**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

# FORM 8-K

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 9, 2021**

# DYCOM INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

| **Florida** | **001-10613** | **59-1277135** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission file number) | (I.R.S. employer identification no.) |

**11780 U.S. Highway One, Suite 600**
**Palm Beach Gardens, FL 33408**
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (561) 627-7171**

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:

☐ 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-4c))

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 $0.33 1/3 per share** | **DY** | **New York Stock Exchange** |

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 7.01 Regulation FD Disclosure.**

On March 9, 2021 Dycom Industries, Inc. (the “Company”) posted presentation materials under Events & Presentations on the Investor Center section of the Company’s website at https://ir.dycomind.com. Members of the Company’s management may use all or portions of these materials from time to time in meetings with or when making presentations to the investment community, current or potential stakeholders, and others. The presentation materials are furnished herewith as Exhibits 99.1 and 99.2 and will be available at https://ir.dycomind.com for approximately 120 days.

The information in the preceding paragraph, as well as Exhibits 99.1 and 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or the Securities Act of 1933 if such subsequent filing specifically references this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| | |
|---|---|
| 99.1 | Dycom Industries, Inc. Investor Presentation March 2021 |
| 99.2 | Reconciliation of Non-GAAP financial measures included in investor presentation |

## 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.

Dated: March 9, 2021

DYCOM INDUSTRIES, INC.
(Registrant)

| | |
|---|---|
| By: | /s/ Ryan F. Urness |
| Name: | Ryan F. Urness |
| Title: | Vice President, General Counsel and Corporate Secretary |

Exhibit 99.1

# Investor Presentation

March 2021

## Important Information

**Caution Concerning Forward-Looking Statements**

This presentation contains forward-looking statements as contemplated by the 1995 Private Securities Litigation Reform Act. These statements include those related to the outlook for the quarter ending May 1, 2021 found within this presentation. Forward-looking statements are based on management's current expectations, estimates and projections. These statements are subject to risks and uncertainties that may cause actual results for completed periods and periods in the future to differ materially from the results projected or implied in any forward-looking statements contained in this presentation. The most significant of these risks and uncertainties are described in the Company's Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) and include the projected impact of COVID-19 on the Company's business operating results, cash flows and/or financial condition and the impacts of the measures the Company has taken in response to COVID-19, the Company's ability to effectively execute its business and capital plans, business and economic conditions and trends in the telecommunications industry affecting the Company's customers, customer capital budgets and spending priorities, the adequacy of the Company's insurance and other reserves and allowances for doubtful accounts, whether the carrying value of the Company's assets may be impaired, preliminary purchase price allocations of acquired businesses, expected benefits and synergies of acquisitions, the future impact of any acquisitions or dispositions, adjustments and cancellations of the Company's projects, the related impact to the Company's backlog from project cancellations, weather conditions, the anticipated outcome of other contingent events, including litigation, liquidity and other financial needs, the availability of financing, the Company's ability to generate sufficient cash to service its indebtedness, restrictions imposed by the Company's credit agreement, and the other risks and uncertainties detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company does not undertake any obligation to update forward-looking statements.

**Non-GAAP Financial Measures**

This presentation includes certain "Non-GAAP" financial measures as defined by Regulation G of the SEC. As required by the SEC, an explanation of the Non-GAAP financial measures and a reconciliation of those measures to the most directly comparable GAAP financial measures are provided in the Company's Form 8-K filed with the SEC on March 9, 2021 and on the Company's Investor Center website at https://ir.dycomind.com. Non-GAAP financial measures should be considered in addition to, but not as a substitute for, the Company's reported GAAP results.

