DARDEN RESTAURANTS INC
Form 10-Q
December 31, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 23, 2014
or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
1-13666
Commission File Number
DARDEN RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation or organization)	59-3305930 (I.R.S. Employer Identification No.)
1000 Darden Center Drive Orlando, Florida	32837
(Address of principal executive offices)	(Zip Code)

407-245-4000
(Registrant’s telephone number, including area code)
Not applicable (Former name, former address and former fiscal year, if changed since last report)

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. x Yes o 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o 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. (Check one):

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

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

Number of shares of common stock outstanding as of December 15, 2014: 124,045,968 (excluding 1,286,019 shares held in our treasury).

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Cautionary Statement Regarding Forward-Looking Statements

Statements set forth in or incorporated into this report regarding the expected net increase in the number of our restaurants, U.S. same-restaurant sales, total sales growth, diluted net earnings per share growth, and capital expenditures in fiscal 2015, and all other statements that are not historical facts, including without limitation statements with respect to the financial condition, results of operations, plans, objectives, future performance and business of Darden Restaurants, Inc. and its subsidiaries that are preceded by, followed by or that include words such as “may,” “will,” “expect,” “intend,” “anticipate,” “continue,” “estimate,” “project,” “believe,” “plan” or similar expressions, a forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This statement is included for purposes of complying with the safe harbor provisions of that Act. Any forward-looking statements speak only as of the date on which such statements are made, and we undertake no obligation to update such statements for any reason to reflect events or circumstances arising after such date. By their nature, forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by such forward-looking statements. The most significant of these uncertainties are described in Darden's Form 10-K, Form 10-Q (including this report) and Form 8-K reports.

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PART I
FINANCIAL INFORMATION
Item 1. Financial Statements (Unaudited)
DARDEN RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(In millions, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Sales	$1,559.0	$ 1,485.6	$3,154.8	$ 3,017.0
Costs and expenses:				
Cost of sales:				
Food and beverage	485.5	447.0	987.5	901.1
Restaurant labor	506.8	491.6	1,015.1	983.0
Restaurant expenses	277.4	261.9	549.7	524.5
Total cost of sales, excluding restaurant depreciation and amortization of $73.4, $70.1 $146.0 and $139.0, respectively	$1,269.7	$ 1,200.5	$2,552.3	$ 2,408.6
Selling, general and administrative	190.4	174.7	350.4	340.1
Depreciation and amortization	80.1	75.5	158.8	149.7
Interest, net	33.7	32.9	145.0	65.7
Asset impairment, net	39.7	0.2	46.6	1.2
Total costs and expenses	$1,613.6	$ 1,483.8	$3,253.1	$ 2,965.3
(Loss) earnings before income taxes	(54.6)	1.8	(98.3)	51.7
Income tax (benefit) expense	(23.8)	(4.2)	(48.2)	3.4
(Loss) earnings from continuing operations	$(30.8)	$ 6.0	$(50.1)	$ 48.3
(Loss) earnings from discontinued operations, net of tax (benefit) expense of $(1.5), $2.5, $319.3 and $13.2, respectively	(2.0)	13.8	520.5	41.7
Net (loss) earnings	$(32.8)	$ 19.8	$470.4	$ 90.0
Basic net earnings per share:				
(Loss) earnings from continuing operations	$(0.24)	$ 0.05	$(0.39)	$ 0.37
(Loss) earnings from discontinued operations	(0.02)	0.10	4.01	0.32
Net (loss) earnings	$(0.26)	$ 0.15	$3.62	$ 0.69
Diluted net earnings per share:				
(Loss) earnings from continuing operations	$(0.24)	$ 0.05	$(0.39)	$ 0.36
(Loss) earnings from discontinued operations	(0.02)	0.10	4.01	0.32
Net (loss) earnings	$(0.26)	$ 0.15	$3.62	$ 0.68
Average number of common shares outstanding:				
Basic	127.7	130.6	130.0	130.4
Diluted	127.7	132.8	130.0	132.7
Dividends declared per common share	$0.55	$ 0.55	$1.10	$ 1.10

See accompanying notes to our unaudited consolidated financial statements.

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DARDEN RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended		Six Months Ended	
	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Net earnings	$(32.8)	$ 19.8	$470.4	$ 90.0
Other comprehensive income (loss):				
Foreign currency adjustment	4.0	(0.9)	5.5	(1.9)
Change in fair value of marketable securities, net of taxes of $0.0, $0.0, $0.0 and $(0.1), respectively	0.1	—	—	(0.1)
Change in fair value of derivatives and amortization of unrecognized gains and losses on derivatives, net of taxes of $0.5, $3.1, $15.9 and $2.1, respectively	3.5	5.8	27.4	3.7
Net unamortized gain arising during period, including amortization of unrecognized net actuarial loss, net of taxes of $9.3, $1.0, $9.8, and $2.0, respectively	15.1	1.6	15.4	3.2
Other comprehensive income (loss)	$22.7	$ 6.5	$48.3	$ 4.9
Total comprehensive (loss) income	$(10.1)	$ 26.3	$518.7	$ 94.9

See accompanying notes to our unaudited consolidated financial statements.

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DARDEN RESTAURANTS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions)

	November 23, 2014 (Unaudited)	May 25, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$157.5	$98.3
Receivables, net	66.7	83.8
Inventories	193.5	196.8
Prepaid income taxes	9.2	10.9
Prepaid expenses and other current assets	74.9	72.3
Deferred income taxes	172.7	124.0
Assets held for sale	44.9	1,390.3
Total current assets	$719.4	$1,976.4
Land, buildings and equipment, net of accumulated depreciation and amortization of $2,209.6 and $2,050.2, respectively	3,338.3	3,381.0
Goodwill	872.5	872.5
Trademarks	574.6	574.6
Other assets	283.1	296.2
Total assets	$5,787.9	$7,100.7
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$201.8	$233.1
Short-term debt	20.0	207.6
Accrued payroll	104.6	125.7
Accrued income taxes	135.4	—
Other accrued taxes	66.0	64.5
Unearned revenues	265.7	299.7
Current portion of long-term debt	15.0	15.0
Other current liabilities	497.5	457.4
Liabilities associated with assets held for sale	—	215.5
Total current liabilities	$1,306.0	$1,618.5
Long-term debt, less current portion	1,468.4	2,481.4
Deferred income taxes	279.8	286.1
Deferred rent	218.8	206.2
Obligations under capital leases, net of current installments	50.8	52.0
Other liabilities	358.6	299.6
Total liabilities	$3,682.4	$4,943.8
Stockholders' equity:		
Common stock and surplus	$1,200.7	$1,302.2
Retained earnings	997.3	995.8
Treasury stock	(7.8)	(7.8)
Accumulated other comprehensive income (loss)	(79.8)	(128.1)
Unearned compensation	(4.9)	(5.2)
Total stockholders' equity	$2,105.5	$2,156.9
Total liabilities and stockholders' equity	$5,787.9	$7,100.7

See accompanying notes to our unaudited consolidated financial statements.

