

# TRUEBLUE, INC.

## FORM 8-K (Current report filing)

Filed 10/21/09 for the Period Ending 10/21/09

Address	1015 A STREET TACOMA, WA 98402
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 21, 2009

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**TRUEBLUE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Washington**

(State or Other Jurisdiction of Incorporation)

**001-14543**

(Commission File Number)

**91-1287341**

(IRS Employer Identification No.)

**1015 A Street, Tacoma, Washington**

(Address of Principal Executive Offices)

**98402**

(Zip Code)

**(253) 383-9101**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On October 21, 2009, TrueBlue, Inc. (the “Company”) issued a press release (the “Press Release”) reporting its financial results for the third quarter ended September 25, 2009 and revenue and earnings guidance for the fourth quarter of 2009, a copy of which is attached hereto as Exhibit 99.1 and the contents of which are incorporated herein by this reference.

**Item 7.01. Regulation FD Disclosure.**

In connection with the scheduled conference call at 2 p.m. (PT), Wednesday, October 21, 2009 to discuss the Company’s financial results for the third quarter ended September 25, 2009, management of the Company may discuss or refer to some of the information contained in the attached “2009 Assumptions” document, which is attached to this report as Exhibit 99.2.

In accordance with General Instruction B.2. of Form 8-K, the information contained above in this report (including the Press Release and the “2009 Assumptions” document shall not be deemed “Filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall the Press Release or the “2009 Assumptions” document be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed a determination or an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

- 99.1 Press Release of the Company dated October 21, 2009.
- 99.2 “2009 Assumptions” document.



**FOR IMMEDIATE RELEASE :**

## **TRUEBLUE REPORTS THIRD QUARTER 2009 RESULTS**

**TACOMA, WA. – Oct. 21, 2009** —TrueBlue, Inc. (NYSE:TBI) today reported net income of \$8.2 million or \$0.19 per diluted share for the quarter ended Sept. 25, 2009, compared to net income of \$16.3 million or \$0.38 per diluted share for the third quarter of 2008. Revenue for the quarter was \$285 million, a decrease of 27 percent compared to the third quarter of 2008.

“Our strict cost management combined with ongoing stabilization in same branch revenue drove our results this quarter,” said TrueBlue CEO Steve Cooper. “Ongoing risk management programs that drove workers compensation expense lower also contributed to our better-than-expected results. Our results demonstrate that, in addition to the strong operating leverage in our business model, we remain focused on executing on every element of the business.”

TrueBlue closed 12 branches, resulting in 764 branches in operation at the end of the quarter.

For the fourth quarter of 2009, TrueBlue estimates revenue in the range of \$240 million to \$250 million and net income per diluted share for the quarter of to \$0.00 to \$0.05.

### **About TrueBlue**

TrueBlue, Inc. (NYSE: TBI) is the leading provider of blue-collar staffing with revenue of approximately \$1.4 billion in 2008. Last year, TrueBlue connected approximately 500,000 people to work through the following brands: Labor Ready, Spartan Staffing, CLP Resources, PlaneTechs, and TLC and served approximately 250,000 businesses in the wholesale, services, transportation, manufacturing, retail, and construction industries. TrueBlue is head quartered in Tacoma, Wash. For more information, visit TrueBlue’s website at [www.TrueBlueInc.com](http://www.TrueBlueInc.com)

### **Forward-looking Statements**

*This news release and the schedule regarding 2009 assumptions contain forward-looking statements, such as statements about the ranges of revenues, gross margins and net income/(loss) anticipated for future periods, improvements in safety and workers’ compensation claims and costs, strategies for increasing revenue and net income, and other factors that may affect TrueBlue’s financial results and operations in the future. TrueBlue’s actual results are, however, subject to a number of risks, including without limitation the following: 1) national and global economic conditions, including the impact of changes in national and global credit markets and other changes on TrueBlue customers; 2) TrueBlue’s ability to continue to attract and retain customers and maintain profit margins in the face of new and existing competition; 3) potential new laws and regulations that could have a materially adverse effect on TrueBlue’s operations and financial results; 4) significant labor disturbances which could disrupt industries TrueBlue serves; 5) increased costs and collateral requirements in connection with TrueBlue’s insurance obligations, including workers’ compensation insurance; 6) the adequacy of TrueBlue’s financial reserves; 7) TrueBlue’s continuing ability to comply with financial covenants in its lines of credit and other financing agreements; 8) TrueBlue’s ability to attract and retain competent employees in key positions or to find temporary employees or skilled trade workers to fulfill the needs of our customers; 9) TrueBlue’s ability to successfully complete and integrate acquisitions that it may make from time to time; 10) TrueBlue’s ability to timely execute strategies for acquired companies; and 11) other risks described in TrueBlue’s filings with the Securities and Exchange Commission, including its most recent Form 10-K and Form 10-Q filings.*