## Leading supplier of specialty contracting services to telecommunication providers

Operates throughout the continental United States

Nationwide footprint with more than 40 operating subsidiaries and over 14,250 employees

## Strong revenue base and customer relationships

Contract revenues of $3.199 billion for Fiscal 2021, compared to $3.340 billion for Fiscal 2020

Non-GAAP Adjusted EBITDA for Fiscal 2021 of $311.0 million, or 9.7% of contract revenues, compared to $310.0 million, or 9.3% of contract revenues, for Fiscal 2020

Non-GAAP Adjusted Diluted Earnings per Common Share of $2.54 for Fiscal 2021, compared to $2.27 for Fiscal 2020

## Solid financial profile

Strong liquidity of $570.5 million at Q4 2021

Reduced notional net debt by $276.4 million during Fiscal 2021



## Industry Increasing Network Bandwidth Dramatically

Major industry participants constructing or upgrading significant wireline networks across broad sections of the country generally designed to provision 1 gigabit network speeds directly to consumers or wirelessly using 5G technologies

Industry effort to deploy high capacity fiber networks continues to meaningfully broaden Dycom's set of opportunities

Access to high capacity telecommunications increasingly crucial to society in the time of the COVID-19 pandemic, especially in rural America

Wide and active participation in FCC RDOF auction augurs well for dramatically increased rural network investment supported by private capital that is expected to be significantly more than the FCC subsidy for some of the participants

## Dycom's scale and financial strength position it well to deliver valuable services to its customers

Dycom is currently providing services for 1 gigabit full deployments and converged wireless/wireline multi-use network deployments across the country in numerous geographical areas to multiple customers, including customers who have initiated broad fiber deployments as well as customers who will shortly resume broad deployments and with whom order flow has recently increased markedly

Fiber network deployment opportunities are increasing in rural America as new industry participants respond to emerging societal incentives

Dycom continues to provide integrated planning, engineering and design, procurement and construction and maintenance services to several industry participants

## COVID-19 Near Term Impacts

Near term, macro-economic effects and uncertainty may influence the execution of some customer plans

Customers continue to be focused on the possible macro-economic effects of the pandemic on their business with particular focus on SMB dislocations and overall consumer confidence and credit worthiness

Some uncertainty is seen in the overall municipal environment as authorities continue to manage the general effects of the pandemic on permitting and inspection processes

## Strong award activity and emerging breadth in Dycom's business despite challenging economic backdrop

Fiber deployments enabling new wireless technologies are underway in many regions of the country

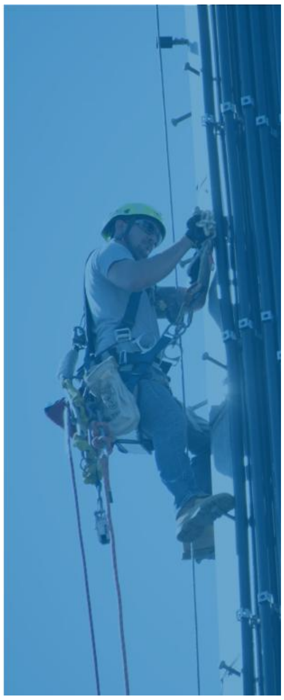
Telephone companies are deploying FTTH to enable 1 gigabit high speed connections and, increasingly, rural electric utilities are doing the same

Cable operators are deploying fiber to small and medium businesses and enterprises, partly in anticipation of the customer sales process; deployments to expand capacity as well as new build opportunities are underway

Dramatically increased speeds to consumers are being provisioned and consumer data usage is growing, particularly upstream

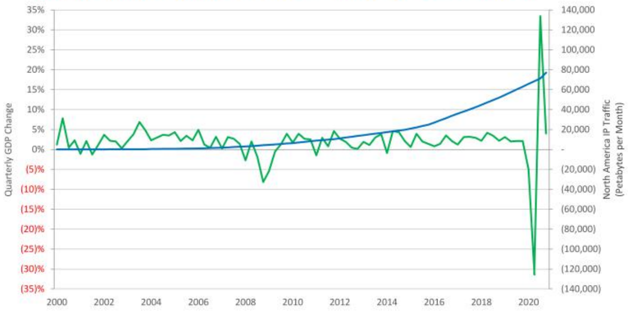
Customers are consolidating supply chains creating opportunities for market share growth and increasing the long-term value of Dycom's maintenance and operations business