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DARDEN RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the six months ended November 23, 2014 and November 24, 2013
(In millions)
(Unaudited)

	Common Stock And Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Unearned Compensation	Total Stockholders' Equity
Balance at May 25, 2014	$1,302.2	$995.8	$(7.8)	$(128.1)	$(5.2)	$2,156.9
Net earnings	—	470.4	—	—	—	470.4
Other comprehensive income	—	—	—	48.3	—	48.3
Dividends declared	—	(140.9)	—	—	—	(140.9)
Stock option exercises (1.4 shares)	48.0	—	—	—	—	48.0
Stock-based compensation	17.5	—	—	—	—	17.5
ESOP note receivable repayments	—	—	—	—	0.3	0.3
Income tax benefits credited to equity	4.0	—	—	—	—	4.0
Repurchases of common stock (8.7 shares)	(88.3)	(328.0)	—	—	—	(416.3)
Issuance of stock under Employee Stock Purchase Plan and other plans (0.1 shares)	2.9	—	—	—	—	2.9
Accelerated share repurchase program	(85.6)	—	—	—	—	(85.6)
Balance at November 23, 2014	$1,200.7	$997.3	$(7.8)	$(79.8)	$(4.9)	$2,105.5
Balance at May 26, 2013	$1,207.6	$998.9	$(8.1)	$(132.8)	$(6.1)	$2,059.5
Net earnings	—	90.0	—	—	—	90.0
Other comprehensive income	—	—	—	4.9	—	4.9
Dividends declared	—	(143.8)	—	—	—	(143.8)
Stock option exercises (0.8 shares)	23.3	—	0.3	—	—	23.6
Stock-based compensation	16.0	—	—	—	—	16.0
ESOP note receivable repayments	—	—	—	—	0.6	0.6
Income tax benefits credited to equity	5.3	—	—	—	—	5.3
Repurchases of common stock (0.0 shares)	(0.1)	(0.4)	—	—	—	(0.5)
Issuance of stock under Employee Stock Purchase Plan and other plans (0.1 shares)	3.6	—	—	—	—	3.6
Balance at November 24, 2013	$1,255.7	$944.7	$(7.8)	$(127.9)	$(5.5)	$2,059.2

See accompanying notes to our unaudited consolidated financial statements.

DARDEN RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended	
	November 23, 2014	November 24, 2013
Cash flows—operating activities		
Net earnings	$470.4	$90.0
Earnings from discontinued operations, net of tax	(520.5)	(41.7)
Adjustments to reconcile net earnings from continuing operations to cash flows:		
Depreciation and amortization	158.8	149.7
Asset impairment charges	46.6	1.2
Amortization of loan costs and losses on interest-rate related derivatives	4.9	6.8
Stock-based compensation expense	29.9	26.9
Change in current assets and liabilities	(68.6)	(29.2)
Contributions to pension and postretirement plans	(0.7)	(0.8)
Loss on disposal of land, buildings and equipment	2.3	1.2
Change in cash surrender value of trust-owned life insurance	(3.9)	(8.4)
Deferred income taxes	(33.9)	(15.1)
Change in deferred rent	13.0	15.3
Change in other assets and liabilities	9.6	17.2
Loss on extinguishment of debt	90.5	—
Income tax benefits from exercise of stock-based compensation credited to goodwill	—	0.1
Other, net	(0.5)	4.7
Net cash provided by operating activities of continuing operations	$197.9	$217.9
Cash flows—investing activities		
Purchases of land, buildings and equipment	(167.4)	(235.0)
Proceeds from disposal of land, buildings and equipment	10.7	1.6
Proceeds from sale of marketable securities	7.7	3.3
Increase in other assets	(7.4)	(14.1)
Net cash used in investing activities of continuing operations	$(156.4)	$(244.2)
Cash flows—financing activities		
Proceeds from issuance of common stock	50.9	27.2
Income tax benefits credited to equity	4.0	5.3
Dividends paid	(140.9)	(143.3)
Repurchases of common stock	(2.0)	(0.5)
ESOP note receivable repayment	0.3	0.6
Proceeds from issuance of short-term debt	397.4	1,173.3
Repayments of short-term debt	(585.0)	(1,013.6)
Repayment of long-term debt	(1,059.4)	—
Payment of debt issuance costs	—	(1.3)
Principal payments on capital leases	(1.2)	(1.0)
Payment for accelerated share repurchase program	(500.0)	—
Proceeds from financing lease obligation	93.1	—
Net cash (used in) provided by financing activities of continuing operations	$(1,742.8)	$46.7
Cash flows—discontinued operations		
Net cash (used in) provided by operating activities of discontinued operations	(223.6)	85.2
Net cash provided by (used in) investing activities of discontinued operations	1,984.1	(109.2)

Net cash provided by (used in) discontinued operations	$1,760.5	$(24.0)
Increase (decrease) in cash and cash equivalents	59.2	(3.6)
Cash and cash equivalents - beginning of period	98.3	88.2
Cash and cash equivalents - end of period	$157.5	$84.6

See accompanying notes to our unaudited consolidated financial statements.

DARDEN RESTAURANTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In millions)
(Unaudited)

	Six Months Ended	
	November 23, 2014	November 24, 2013
Cash flows from changes in current assets and liabilities		
Receivables, net	16.2	0.8
Inventories	34.9	5.4
Prepaid expenses and other current assets	13.8	(2.6)
Accounts payable	(36.9)	(5.3)
Accrued payroll	(13.2)	1.1
Prepaid/accrued income taxes	(34.0)	(0.1)
Other accrued taxes	8.0	(5.9)
Unearned revenues	(21.6)	(12.9)
Other current liabilities	(35.8)	(9.7)
Change in current assets and liabilities	$(68.6)	$(29.2)
Supplemental schedule of noncash investing activities:		
Increase in land, buildings and equipment through accrued purchases	$29.5	$49.4

See accompanying notes to our unaudited consolidated financial statements.

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DARDEN RESTAURANTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1.Basis of Presentation

Darden Restaurants, Inc. (we, our, Darden or the Company) owns and operates full-service dining restaurants in the United States and Canada under the trade names Olive Garden®, LongHorn Steakhouse®, The Capital Grille®, Yard House®, Bahama Breeze®, Seasons 52®, Eddie V's Prime Seafood® and Wildfish Seafood Grille®. We have prepared these consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally presented in annual financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature. We operate on a 52/53 week fiscal year, which ends on the last Sunday in May and our fiscal year ending May 31, 2015 will contain 53 weeks of operation. Operating results for the quarter ended November 23, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending May 31, 2015.

These statements should be read in conjunction with the consolidated financial statements and related notes to consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 25, 2014. The accounting policies used in preparing these consolidated financial statements are the same as those described in our Form 10-K.

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. The preparation of these financial statements requires us 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 financial statements, and the reported amounts of sales and costs and expenses during the reporting period. Actual results could differ from those estimates.

Red Lobster Sale

On May 15, 2014, we entered into an agreement to sell Red Lobster and certain related assets and associated liabilities and closed on the sale on July 28, 2014. For the quarters and six months ended November 23, 2014 and November 24, 2013, all gains on disposition, impairment charges and disposal costs, along with the sales, costs and expenses and income taxes attributable to Red Lobster and two closed synergy locations, have been aggregated in a single caption entitled “(Loss) earnings from discontinued operations, net of tax (benefit) expense” in our consolidated statements of earnings for all periods presented. See Note 2 - Dispositions for additional information.