*This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make an offer, solicitation or sale in such jurisdiction. The offering of these securities will be made only by means of the prospectus supplement and accompanying prospectus*

### **Contacts**

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**TrueBlue, Inc.**  
**SUMMARY CONSOLIDATED STATEMENTS OF OPERATIONS**  
**In Thousands, except per share data**  
**(Unaudited)**

	<u>Thirteen Weeks Ended</u>		<u>Thirty-Nine Weeks Ended</u>	
	<u>September 25,</u>	<u>September 26,</u>	<u>September 25,</u>	<u>September 26,</u>
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Revenue from services	<b>\$ 284,843</b>	\$ 387,914	<b>\$ 756,268</b>	\$ 1,082,640
Cost of services	<b>202,220</b>	272,736	<b>538,144</b>	758,564
Gross profit	<b>82,623</b>	115,178	<b>218,124</b>	324,076
Selling, general and administrative expenses	<b>64,950</b>	86,226	<b>196,644</b>	253,279
Depreciation and amortization	<b>4,237</b>	3,988	<b>12,662</b>	11,863
Income from operations	<b>13,436</b>	24,964	<b>8,818</b>	58,934
Interest and other income, net	<b>240</b>	1,049	<b>2,153</b>	4,569
Income before tax expense	<b>13,676</b>	26,013	<b>10,971</b>	63,503
Income tax expense	<b>5,437</b>	9,678	<b>4,305</b>	21,639
Net income	<b>\$ 8,239</b>	\$ 16,335	<b>\$ 6,666</b>	\$ 41,864
Net income per common share:				
Basic	<b>\$ 0.19</b>	\$ 0.38	<b>\$ 0.16</b>	\$ 0.97
Diluted	<b>\$ 0.19</b>	\$ 0.38	<b>\$ 0.16</b>	\$ 0.97
Weighted average shares outstanding:				
Basic	<b>42,906</b>	42,460	<b>42,808</b>	43,005
Diluted	<b>43,121</b>	42,695	<b>42,930</b>	43,176

**TrueBlue, Inc.**  
**SUMMARY CONSOLIDATED BALANCE SHEETS**  
**In Thousands**  
**(Unaudited)**

	September 25, 2009	December 26, 2008
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 95,522	\$ 108,102
Accounts receivable, net	130,515	104,979
Other current assets	17,300	29,723
Total current assets	243,337	242,804
Property and equipment, net	61,322	61,542
Restricted cash	126,183	120,323
Other assets	88,907	95,006
Total assets	<u>\$ 519,749</u>	<u>\$ 519,675</u>
<b>Liabilities and shareholders' equity</b>		
Current liabilities	\$ 83,415	\$ 95,308
Long-term liabilities	154,876	154,238
Total liabilities	238,291	249,546
Shareholders' equity	281,458	270,129
Total liabilities and shareholders' equity	<u>\$ 519,749</u>	<u>\$ 519,675</u>

