program, collectively the participants may earn cash and equity-based incentive compensation in amounts ranging from \$0 to \$4,000 during 2016 depending on the performance levels compared to the respective targets. The participants' achievement of equity-based compensation during the balance of 2016 is considered to be likely. At March 31, 2016 bonuses of \$560 had been earned under the program including \$100 of equity-based awards.

### **Note 13 – Segments, Products and Customers**

The Company manufactures probiotic, cultured, functional dairy health food products. The Company's primary product is kefir, a dairy beverage similar to but distinct from yogurt, in several flavors and in several package configurations. In addition to the drinkable products, Lifeway manufactures "Lifeway Farmer Cheese," a line of various farmer cheeses.

The Company has determined that it has one reportable segment based on how the Company's chief operating decision maker manages the business and in a manner consistent with the internal reporting provided to the chief operating decision maker. The

chief operating decision maker, who is responsible for allocating resources and assessing company performance, has been identified collectively as the Chief Financial Officer, the Chief Operating Officer, the Chief Executive Officer and Chairman of the board of directors. Substantially all of the consolidated revenues of the Company relate to the sale of fermented dairy products which are produced using the same processes and materials and are sold to consumers through a network of distributors and retailers in the United States.

Gross sales of products by category for the three months ended March 31 were as follows:

	Three months ended March 31,	
	2016	2015
Drinkable Kefir other than ProBugs	\$ 32,249	\$ 28,200
Pro Bugs	1,885	2,079
Lifeway Farmer Cheese	2,637	2,513
Frozen Kefir	259	311
<b>Gross Sales</b>	<b>\$ 37,030</b>	<b>\$ 33,103</b>

**Significant Customers** --Sales are predominately to companies in the retail food industry, located within the United States. Two major customers accounted for approximately 23% and 26% of gross sales for the three months ended March 31, 2016 and 2015, respectively.

#### **Note 14 – Related party transactions**

The Company obtains consulting services from the Chairman of its board of directors. Fees paid to the Chairman were \$326 and \$141 during the three months ended March 31, 2016 and 2015 respectively and were included in general and administrative expense in the accompanying consolidated statements of income and comprehensive income.

The Company is also a party to a royalty agreement with the Chairman of its board of directors under which the Company pays the Chairman a royalty based on the sale of certain Lifeway product, not to exceed \$50 in any fiscal month. Royalties of \$150 and \$0 were earned by the Chairman during the three months ended March 31, 2016 and 2015 respectively and were included in selling expenses in the accompanying consolidated statements of income and comprehensive income.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in this Form 10-Q/A is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements, the accompanying notes, and the MD&A included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as amended (the "Form 10-K"). Unless otherwise specified, any description of "our", "we", and "us" in this MD&A refer to Lifeway Foods, Inc. and subsidiaries.

### *Cautionary Statement Regarding Forward-Looking Statements*

In addition to historical information, this quarterly report contains "forward looking" statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements reflect our current expectations of the future and at the same time are subject to risks, uncertainties and assumptions that are difficult to predict.

In some cases, these statements may be identified by the use of words such as "may", "will", "could", "expect", "anticipate", "intend", "believe", "estimate", "plan", "predict", and similar terms or terminology, or the negative of such terms or other comparable terminology. Although we believe the expectations expressed in these forward-looking statements are based on reasonable assumptions within the bound of our knowledge of our business, our actual results could differ materially from those discussed in these statements. Factors that could contribute to such differences include, but are not limited to, those discussed in the "Risk Factors" section of the Form 10-K. We undertake no obligation to update publicly any forward-looking statements for any reason even if new information becomes available or other events occur in the future.

### **Comparison of the three-month period ended March 31, 2016 to the three-month period ended March 31, 2015**

#### ***Results of Operations***

<u>Three months ended March 31,</u>	<u>Change</u>
-------------------------------------	---------------