Note 2.Dispositions

On July 28, 2014, we closed on the sale of 705 Red Lobster restaurants, however, as of November 23, 2014, 28 of the properties remain subject to landlord consents and satisfaction of other contractual requirements, which are expected to be satisfied within the next 9 months. Therefore, the assets of these remaining restaurants continue to be classified as held for sale and recognition of the gain on the related proceeds was deferred. The proceeds of approximately $71.6 million associated with landlord consents are classified as other current liabilities on our consolidated balance sheet as of November 23, 2014. As the landlord consents and remaining contractual requirements are satisfied, we will derecognize the related assets and record the commensurate gain on the transaction. In conjunction with the sale of Red Lobster, there were 19 locations where Red Lobster shared a land parcel with another Darden brand. The land and related buildings for these 19 Darden locations were included in the sale transaction and simultaneously leased back to Darden. The proceeds associated with the sale of these properties are classified as a financing lease obligation on our consolidated balance sheet as a component of other liabilities and the associated lease payments will amortize the obligation over the life of the properties. Additionally, in the fourth quarter of fiscal 2014, in connection with the expected sale of Red Lobster, we closed two of the six restaurants that housed both a Red Lobster and an Olive Garden in the same building (synergy restaurants). In the first quarter of fiscal 2015, we completed the conversion of the four remaining synergy restaurants to stand-alone Olive Garden restaurants.

As of November 23, 2014, we received $2.08 billion in cash proceeds, net of transaction-related costs of approximately $29.3 million. During the six months ended November 23, 2014, we recognized a gain on the sale of Red Lobster of $816.6 million, which is included in (loss) earnings from discontinued operations in our consolidated statement of earnings.

For the quarters and six months ended November 23, 2014 and November 24, 2013, all gains on disposition, impairment charges and disposal costs, along with the sales, costs and expenses and income taxes attributable to these restaurants, have been aggregated in a single caption entitled “(Loss) earnings from discontinued operations, net of tax (benefit) expense” in our consolidated statements of earnings for all periods presented. No amounts for shared general and administrative operating support expense or interest expense were allocated to discontinued operations. Assets associated with those restaurants not yet disposed of, that are considered held for sale, have been segregated from continuing operations and presented as assets held for sale on our accompanying consolidated balance sheets. (Loss) earnings from discontinued operations, net of taxes in our accompanying consolidated statements of earnings are comprised of the following:

(in millions)	Three Months Ended November 23, 2014	Three Months Ended November 24, 2013	Six Months Ended November 23, 2014	Six Months Ended November 24, 2013
Sales	$—	$564.3	$400.4	$1,191.4
(Loss) earnings before income taxes	(3.5)	16.3	839.8	54.9
Income tax (benefit) expense	(1.5)	2.5	319.3	13.2
(Loss) earnings from discontinued operations, net of tax	$(2.0)	$13.8	$520.5	$41.7

The following table presents the carrying amounts of the major classes of assets and liabilities associated with the restaurants reported as discontinued operations and classified as held for sale on our accompanying consolidated balance sheets:

(in millions)	November 23, 2014	May 25, 2014
Current assets	$—	$241.0
Land, buildings and equipment, net	44.9	1,084.8
Other assets	—	64.5
Total assets	$44.9	$1,390.3
Current liabilities	$—	$130.6
Other liabilities	—	84.9
Total liabilities	$—	$215.5

Note 3.Supplemental Cash Flow Information

(in millions)	Six Months Ended November 23, 2014	Six Months Ended November 24, 2013
Interest paid, net of amounts capitalized	$99.9	$58.1
Income taxes paid, net of refunds	199.4	36.0

For the six months ended November 23, 2014, interest paid includes payments associated with the retirement of long-term debt (see Note 14 - Long-Term Debt for further information), of $44.4 million in addition to $12.7 million of interest accrued through the date of the retirement. For the six months ended November 23, 2014, income taxes paid includes tax payments associated with the gain on the sale of Red Lobster.

Note 4.Stock-Based Compensation

We grant stock options for a fixed number of shares to certain employees and directors with an exercise price equal to the fair value of the shares at the date of grant. We also grant restricted stock, restricted stock units, and performance stock units with a fair value determined based on our closing stock price on the date of grant. In addition, we also grant cash settled stock units (Darden Stock Units) and cash settled performance stock units, which are classified as liabilities and are marked to market as of the end of each period.

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DARDEN RESTAURANTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The weighted-average fair value of non-qualified stock options and the related assumptions used in the Black-Scholes option pricing model were as follows:

	Stock Options Granted Six Months Ended	
	November 23, 2014	November 24, 2013
Weighted-average fair value	$10.36	$12.05
Dividend yield	4.5 %	4.4 %
Expected volatility of stock	37.3 %	39.6 %
Risk-free interest rate	2.1 %	1.9 %
Expected option life (in years)	6.5	6.4

The following table presents a summary of our stock-based compensation activity for the six months ended November 23, 2014:

(in millions)	Stock Options	Restricted Stock/ Restricted Stock Units	Darden Stock Units	Performance Stock Units
Outstanding beginning of period	11.2	0.2	2.1	0.3
Awards granted	1.1	—	0.5	0.1
Awards exercised	(1.4)	(0.1)	(0.4)	(0.1)
Awards forfeited	(0.3)	—	(0.7)	(0.2)
Performance unit adjustment	—	—	—	0.4
Outstanding end of period	10.6	0.1	1.5	0.5

We recognized expense from stock-based compensation as follows:

	Three Months Ended		Six Months Ended	
(in millions)	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Stock options (1)	$11.5	$7.3	$14.7	$11.5
Restricted stock/restricted stock units (1)	0.7	0.4	1.1	0.8
Darden stock units	3.5	6.1	4.8	7.9
Performance stock units (1)	7.1	2.3	8.0	4.1
Employee stock purchase plan	0.3	0.4	0.7	0.9
Director compensation program/other	0.6	1.7	0.6	1.7
Total stock-based compensation expense	$23.7	$18.2	$29.9	$26.9

(1) The increase for the periods ended November 23, 2014 is primarily attributable to the workforce reduction efforts further discussed in Note 12.

As of the effective date of the Red Lobster sale, all outstanding, unvested stock options, restricted stock and Darden stock units held by Darden employees that transferred to Red Lobster were either vested on a pro-rata basis or canceled. Approximately 23.7 thousand performance stock units remain outstanding and are expected to be settled on a pro-rata basis on the scheduled dates in the first quarter of fiscal 2016 and 2017 when the applicable performance factors are determined.

Our stock plan award agreements in place prior to October 2014 contain a change-in-control provision, where, following a change-in-control, the awards fully vest upon a qualifying termination. Following our 2014 annual meeting of shareholders, qualifying terminations during the 24-month period ending October 2016 will require all unvested awards granted prior to the 2014 annual meeting to be immediately vested.

