

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 28, 2020

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number 001-35588

Franchise Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

27-3561876

(IRS employer identification no.)

1716 Corporate Landing Parkway

Virginia Beach, Virginia 23454

(Address of principal executive offices)

(757) 493-8855

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$.01 per share	FRG	NASDAQ Global Market

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock, par value \$0.01 value per share, as of June 15, 2020 was 35,161,402 shares.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 ("Amendment") to the Quarterly Report on Form 10-Q of Franchise Group, Inc. (the "Company") for the quarter ended March 28, 2020, that was filed with the U.S. Securities and Exchange Commission (the "Commission") on June 18, 2020 (the "Original Form 10-Q") is to add this Explanatory Note disclosing that, as previously disclosed in the Company's Current Report on Form 8-K, as filed with the Commission on May 5, 2020 (the "Form 8-K"), and in accordance with the Commission's Orders under Section 36 of the Securities Exchange Act of 1934, as amended (Release Nos. 34-88318 and 34-88465) (the "Orders"), the Company (i) relied upon the relief provided by the Orders in connection with the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended March 28, 2020 ("Form 10-Q") and (ii) was unable to file the Form 10-Q on its customary schedule because the Company's operations and business experienced disruptions due to the unprecedented conditions surrounding the COVID-19 pandemic. In particular, COVID-19 and related state-issued stay-at-home orders caused the temporary closures of the Company's corporate and business segment headquarters. The Company curtailed its normal operations practices pursuant to state orders, public health orders and guidelines issued

by local authorities which has resulted in travel restrictions and most of the Company's staff working remotely. This, in turn, delayed the Company's ability to prepare the Form 10-Q. As indicated above, the Company filed the Original Form 10-Q on June 18, 2020, which was within the permissible extended filing deadline pursuant to the Orders.

Pursuant to Rule 12b-15 under the Exchange Act, this Amendment also contains new certifications of the Company's principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 or 308 of Regulation S-K promulgated by the SEC under the Exchange Act, paragraphs 3, 4 and 5 of the Section 302 certifications have been omitted. In addition, because no financial statements are included in this Amendment, new certifications of the Company's principal executive officers and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are not required to be included with this Amendment.

Except as described above, this Amendment does not amend, modify or update the information in, or exhibits to, the Original Form 10-Q. Furthermore, this Amendment does not change any previously reported financial results nor does it reflect events occurring after the filing of the Original Form 10-Q. This Amendment should be read in conjunction with the Original Form 10-Q.

PART II. OTHER INFORMATION

ITEM 6
EXHIBITS

We have filed the following exhibits as part of this report:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>
31.1 (1)	Certification of Chief Executive Officer	X	
31.2 (1)	Certification of Chief Financial Officer	X	

(1) This exhibit is furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

**FRANCHISE GROUP, INC.
(Registrant)**

June 19, 2020

By: /s/ Brian R. Kahn
Brian R. Kahn
Chief Executive Officer and Director
(Principal Executive Officer)

June 19, 2020

By: /s/ Eric F. Seeton
Eric F. Seeton
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATIONS

I, Brian R. Kahn, certify that:

1. I have reviewed this amendment to quarterly report on Form 10-Q/A of FRANCHISE GROUP, INC.; and
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.

Date: June 19, 2020 By: /s/ Brian R. Kahn
Brian R. Kahn
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Eric F. Seeton, certify that:

1. I have reviewed this amendment to quarterly report on Form 10-Q/A of FRANCHISE GROUP, INC.; and
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.

Date: June 19, 2020 By: /s/ Eric F. Seeton

Eric F. Seeton

Chief Financial Officer

(Principal Financial Officer)