	<b>2016</b>	<b>2015</b>	<b>\$</b>	<b>%</b>
	<b>(Restated)</b>	<b>(Restated)</b>		
<b>Gross sales</b>	\$ 37,030	\$ 33,103	\$ 3,927	11.9%
Less: discounts & allowances	(4,460)	(3,481)	(979)	28.1%
<b>Net sales</b>	<b>\$ 32,570</b>	<b>\$ 29,622</b>	<b>\$ 2,948</b>	<b>10.0%</b>
<i>Discounts &amp; allowances % to gross sales</i>	<i>12.0%</i>	<i>10.5%</i>		
Cost of goods sold	\$ 23,239	\$ 21,106	\$ 2,133	10.1%
Depreciation expense	631	591	40	6.8%
<b>Total cost of goods sold</b>	<b>\$ 23,870</b>	<b>\$ 21,697</b>	<b>\$ 2,173</b>	<b>10.0%</b>
<b>Gross profit</b>	<b>\$ 8,700</b>	<b>\$ 7,925</b>	<b>\$ 775</b>	<b>9.8%</b>
<i>Gross Profit % to net sales</i>	<i>26.7%</i>	<i>26.8%</i>		
<b>Selling expenses</b>	\$ 2,964	\$ 3,302	\$ (338)	(10.2%)
<i>Selling expenses % to net sales</i>	<i>9.1%</i>	<i>11.1%</i>		
<b>General &amp; administrative expenses</b>	\$ 3,946	\$ 3,034	\$ 912	30.1%
<i>General &amp; administrative % to net sales</i>	<i>12.1%</i>	<i>10.2%</i>		
<b>Amortization expense</b>	\$ 176	\$ 179	\$ (3)	(1.7%)
<b>Total operating expenses</b>	<b>\$ 7,086</b>	<b>\$ 6,515</b>	<b>\$ 571</b>	<b>8.8%</b>
<i>Total operating expense % to net sales</i>	<i>21.8%</i>	<i>22.0%</i>		
<b>Income from operations</b>	<b>\$ 1,614</b>	<b>\$ 1,410</b>	<b>\$ 204</b>	<b>14.5%</b>
<i>Income from operations % to net sales</i>	<i>5.0%</i>	<i>4.8%</i>		

## Net Sales

Net sales increased by \$2,948 or 10% to \$32,570. The increase in net sales reflects an 11.9% increase in gross sales reflecting higher volumes of drinkable Kefir offset by modestly higher discounts and promotional allowances given to customers. Sales of our flagship 32-ounce product led the overall volume increase followed by strong private label sales and the introduction of new items.

## Gross Profit

Gross profit as a percent of net sales was 26.7% for the three-month period ended March 31, 2016 compared to 26.8% in the same three-month period in 2015 driven by higher indirect manufacturing costs, primarily related to our Waukesha facility which continued to expand production volumes and an increase in certain ingredient costs, offset by improved labor productivity and lower milk prices compared to the year-ago period.

## Selling Expenses

Selling expenses decreased by \$338 or 10.2% to \$2,964 during the three-month period ended March 31, 2016 from \$3,302 during the same period in 2015 reflecting significantly lower advertising programs offset by higher salaries and additional royalty expenses. In the first quarter of 2015 the company ran its first national TV commercial that aired during the Golden Globe awards. Selling expenses as a percentage of sales were 9.1% for the three-month period ended March 31, 2016 compared to 11.1% for the same period in 2015.

## General and administrative expenses

General and administrative expenses increased \$912 or 30.1% to \$3,946 during the three-month period ended March 31, 2016 from \$3,034 during the same period in 2015. The increase is primarily a result of increases in salaries and professional fees. The increase in salaries reflects higher levels of executive compensation for senior management and an increase in the headcount of the overall management team. Professional fees, which consists primarily of legal and accounting fees increased modestly in the three-month period ended March 31, 2016 due primarily to our process improvement initiatives aimed at remediating internal control deficiencies; redundancies and inefficiencies associated with engaging a new audit firm; and elevated legal fees associated with the improved governance.

## **Income from operations and net income**

The company reported income from operations of \$1,614 during the three months ended March 31, 2016, compared to \$1,410 during the same period in 2015. Provision for income taxes was \$606, or a 38.8% effective rate during three months ended March 31, 2016, compared to a provision for income taxes of \$650 or a 49.9% effective tax rate, during the same period in 2015. Income taxes are discussed in Note 10 in the Notes to the Consolidated Financial Statements.

Net income was \$955 or \$0.06 per basic and diluted common share for the three-month period ended March 31, 2016 compared to \$654 or \$0.04 per basic and diluted common share in the same period in 2015.

## ***Liquidity and Capital Resources***

### **Sources and Uses of Cash**

We anticipate foreseeable liquidity and capital resource requirements to be met through operating cash flows; long term and short term borrowings, and cash and cash equivalents. We continue to explore potential acquisition opportunities in our industry in order to boost sales while leveraging our manufacturing and distribution systems.

Net cash used in operating activities was \$1,016 during the three months ended March 31, 2016 compared to net cash provided by operating activities of \$2,137 in the same period in 2015. The decline is primarily attributable to an increase in inventory levels, the unfavorable timing of payments to suppliers and service providers and higher income tax payments in 2016.

Net cash used in investing activities was \$194 during the three-months ended March 31, 2016 compared to net cash used in investing activities of \$1,301 in the same period in 2015. The lower level of net cash used in investing activities reflects the elevated spending on purchases of property and equipment in 2015, primarily related to the Waukesha Wisconsin facility.