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DARDEN RESTAURANTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 5.Income Taxes

The effective income tax rate of 43.6 percent for the quarter ended November 23, 2014 reflected a tax benefit of $23.8 million on a loss before income taxes from continuing operations of $54.6 million. The effective income tax rate of (233.3) percent for the quarter ended November 24, 2013 reflected a tax benefit of $4.2 million on earnings before income taxes from continuing operations of $1.8 million. The effective income tax rate of 49.0 percent for the six months ended November 23, 2014 reflected a tax benefit of $48.2 million on a loss before income taxes from continuing operations of $98.3 million. The effective income tax rate of 6.6 percent for the six months ended November 24, 2013 reflected tax expense of $3.4 million on earnings before income taxes from continuing operations of $51.7 million. The change in the effective income tax rates for the periods ended November 23, 2014 as compared to the periods ended November 24, 2013 is primarily attributable an increase in the impact of FICA tax credits for employee reported tips on lower earnings before income taxes resulting from significant charges from debt breakage costs, asset impairments and workforce reduction costs. Excluding the impact of these costs, the related tax benefits and other discrete items, our effective income tax rate for the quarter and six months ended November 23, 2014 would have been approximately 19.0 percent.

Included in our remaining balance of unrecognized tax benefits is $26.6 million related to tax positions for which it is reasonably possible that the total amounts could change within the next twelve months based on the outcome of examinations or as a result of the expiration of the statute of limitations for specific jurisdictions.

Note 6.Net Earnings per Share

Outstanding stock options and restricted stock granted by us represent the only dilutive effect reflected in diluted weighted average shares outstanding. Stock options and restricted stock do not impact the numerator of the diluted net earnings per share computation. Stock options and restricted stock excluded from the calculation of diluted net (loss) earnings per share because the effect would have been anti-dilutive, are as follows:

	Three Months Ended		Six Months Ended	
(in millions)	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Anti-dilutive stock options and restricted stock	5.6	4.6	6.6	3.9

Note 7.Stockholders' Equity

Share Repurchase Program

In July 2014, as part of the previously authorized share repurchase program, we entered into accelerated share repurchase (ASR) agreements with Goldman, Sachs & Co. and Wells Fargo Bank, National Association (Dealers), which were amended and restated in September 2014 solely to address non-substantive technical clarifications. The ASR program provides for the repurchase of an aggregate of $500.0 million of our common stock. Under the ASR agreements, we paid an aggregate of $500.0 million to the Dealers in August 2014 and received an initial delivery of approximately 8.6 million shares on October 1, 2014. Upon receipt, the repurchased shares were retired and restored to authorized but unissued shares of common stock. After consideration of the provisions of Accounting Standards Codification (ASC) Topic 815, Derivatives and Hedging, and ASC Topic 480, Distinguishing Liabilities from Equity, we concluded that the transaction qualifies for permanent equity classification. Accordingly, the $500.0 million payment was recorded as a reduction to shareholders’ equity. Subsequent to our second fiscal quarter, in early December 2014, the ASR program was completed and we received the final delivery of approximately 1.3 million shares. The total number of shares we purchased in connection with the ASR transactions was based on a combined discounted volume-weighted average price (VWAP) of $50.12 per share which was determined based on the average of the daily VWAP of our common stock over the duration of the program, less an agreed discount.

Accumulated Other Comprehensive Income (Loss) (AOCI)

The components of accumulated other comprehensive income (loss), net of tax, for the quarters ended November 23, 2014 and November 24, 2013 are as follows:

(in millions)	Foreign Currency Translation Adjustment	Unrealized Gains (Losses) on Marketable Securities	Unrealized Gains (Losses) on Derivatives	Benefit Plan Funding Position	Accumulated Other Comprehensive Income (Loss)
Balance at August 24, 2014	$(3.2)	$—	$(26.5)	$(72.8)	$(102.5)
Gain	(0.5)	0.1	2.7	14.6	16.9
Reclassification realized in net earnings	4.5	—	0.8	0.5	5.8
Balance at November 23, 2014	$0.8	$0.1	$(23.0)	$(57.7)	$(79.8)
Balance at August 25, 2013	$(2.8)	$0.1	$(55.9)	$(75.8)	$(134.4)
Gain (loss)	(0.9)	—	4.0	—	3.1
Reclassification realized in net earnings	—	—	1.8	1.6	3.4
Balance at November 24, 2013	$(3.7)	$0.1	$(50.1)	$(74.2)	$(127.9)

The components of accumulated other comprehensive income (loss), net of tax, for the six months ended November 23, 2014 and November 24, 2013 are as follows:

(in millions)	Foreign Currency Translation Adjustment	Unrealized Gains (Losses) on Marketable Securities	Unrealized Gains (Losses) on Derivatives	Benefit Plan Funding Position	Accumulated Other Comprehensive Income (Loss)
Balance at May 25, 2014	$(4.7)	$0.1	$(50.4)	$(73.1)	$(128.1)
Gain	(1.8)	—	0.7	14.6	13.5
Reclassification realized in net earnings	7.3	—	26.7	0.8	34.8
Balance at November 23, 2014	$0.8	$0.1	$(23.0)	$(57.7)	$(79.8)
Balance at May 26, 2013	$(1.8)	$0.2	$(53.8)	$(77.4)	$(132.8)
Gain (loss)	(1.9)	(0.1)	(0.5)	—	(2.5)
Reclassification realized in net earnings	—	—	4.2	3.2	7.4
Balance at November 24, 2013	$(3.7)	$0.1	$(50.1)	$(74.2)	$(127.9)

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The following table presents the amounts and line items in our consolidated statements of earnings where adjustments reclassified from AOCI into net earnings were recorded:

(in millions) AOCI Components	Location of Gain (Loss) Recognized in Earnings	Amount Reclassified from AOCI into Net Earnings Three Months Ended November 23, 2014	November 24, 2013	Six Months Ended November 23, 2014	November 24, 2013
Derivatives					
Commodity contracts	(1)	$—	$(0.5)	—	(0.7)
Equity contracts	(2)	—	—	(0.9)	(0.7)
Interest rate contracts	Interest, net	(1.4)	(2.6)	(41.9)	(5.2)
Foreign currency contracts	(2)	—	0.2	—	0.3
	Total before tax	$(1.4)	$(2.9)	$(42.8)	$(6.3)
	Tax benefit	0.6	1.1	16.1	2.1
	Net of tax	$(0.8)	$(1.8)	$(26.7)	$(4.2)
Benefit plan funding position					
Recognized net actuarial loss - pension/postretirement plans	(3)	$(0.7)	$(2.3)	$(1.3)	$(4.6)
Recognized net actuarial loss - other plans	(4)	(0.1)	(0.3)	(0.3)	(0.6)
	Total before tax	$(0.8)	$(2.6)	$(1.6)	$(5.2)
	Tax benefit	0.3	1.0	0.8	2.0
	Net of tax	$(0.5)	$(1.6)	$(0.8)	$(3.2)

(1) Primarily included in cost of sales. See Note 9 for additional details.
(2) Primarily included in cost of sales and selling, general and administrative expenses. See Note 9 for additional details.
(3) Included in the computation of net periodic benefit costs - pension and postretirement plans, which is a component of restaurant labor expenses and selling, general and administrative expenses. See Note 8 for additional details.
(4) Included in the computation of net periodic benefit costs - other plans, which is a component of selling, general and administrative expenses.