**TrueBlue, Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**In Thousands**  
**(Unaudited)**

	Thirty-Nine Weeks Ended	
	September 25, 2009	September 26, 2008
Cash flows from operating activities:		
Net income	\$ 6,666	\$ 41,864
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,662	11,863
Provision for doubtful accounts	7,969	6,697
Stock-based compensation	5,597	6,229
Deferred income taxes	4,081	(7,102)
Other operating activities	1,037	530
Changes in operating assets and liabilities, exclusive of business acquired:		
Accounts receivable	(33,505)	(11,394)
Income taxes	12,917	(4,350)
Other assets	(1,095)	—
Accounts payable and other accrued expenses	(4,225)	(1,663)
Accrued wages and benefits	1,803	(2,654)
Workers' compensation claims reserve	(9,094)	4,106
Other liabilities	(152)	(3,216)
Net cash provided by operating activities	<u>4,661</u>	<u>40,910</u>
Cash flows from investing activities:		
Capital expenditures	(10,540)	(20,009)
Purchases of marketable securities	—	(27,158)
Maturities of marketable securities	—	38,087
Acquisition of business, net of cash acquired	—	(21,270)
Change in restricted cash	(5,860)	4,712
Other	85	—
Net cash used in investing activities	<u>(16,315)</u>	<u>(25,638)</u>
Cash flows from financing activities:		
Purchases and retirement of common stock	—	(15,997)
Net proceeds from sale of stock through options and employee benefit plans	838	3,173
Shares withheld for taxes upon vesting of restricted stock	(820)	(918)
Payments on debt	(304)	(193)
Other	(996)	(229)
Net cash used in financing activities	<u>(1,282)</u>	<u>(14,164)</u>
Effect of exchange rates on cash	356	(636)
Net change in cash and cash equivalents	(12,580)	472
CASH AND CASH EQUIVALENTS, beginning of period	<u>108,102</u>	<u>57,008</u>
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 95,522</u>	<u>\$ 57,480</u>

**TrueBlue, Inc.**  
**2009 ASSUMPTIONS**  
**(Unaudited)**

	<u>2009</u> <u>Estimates</u>
Branches in operation on September 25, 2009	764
Branches closed year to date	89
Revenue loss from announced branch closings	-7%
Reduction in SG&A from branch closures in 2008 & 2009	\$31 M
Revenue growth from 2008 acquisitions	1%
Incremental SG&A from 2008 acquisitions	\$3 M
Variable SG&A associated with same branch revenue	6%
Gross Margin	28.5%
Depreciation & Amortization	\$17 M
Capital Expenditures	\$14 M
Income Taxes	
Statutory income tax rate	39%
Tax credits net of non-deductable items	\$0 M
Weighted Average Diluted Share Count	43 M

**TrueBlue, Inc.**  
**Analysis of Revenue Growth / (Decline)**  
**(Unaudited)**

	<u>Thirteen Weeks Ended</u>		<u>Thirty-Nine Weeks Ended</u>	
	<u>September 25,</u>	<u>September 26,</u>	<u>September 25,</u>	<u>September 26,</u>
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
<b>Major Revenue Trends</b>				
Organic revenue growth / (decline)	<b>-26.6%</b>	-17.2%	<b>-31.9%</b>	-11.6%
Acquisitions within last 12 months	<b>0.0%</b>	16.5%	<b>1.8%</b>	16.5%
Total revenue growth / (decline)	<b>-26.6%</b>	-0.7%	<b>-30.1%</b>	4.9%
<b>Organic Revenue Trends*</b>				
Same branch	<b>-18.8%</b>	-14.7%	<b>-25.8%</b>	-9.7%
New branches	<b>0.1%</b>	0.6%	<b>0.1%</b>	0.9%
Closed branches	<b>-9.1%</b>	-3.6%	<b>-7.4%</b>	-3.1%
Currency	<b>-0.4%</b>	-0.1%	<b>-0.5%</b>	0.3%

\* Percentages for organic revenue components do not sum to total organic revenue growth as same branch growth is determined off a revenue base of branches open for 12 or more months, whereas other organic revenue growth components are measured off a total revenue base.

**TrueBlue, Inc.**  
**Analysis of Year-Over-Year Same Branch Revenue Growth / (Decline)**  
**(Unaudited)**

	<u>Same Branch Growth / (Decline)</u>
January 2009 same branch sales growth	<b>-30.2%</b>
February 2009 same branch sales growth	<b>-31.9%</b>
March 2009 same branch sales growth	<b>-35.3%</b>
April 2009 same branch sales growth	<b>-31.2%</b>
May 2009 same branch sales growth	<b>-29.3%</b>
June 2009 same branch sales growth	<b>-23.9%</b>
July 2009 same branch sales growth	<b>-20.2%</b>
August 2009 same branch sales growth	<b>-18.4%</b>
September 2009 same branch sales growth	<b>-18.1%</b>