We repurchased approximately 39 shares of common stock at a cost of \$440 in the three months ended March 31, 2016. There were no share repurchases in the same period in 2015. On September 24, 2015, the Company's Board of Directors authorized a stock repurchase program under which the Company may repurchase up to \$3,500 of common stock not to exceed an aggregate of 250 shares. Approximately \$1,500 remained available under this authorized program as of March 31, 2016. The repurchase program has no expiration date and may be suspended or discontinued at any time.

The Company had a net decrease in cash and cash equivalents of \$1,860 during the three-month period ended March 31, 2016 compared to a net increase in cash and cash equivalents of \$565 in the same period in 2015.

At March 31, 2016, the Company had \$840 of current maturities of notes payable. The Company also has a \$5 million revolving credit facility, which unless renewed expires in July 2016. This facility remained unused at March 31, 2016 and is available for other general corporate purposes.

The company is in compliance with the covenants contained in its loan agreements.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

For information regarding our exposure to certain market risk, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in the Form 10-K. There have been no significant changes in our market risk exposures from the 2015 year-end.

## **ITEM 4. CONTROLS AND PROCEDURES.**

### **(a) Evaluation of Disclosure Controls and Procedures**

Our evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act was performed under the supervision and with the participation of our senior management, including our Chief Executive Officer and Chief Financial Officer. The purpose of disclosure controls and procedures is to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

As previously disclosed under "Item 9A—Controls and Procedures" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, we concluded that our internal control over financial reporting was not effective based on the material weaknesses identified. In addition to the material weaknesses previously disclosed under "Item 9A—Controls and Procedures" in

our Form 10-K for the fiscal year ended December 31, 2015, we have identified an additional material weakness related to inventory accounting described below. Based on those material weaknesses, which we view as an integral part of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the quarter ended March 31, 2016, our disclosure controls and procedures were not effective. Nevertheless, based on a number of factors, including the performance of additional procedures by management designed to ensure the reliability of our financial reporting, we believe that the consolidated financial statements in this Quarterly Report on Form 10-Q/A fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

#### **(b) Changes in Internal Control over Financial Reporting**

Our remediation efforts were ongoing during the three months ended March 31, 2016. Remediation generally requires making changes to how controls are designed and implemented and then adhering to those changes for a sufficient period of time such that the effectiveness of those changes is demonstrated with an appropriate amount of consistency. We have taken certain remediation steps to address the material weaknesses referenced above and to improve our control over financial reporting. If not remediated these deficiencies could result in material misstatements to our consolidated financial statements.

In addition to the actions previously disclosed under "Item 9A—Controls and Procedures" in our Form 10-K, our remediation initiatives summarized below, are intended to further address our specific material weaknesses and to continue to enhance our internal control over financial reporting.

#### **Management's Remediation Initiatives**

- Our leadership team remains committed to achieving and maintaining a strong control environment, high ethical standards and financial reporting integrity. This commitment continues to be communicated to and reinforced with our employees.
- We continue to foster awareness and understanding of standards and principles for accounting and financial reporting. This includes the implementation and clarification of specific accounting policies and procedures.
- We continue to enhance the development, communication, and monitoring of processes and controls to ensure that appropriate account reconciliations and journal entry controls are performed, documented, and reviewed as part of our standardized procedures.
- We continue to improve the planning, coordination, communication and discipline in our period-end closing and financial statement preparation process in order to increase both its effectiveness and efficiency.
- The audit committee of our board of directors has maintained an elevated frequency and depth of its discussions with management regarding financial reporting and internal control matters.
- During the three months ended March 31, 2016 we in-sourced our fixed asset system and related transaction processing from a third-party service provider, enabling the transacting of fixed asset additions and depreciation journal entries earlier in our quarterly close process.
- We consolidated our income tax accounting services and income tax return preparation under a single third party service provider. Consolidating these activities into a single service provider enhances our ability to close the books on timely and accurate basis.

#### **Additional material weakness**

Accounting for inventory – Our inventory compilation procedures are highly manual and were not designed to ensure that (a) all inventory that is counted in our quarterly physical inventory is properly included in the priced-out-physical inventory and (b) that the costs used to extend the physical count were accurate. We have commenced a root cause analysis to understand the changes needed to remediate our internal controls over inventory accounting.

There were no other material changes in our internal control over financial reporting that occurred during the three months ended March 31, 2016 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

Lifeway is not party to any material pending legal proceedings. Lifeway is from time to time engaged in litigation matters arising in the ordinary course of business none of which presently is expected to have a material adverse effect on its business results or operations.