Note 8.Retirement Plans

Components of net periodic benefit cost are as follows:

(in millions)	Defined Benefit Plans Three Months Ended November 23, 2014	November 24, 2013	Six Months Ended November 23, 2014	November 24, 2013
Service cost	$0.3	$1.1	$0.5	$2.2
Interest cost	2.9	2.6	5.0	5.1
Expected return on plan assets	(4.5)	(4.3)	(7.6)	(8.6)
Recognized net actuarial loss	0.8	2.3	1.3	4.6
Net periodic benefit cost	$(0.5)	$1.7	$(0.8)	$3.3

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	Postretirement Benefit Plan			
	Three Months Ended		Six Months Ended	
(in millions)	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Service cost	$0.1	$0.2	$0.3	$0.4
Interest cost	0.4	0.3	0.8	0.6
Recognized net actuarial loss	0.2	—	0.3	—
Net periodic benefit cost	$0.7	$0.5	$1.4	$1.0

During the second quarter of fiscal 2015, the retiree health care plan was changed from a self-insured plan to a retiree health exchange with a subsidy to eligible participants through a Health Reimbursement Account (HRA). As a result of these changes, the plan was remeasured resulting in a $23.7 million pre-tax reduction in the accumulated postretirement benefit obligation which is reflected as a prior year service credit. This credit is being amortized into expense over the expected remaining service period of the fully eligible active participant population and is expected to reduce fiscal 2015 expense by $3.4 million.

Note 9.Derivative Instruments and Hedging Activities

We enter into derivative instruments solely for risk management purposes, including derivatives designated as hedging instruments as required by ASC Topic 815, Derivatives and Hedging, and those utilized as economic hedges. We use financial and commodities derivatives to manage interest rate, compensation and commodities pricing and foreign currency exchange rate risks inherent in our business operations. To the extent our derivatives are effective in offsetting the variability of the hedged cash flows, and otherwise meet the cash flow hedge accounting criteria required by ASC Topic 815, changes in the derivatives’ fair value are not included in current earnings but are included in accumulated other comprehensive income (loss), net of tax. These changes in fair value will be reclassified into earnings at the time of the forecasted transaction. Ineffectiveness measured in the hedging relationship is recorded currently in earnings in the period in which it occurs. To the extent our derivatives are effective in mitigating changes in fair value, and otherwise meet the fair value hedge accounting criteria required by ASC Topic 815, gains and losses in the derivatives’ fair value are included in current earnings, as are the gains and losses of the related hedged item. To the extent the hedge accounting criteria are not met, the derivative contracts are utilized as economic hedges and changes in the fair value of such contracts are recorded currently in earnings in the period in which they occur.

By using these instruments, we expose ourselves, from time to time, to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. We minimize this credit risk by entering into transactions with high quality counterparties. We currently do not have any provisions in our agreements with counterparties that would require either party to hold or post collateral in the event that the market value of the related derivative instrument exceeds a certain limit. As such, the maximum amount of loss due to counterparty credit risk we would incur at November 23, 2014, if counterparties to the derivative instruments failed completely to perform, would approximate the values of derivative instruments currently recognized as assets in our consolidated balance sheet.

Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates, commodity prices, currency prices, or the market price of our common stock. We minimize this market risk by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

The notional values of our derivative contracts are as follows:

(in millions)	Notional Values November 23, 2014	May 25, 2014
Derivative contracts designated as hedging instruments		
Commodities	$—	$0.9
Foreign currency	—	0.3
Interest rate swaps	200.0	200.0
Equity forwards	15.8	20.6
Derivative contracts not designated as hedging instruments		
Equity forwards	$47.4	$47.4

We are currently party to interest-rate swap agreements with $200.0 million of notional value to limit the risk of changes in fair value of $100.0 million of the $121.9 million 4.500 percent senior notes due October 2021 and $100.0 million of the $500.0 million 6.200 percent senior notes due October 2017. The swap agreements effectively swap the fixed-rate obligations for floating-rate obligations, thereby mitigating changes in fair value of the related debt prior to maturity. The swap agreements were designated as fair value hedges of the related debt and met the requirements to be accounted for under the short-cut method, resulting in no ineffectiveness in the hedging relationship. During the quarters ended November 23, 2014 and November 24, 2013, $1.3 million and $0.6 million, respectively, was recorded as a reduction to interest expense related to the net swap settlements. During the six months ended November 23, 2014 and November 24, 2013, $1.8 million and $1.1 million, respectively, was recorded as a reduction to interest expense related to the net swap settlements.

We enter into equity forward contracts to hedge the risk of changes in future cash flows associated with the unvested, unrecognized Darden stock units. The equity forward contracts will be settled at the end of the vesting periods of their underlying Darden stock units, which range between four and five years. The contracts were initially designated as cash flow hedges to the extent the Darden stock units are unvested and, therefore, unrecognized as a liability in our financial statements. As of November 23, 2014, we were party to equity forward contracts that were indexed to 0.8 million shares of our common stock, at varying forward rates between $31.19 per share and $52.66 per share, extending through August 2018. The forward contracts can only be net settled in cash. As the Darden stock units vest, we will de-designate that portion of the equity forward contract that no longer qualifies for hedge accounting and changes in fair value associated with that portion of the equity forward contract will be recognized in current earnings. We periodically incur interest on the notional value of the contracts and receive dividends on the underlying shares. These amounts are recognized currently in earnings as they are incurred.

We entered into equity forward contracts to hedge the risk of changes in future cash flows associated with cash-settled performance stock units and employee-directed investments in Darden stock within the non-qualified deferred compensation plan. The equity forward contracts are indexed to 0.2 million shares of our common stock at forward rates between $46.17 and $51.95 per share, can only be net settled in cash and expire between fiscal 2016 and 2019. We did not elect hedge accounting with the expectation that changes in the fair value of the equity forward contracts would offset changes in the fair value of the performance stock units and Darden stock investments in the non-qualified deferred compensation plan within selling, general and administrative expenses in our consolidated statements of earnings.

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The fair value of our derivative contracts are as follows:

(in millions)	Balance Sheet Location	Derivative Assets November 23, 2014	Derivative Assets May 25, 2014	Derivative Liabilities November 23, 2014	Derivative Liabilities May 25, 2014
Derivative contracts designated as hedging instruments					
Equity forwards	(1)	0.1	—	—	(0.5)
Interest rate related	(1)	2.1	1.6	—	—
Foreign currency forwards	(1)	—	0.1	—	—
		$2.2	$1.7	$—	$(0.5)
Derivative contracts not designated as hedging instruments					
Equity forwards	(1)	0.3	—	—	(1.2)
		$0.3	$—	$—	$(1.2)
Total derivative contracts		$2.5	$1.7	$—	$(1.7)

(1) Derivative assets and liabilities are included in receivables, net, prepaid expenses and other current assets and other current liabilities, as applicable, on our consolidated balance sheets.

The effects of derivative instruments in cash flow hedging relationships in the consolidated statements of earnings are as follows:

(in millions)	Amount of Gain (Loss) Recognized in AOCI (effective portion)		Location of Gain (Loss) Reclassified from AOCI to Earnings	Amount of Gain (Loss) Reclassified from AOCI to Earnings (effective portion)		Location of Gain (Loss) Recognized in Earnings (ineffective portion)	(1) Amount of Gain (Loss) Recognized in Earnings (ineffective portion)	
	Three Months Ended			Three Months Ended			Three Months Ended	
Type of Derivative	November 23, 2014	November 24, 2013		November 23, 2014	November 24, 2013		November 23, 2014	November 24, 2013
Commodity	$—	$ 0.1	(2)	$—	$ (0.5)	(2)	$—	$ —
Equity	2.7	3.9	(3)	—	—	(3)	0.3	0.3
Interest rate	—	—	Interest, net	(1.4)	(2.6)	Interest, net	—	—
Foreign currency	—	—	(4)	—	0.2	(4)	—	—
	$2.7	$ 4.0		$(1.4)	$ (2.9)		$0.3	$ 0.3

(in millions)	Amount of Gain (Loss) Recognized in AOCI (effective portion)	Location of Gain (Loss) Reclassified from AOCI to Earnings	Amount of Gain (Loss) Reclassified from AOCI to Earnings (effective portion)	Location of Gain (Loss) Recognized in Earnings (ineffective portion)	(1) Amount of Gain (Loss) Recognized in Earnings (ineffective portion)

Type of Derivative	Six Months Ended November 23, 2014	November 24, 2013		Six Months Ended November 23, 2014	November 24, 2013		Six Months Ended November 23, 2014	November 24, 2013
Commodity	$—	$(0.3)	(2)	$—	$(0.7)	(2)	$—	$—
Equity	0.7	(0.4)	(3)	(0.9)	(0.7)	(3)	0.6	0.6
Interest rate	—	—	Interest, net	(41.9)	(5.2)	Interest, net	—	—
Foreign currency	—	0.2	(4)	—	0.3	(4)	—	—
	$0.7	$(0.5)		$(42.8)	$(6.3)		$0.6	$0.6

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(1) Generally, all of our derivative instruments designated as cash flow hedges have some level of ineffectiveness, which is recognized currently in earnings. However, as these amounts are generally nominal and our consolidated financial statements are presented "in millions," these amounts may appear as zero in this tabular presentation.

(2) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is food and beverage costs and restaurant expenses, which are components of cost of sales.

(3) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is restaurant labor expenses, which is a component of cost of sales, and selling, general and administrative expenses.

(4) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is food and beverage costs, which is a component of cost of sales, and selling, general and administrative expenses.

The effects of derivative instruments in fair value hedging relationships in the consolidated statements of earnings are as follows:

(in millions)	Amount of Gain (Loss) Recognized in Earnings on Derivatives		Location of Gain (Loss) Recognized in Earnings on Derivatives	Hedged Item in Fair Value Hedge Relationship	Amount of Gain (Loss) Recognized in Earnings on Related Hedged Item		Location of Gain (Loss) Recognized in Earnings on Related Hedged Item
	Three Months Ended				Three Months Ended		
	November 23, 2014	November 24, 2013			November 23, 2014	November 24, 2013	
Interest rate	$(0.2)	$ 3.5	Interest, net	Fixed-rate debt	$0.2	$ (3.5)	Interest, net

(in millions)	Amount of Gain (Loss) Recognized in Earnings on Derivatives		Location of Gain (Loss) Recognized in Earnings on Derivatives	Hedged Item in Fair Value Hedge Relationship	Amount of Gain (Loss) Recognized in Earnings on Related Hedged Item		Location of Gain (Loss) Recognized in Earnings on Related Hedged Item
	Six Months Ended				Six Months Ended		
	November 23, 2014	November 24, 2013			November 23, 2014	November 24, 2013	
Interest rate	$0.5	$(1.4)	Interest, net	Fixed-rate debt	$(0.5)	$1.4	Interest, net

The effects of derivatives not designated as hedging instruments in the consolidated statements of earnings are as follows:

Amount of Gain (Loss) Recognized in Earnings

(in millions)	Location of Gain (Loss) Recognized in Earnings on Derivatives	Three Months Ended November 23, 2014	Three Months Ended November 24, 2013	Six Months Ended November 23, 2014	Six Months Ended November 24, 2013
Commodity contracts	Cost of Sales (1)	$—	$ 0.1	$—	$ (0.4)
Equity forwards	Cost of Sales (2)	1.8	1.8	1.2	0.3
Equity forwards	Selling, General and Administrative	4.6	5.0	2.8	1.0
		$6.4	$ 6.9	$4.0	$ 0.9

(1) Location of the gain (loss) recognized in earnings is food and beverage costs and restaurant expenses, which are components of cost of sales.

(2) Location of the gain (loss) recognized in earnings is restaurant labor expenses, which is a component of cost of sales.

Based on the fair value of our derivative instruments designated as cash flow hedges as of November 23, 2014, we expect to reclassify $4.8 million of net losses on derivative instruments from accumulated other comprehensive income (loss) to earnings during the next 12 months based on the maturity of our equity forward contracts and amortization of deferred losses on settled interest-rate related instruments. However, the amounts ultimately realized in earnings will be dependent on the fair value of the contracts on the settlement dates.

Note 10. Fair Value Measurements

The fair values of cash equivalents, accounts receivable, accounts payable and short-term debt approximate their carrying amounts due to their short duration.

The following tables summarize the fair values of financial instruments measured at fair value on a recurring basis as reflected on our consolidated balance sheets as of November 23, 2014 and May 25, 2014:

Items Measured at Fair Value at November 23, 2014

(in millions)		Fair value of assets (liabilities)	Quoted prices in active market for identical assets (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fixed-income securities:					
Corporate bonds	(1)	$3.1	$—	$3.1	$—
U.S. Treasury securities	(2)	5.1	5.1	—	—
Mortgage-backed securities	(1)	2.6	—	2.6	—
Derivatives:					
Equity forwards	(3)	0.4	—	0.4	—
Interest rate swaps	(4)	2.1	—	2.1	—
Foreign currency forwards	(5)	—	—	—	—
Total		$13.3	$5.1	$8.2	$—

Items Measured at Fair Value at May 25, 2014

(in millions)		Fair value of assets (liabilities)	Quoted prices in active market for identical assets (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fixed-income securities:					
Corporate bonds	(1)	$9.7	$—	$9.7	$—
U.S. Treasury securities	(2)	6.1	6.1	—	—
Mortgage-backed securities	(1)	2.6	—	2.6	—
Derivatives:					
Equity forwards	(3)	(1.7)	—	(1.7)	—
Interest rate locks & swaps	(4)	1.6	—	1.6	—
Foreign currency forwards	(5)	0.1	—	0.1	—
Total		$18.4	$6.1	$12.3	$—

(1) The fair value of these securities is based on closing market prices of the investments when applicable, or, alternatively, valuations utilizing market data and other observable inputs, inclusive of the risk of nonperformance.
(2) The fair value of our U.S. Treasury securities is based on closing market prices.
(3)

The fair value of our equity forwards is based on the closing market value of Darden stock, inclusive of the risk of nonperformance.