### ITEM 1A. RISK FACTORS.

*Investing in our common stock involves risk. In addition to the risk factors set forth below, you should carefully consider the risk factors discussed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results.*

The risk factor in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 under “Risks Related to Material Weaknesses in Internal Control Over Financial Reporting” is replaced in its entirety with the following:

*We have identified material weaknesses in our internal control over financial reporting which have resulted in material misstatements in our previously issued financial statements. If our remedial measures are insufficient to address our currently known material weaknesses, or if additional material weaknesses or significant deficiencies in our internal control over financial reporting are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to further restate our financial results or otherwise fail to meet our reporting obligations which could cause investors to lose confidence in our reported financial information, which could in turn adversely affect our stock price and result in an inability to maintain compliance with applicable stock exchange listing requirements.*

In addition to the material weaknesses previously disclosed under “Item 9A—Controls and Procedures” in our Form 10-K for the fiscal year ended December 31, 2015, we have identified an additional material weakness related to inventory accounting. Our inventory compilation procedures were not designed to ensure that (a) all inventory that is counted in our quarterly physical inventory is properly included in the priced-out-physical inventory and (b) that the prices used to extend the physical count were accurate. As a result of such weaknesses, our management concluded that our internal control over financial reporting were not effective as of December 31, 2015 and as a result our disclosure controls and procedures were not effective as of March 31, 2016.

Unless and until these material weaknesses have been remediated, or should new material weaknesses arise or be discovered in the future material misstatements could occur and go undetected in the Company’s interim or annual consolidated financial statements and we may be required to restate our financial statements. In addition, we may experience delays in satisfying our reporting obligations or to comply with SEC rules and regulations, which could result in investigations and sanctions by regulatory authorities. Any of these results could adversely affect our business and the value of our common stock.

There have been no other material changes to the Risk Factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

#### Issuer Purchases of Equity Securities

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of a publicly announced program (a)	Approximate Dollar Value of Shares that may yet be Purchased Under the Plans or Programs (\$ in thousands)
1/1/2016 to 1/31/2016	8,401	\$ 12.04	8,401	\$ 1,857
2/1/2016 to 2/28/2016	26,111	\$ 11.44	26,111	\$ 1,558
3/1/2016 to 3/31/2016	4,077	\$ 10.87	4,077	\$ 1,513
<b>Total</b>	<b>38,589</b>	<b>\$ 11.51</b>	<b>38,589</b>	<b>\$ 1,513</b>

- (a) During the fourth quarter of 2015, the company had a publicly announced share repurchase program. Under this program, which was announced on September 24, 2015, the company's Board of Directors authorized the purchase of up to \$3.5 million of company stock. The program has no expiration date.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURE.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

- 31.1 Officer's Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Officer's Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Interactive Data Files.

## 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.

### LIFEWAY FOODS, INC.

Date: April 7, 2017

By: /s/ Julie Smolyansky

Julie Smolyansky  
Chief Executive Officer, President, and Director  
(Principal Executive Officer)

Date: April 7, 2017

By: /s/ John P. Waldron

John P. Waldron  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

## **INDEX OF EXHIBITS**

- 31.1 Officer's Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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- 101 Interactive Data Files.

SECTION 302 CERTIFICATION OF C.E.O.  
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Julie Smolyansky, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Lifeway Foods, Inc.;
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 officer 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 control over 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 control over financial reporting, or caused such internal control 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 most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer 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 the registrant's board of directors:
  - (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 control over financial reporting.

Date: April 7, 2017

By: /s/ Julie Smolyansky \_\_\_\_\_  
Julie Smolyansky  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

SECTION 302 CERTIFICATION OF C.F.O.  
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John P. Waldron, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Lifeway Foods, Inc.;
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 officer 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 control over 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 control over financial reporting, or caused such internal control 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 most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer 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 the registrant's board of directors:
  - (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 control over financial reporting.

Date: April 7, 2017

By: /s/ John P. Waldron \_\_\_\_\_  
John P. Waldron  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report on Form 10-Q/A of Lifeway Foods, Inc. (the "Company") for the period ended March 31, 2016 as filed with the SEC (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to her knowledge:

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 operation of the Company.

Date: April 7, 2017

By: /s/ Julie Smolyansky  
Julie Smolyansky  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

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

In connection with the Quarterly Report on Form 10-Q/A of Lifeway Foods, Inc. (the "Company") for the period ended March 31, 2016 as filed with the SEC (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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 operation of the Company.

Date: April 7, 2017

By: /s/ John P. Waldron  
John P. Waldron  
Chief Financial Officer  
(Principal Financial and Accounting Officer)