(4) The fair value of our interest rate lock and swap agreements is based on current and expected market interest rates, inclusive of the risk of nonperformance.

(5) The fair value of our foreign currency forward contracts is based on closing forward exchange market prices, inclusive of the risk of nonperformance.

The carrying value and fair value of long-term debt, including the amounts included in current liabilities, as of November 23, 2014, was $1.48 billion and $1.55 billion, respectively. The carrying value and fair value of long-term debt, including the amounts included in current liabilities, as of May 25, 2014, was $2.50 billion and $2.63 billion, respectively. The fair value of long-term debt, which is classified as Level 2 in the fair value hierarchy, is determined based on market prices or, if market prices are not available, the present value of the underlying cash flows discounted at our incremental borrowing rates.

Adjustments to the fair values of non-financial assets measured at fair value on a non-recurring basis as of November 23, 2014 are discussed in Note 15 - Asset Impairment, Net. Adjustments to the fair values of non-financial assets measured at fair value on a non-recurring basis as of May 25, 2014 were not material.

Note 11. Commitments and Contingencies

As collateral for performance on contracts and as credit guarantees to banks and insurers, we are contingently liable for guarantees of subsidiary obligations under standby letters of credit. As of November 23, 2014 and May 25, 2014, we had $124.2 million and $113.5 million, respectively, of standby letters of credit related to workers' compensation and general liabilities accrued in our consolidated financial statements. As of November 23, 2014 and May 25, 2014, we had $13.9 million and $17.8 million, respectively, of standby letters of credit related to contractual operating lease obligations and other payments. All standby letters of credit are renewable annually.

As of November 23, 2014 and May 25, 2014, we had $139.0 million and $3.4 million, respectively, of guarantees associated with leased properties that have been assigned to third parties. These amounts represent the maximum potential amount of future payments under the guarantees. The fair value of the maximum potential future payments discounted at our pre-tax cost of capital as of November 23, 2014 and May 25, 2014, amounted to $106.1 million and $2.7 million, respectively. We did not record a liability for the guarantees, as the likelihood of the third parties defaulting on the assignment agreements was deemed to be remote. In the event of default by a third party, the indemnity and default clauses in our assignment agreements govern our ability to recover from and pursue the third party for damages incurred as a result of its default. We do not hold any third-party assets as collateral related to these assignment agreements, except to the extent that the assignment allows us to repossess the building and personal property. Assuming exercise of all option periods, these guarantees expire over their respective lease terms, which range from fiscal 2015 through fiscal 2044.

We are subject to private lawsuits, administrative proceedings and claims that arise in the ordinary course of our business. A number of these lawsuits, proceedings and claims may exist at any given time. These matters typically involve claims from guests, employees and others related to operational issues common to the restaurant industry, and can also involve infringement of, or challenges to, our trademarks. While the resolution of a lawsuit, proceeding or claim may have an impact on our financial results for the period in which it is resolved, we believe that the final disposition of the lawsuits, proceedings and claims in which we are currently involved, either individually or in the aggregate, will not have a material adverse effect on our financial position, results of operations or liquidity. The following is a brief description of the more significant of these matters.

In September 2012, a collective action under the Fair Labor Standards Act was filed in the United States District Court for the Southern District of Florida, Alequin v. Darden Restaurants, Inc., in which named plaintiffs claim that the Company required or allowed certain employees at Olive Garden, Red Lobster, LongHorn Steakhouse, Bahama Breeze and Seasons 52 to work off the clock and required them to perform tasks unrelated to their tipped duties while taking a tip credit against their hourly rate of pay. The plaintiffs seek an unspecified amount of alleged back wages, liquidated damages, and attorneys' fees. In July 2013, the United States District Court for the Southern District of Florida conditionally certified a nationwide class of servers and bartenders who worked in the aforementioned restaurants at any point from September 6, 2009 through September 6, 2012. Unlike a class action, a collective action requires potential class members to "opt in" rather than "opt out" following the issuance of a notice. Out of the approximately 217,000 opt-in notices distributed, 20,225 were returned. In June 2014, the Company filed a motion seeking to have the class decertified. In September 2014, the Court granted the Company's motion to decertify the class which resulted in the dismissal of all opt-ins. Unless the plaintiffs appeal the Court's decision, only the claims of the original named plaintiffs remain. In October 2014, the Court granted the parties' joint motion to stay the proceedings pending completion of arbitration through the Company's Dispute Resolution Program as to forty-nine of the fifty-four named plaintiffs. In November 2014, the Court dismissed the lawsuit as it pertained to the five remaining named plaintiffs. We believe that our wage and hour policies comply with the law and that we have meritorious defenses to the remaining substantive claims in this matter. An estimate of the possible loss, if any, or the range of loss cannot be made at this stage of the proceeding.

In November, 2011, a lawsuit entitled ChHab v. Darden Restaurants, Inc. was filed in the United States District Court for the Southern District of New York alleging a collective action under the Fair Labor Standards Act and a class action under the applicable New York state wage and hour statutes. The named plaintiffs claim that the Company required or allowed certain employees at The Capital Grille to work off the clock, share tips with individuals who polished silverware to assist the plaintiffs, and required the plaintiffs to perform tasks unrelated to their tipped duties while taking a tip credit against their hourly rate of pay. The plaintiffs seek an unspecified amount of alleged back wages, liquidated damages, and attorneys' fees. In September 2013, the United States District Court for the Southern District of New York conditionally certified a nationwide class for the Fair Labor Standards Act claims only of tipped employees who worked in the aforementioned restaurants at any point from November 17, 2008 through September 19, 2013. Potential class members are required to "opt in" rather than "opt out" following the issuance of a notice. Out of the approximately 3,200 opt-in notices distributed, 541 were returned. As with the Alequin matter, the Company will have an opportunity to seek to have the class decertified and/or seek to have the case dismissed on its merits. We believe that our wage and hour policies comply with the law and that we have meritorious defenses to the substantive claims in this matter. An estimate of the possible loss, if any, or the range of loss cannot be made at this stage of the proceeding.

Note 12. Workforce Reduction Costs

Beginning in fiscal 2014, we performed comprehensive reviews of our operations and support structure resulting in changes in our growth plans and related support structure needs. As a result, we had workforce reductions and program spending cuts in September 2013 (September 2013 Plan), January 2014 (January 2014 Plan), May 2014 (May 2014 Plan) and November 2014 (November 2014 Plan). In accordance with these actions, we incurred employee termination benefits costs and other costs which are included in selling, general and administrative expenses in our consolidated statements of earnings for the quarters and six months ended November 23, 2014 and November 24, 2013 as follows:

(in millions)	November 23, 2014	November 24, 2013
Employee termination benefits (1)	$27.0	$10.9
Other (2)	0.4	0.8
Total	$27.4	$11.7

(1) Includes salary and stock-based compensation expense.
(2) Includes postemployment medical, outplacement and relocation costs.

The following table summarizes the accrued employee termination benefits and other costs which are primarily included in other current liabilities on our consolidated balance sheet as of November 23, 2014:

(in millions)	September 2013 Plan	January 2014 Plan	May 2014 Plan	November 2014 Plan	Payments	Adjustments	Balance at November 23, 2014
Employee termination benefits (1)	$7.7	$0.7	$5.0	$17.2	$(9.7)	$(0.4)	$20.5
Other	0.8	0.1	0.2	0.4	(0.7)	(0.3)	0.5
Total	$8.5	$0.8	$5.2	$17.6	$(10.4)	$(0.7)	$21.0

(1) Excludes costs associated with stock options and restricted stock that will be settled in shares upon vesting.

We expect approximately $1.5 million of additional costs related to the November 2014 Plan. We expect the remaining liability to be paid by the second quarter of fiscal 2017.

Note 13. Special Charges

For the quarter ended November 23, 2014, we recognized charges of $12.3 million related to advisory, legal and other professional service fees directly related to addressing shareholder activism and the proxy contest with Starboard Value LP and its affiliates.

Note 14. Long-Term Debt

During the first six months of fiscal 2015, we completed the previously announced $1.00 billion aggregate principal retirement of long-term debt, $900.0 million of which was completed in the first quarter of fiscal 2015 and the remaining $100.0 million was completed in the second quarter of fiscal 2015. The $1.00 billion retirement was comprised of $278.1 million aggregate principal of our 4.500 percent senior notes due 2021, $331.9 million aggregate principal of our 3.350 percent senior notes due 2022, $80.0 million aggregate principal amount of our 3.790 percent senior notes due 2019, $210.0 million aggregate principal amount of our 4.520 percent senior notes due 2024 and $100.0 million aggregate principal amount of our outstanding 7.125 percent debentures due 2016.

During the first quarter of fiscal 2015, we recorded approximately $80.0 million of expenses associated with the $900.0 million aggregate principal retirement including cash costs of approximately $34.9 million for repurchase premiums and make-whole amounts and non-cash charges of approximately $45.1 million associated with hedge and loan cost write-offs. During the second quarter of fiscal 2015, we incurred an additional $10.5 million of expenses associated with the retirement of the $100.0 million 7.125 percent debentures including cash costs of approximately $9.5 million for repurchase premiums and non-cash charges of approximately $1.0 million associated with loan cost write-offs. These amounts were recorded in interest, net in our consolidated statements of earnings for the quarter and six months ended November 23, 2014, respectively.

Note 15. Asset Impairment, Net

During the quarter and six months ended November 23, 2014, we recognized long-lived asset impairment charges of $39.7 million ($26.4 million net of tax) and $46.6 million ($30.7 million net of tax), respectively. Impairment charges resulted primarily from the carrying value of restaurant assets exceeding the estimated fair market value, which is based on projected cash flows. Of the total impairments, $28.3 million and $33.8 million for the quarter and six months ended November 23, 2014, respectively, related to restaurant impairments. During the quarter ended November 23, 2014, management identified eight Olive Garden locations and three Seasons 52 locations where the estimated useful life was significantly shortened based on a re-evaluation of expected lease renewals, leading to significant decreases in projected cash flows. We also recognized impairments of assets related to our lobster aquaculture project and a corporate airplane in connection with the closure of our aviation department. During the quarter and six months ended November 24, 2013, we recognized long-lived asset impairment charges of $0.2 million ($0.1 million net of tax) and $1.2 million ($0.7 million net of tax), respectively. Impairment charges resulted primarily from the carrying value of restaurant assets exceeding the estimated fair market value, which is based on projected cash flows. These costs are included in asset impairments, net as a component of earnings from continuing operations in the accompanying consolidated statements of earnings. Impairment charges were measured based on the amount by which the carrying amount of these assets exceeded their fair value. Fair value is generally determined based on appraisals or sales prices of comparable assets and estimates of future cash flows.

Note 16. Application of New Accounting Standards

In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606). This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for annual and interim periods beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early application is not permitted. This update permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360), Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This update modifies the requirements for reporting discontinued operations. Under the amendments in ASU 2014-08, the definition of discontinued operation has been modified to only include those disposals of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results. This update also expands the disclosure requirements for disposals that meet the definition of a discontinued operation and requires entities to disclose information about disposals of individually significant components that do not meet the definition of discontinued operations. This update is effective for annual and interim periods beginning after December 15, 2014, which will require us to adopt these provisions in the first quarter of fiscal 2016. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures.

Note 17. Subsequent Events

On December 10, 2014, the Board of Directors declared a cash dividend of $0.55 per share to be paid February 2, 2015 to all shareholders of record as of the close of business on January 9, 2015.

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Item 2.Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis below for the Company, which contains forward-looking statements, should be read in conjunction with the unaudited financial statements, the notes to such financial statements and the "Forward-Looking Statements" included elsewhere in this Form 10-Q.

The following table sets forth selected operating data as a percent of sales for the periods indicated. All information is derived from the unaudited consolidated statements of earnings for the quarters and six months ended November 23, 2014 and November 24, 2013. Additionally, this information and the following analysis have been presented with the results of operations, costs incurred in connection with the sale and impairment charges for Red Lobster and two closed synergy restaurants classified as discontinued operations for all periods presented.

	Three Months Ended		Six Months Ended	
	November 23, 2014	November 24, 2013	November 23, 2014	November 24, 2013
Sales	100.0 %	100.0 %	100.0 %	100.0 %
Costs and expenses:				
Cost of sales:				
Food and beverage	31.1	30.1	31.3	29.9
Restaurant labor	32.5	33.1	32.2	32.6
Restaurant expenses	17.8	17.6	17.4	17.3
Total cost of sales, excluding restaurant depreciation and amortization of 4.7%, 4.7%, 4.6% and 4.6%	81.4 %	80.8 %	80.9 %	79.8 %
Selling, general and administrative	12.3	11.8	11.1	11.3
Depreciation and amortization	5.1	5.1	5.0	5.0
Interest, net	2.2	2.2	4.6	2.2
Asset impairment, net	2.5 %	— %	1.5 %	— %
Total costs and expenses	103.5 %	99.9 %	103.1 %	98.3 %
(Loss) earnings before income taxes	(3.5)	0.1	(3.1)	1.7
Income taxes	(1.5)	(0.3)	(1.5)	0.1
(Loss) earnings from continuing operations	(2.0)	0.4	(1.6)	1.6
Earnings (losses) from discontinued operations	(0.1)	0.9	16.5	1.4
Net earnings	(2.1)%	1.3 %	14.9 %	3.0 %

The following table details the number of company-owned restaurants currently reported in continuing operations that were open at the end of the second quarter of fiscal 2015, compared with the number open at the end of fiscal 2014 and the end of the second quarter of fiscal 2014.

	November 23, 2014	May 25, 2014	November 24, 2013
Olive Garden – USA	838	831	828
Olive Garden – Canada	6	6	6
Total Olive Garden	844	837	834
LongHorn Steakhouse	472		