## Remain encouraged that Dycom's major customers are committed to multi-year capital spending initiatives



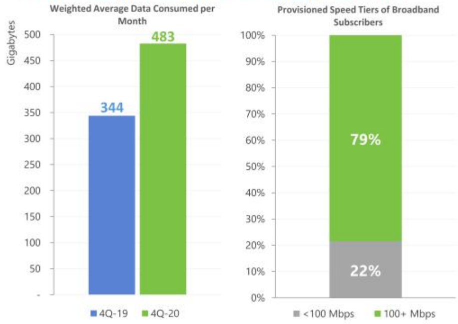
## Strong Secular Trend

### North America Internet Protocol Traffic vs. GDP Growth



Sources: U.S. Telecom, The Broadband Association; Cisco Visual Networking Index; U.S. National Bureau of Economic Analysis

### Data Usage Growth & Broadband Speeds




Source: OpenVault Broadband Industry Reports

- Strong and stable growth in IP traffic even in times of GDP decline
- Telecommunications networks fundamental to economic progress

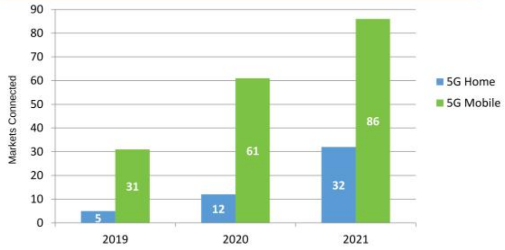
- The average subscriber now consumes 480+ GB per month, an increase of 40% from Q4 2019
- 79% of these subscribers are provisioned at speeds of 100+ Mbps
- Increasing consumer demand for bandwidth continues to drive fiber deployments by telecom providers

## Key Driver: High Bandwidth Deployments

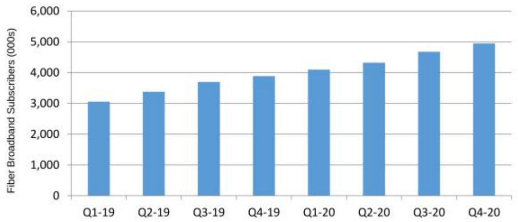
Companies deploying fiber-to-the-home, fiber-to-the-node, and fiber-to-the-building technologies to enable 1 gigabit connections

Data transmission speeds dramatically increasing

### Verizon




### AT&T




*"When it comes to our 5G and investing our business, we have a big year in front of us in 2021. Again, we're going to almost double the amount of 5G Ultra Wideband sites. We're going to have 14,000 new sites coming in during 2021. That will enable us to continue to increase with plus 20 cities when it comes to 5G Ultra Wideband and we're also going to add some plus 25 home cities. At the same time, focusing very much on the 5G mobile edge compute with 10 more sites when it comes to the public side."*

- Hans Vestberg, CEO
Verizon Communications, Inc. – January 2021

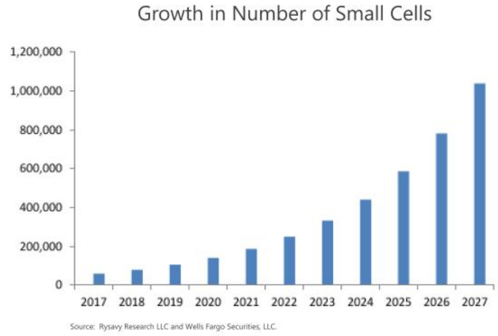
*"The significance of fiber broadband continues to expand not just as a superior fixed access technology but also is the foundational layer for empowering 5G connections and business connectivity. We added more than 1 million new AT&T fiber customers in each of the past three years. And in addition to baseline growth of nearly 1 million new homes and business locations, we'll build out about 2 million additional fiber-served locations for a total of 3 million new fiber-capable locations as part of our integrated fiber strategy this year."*

- John Stankey, CEO
AT&T, Inc. – February 2021



DYCOM

## Key Driver: 5G Deployment




Wireless carriers are increasing 4G capacity and augmenting 4G with new 5G technologies creating growth opportunities in the near to intermediate term

Number of small cells are predicted to exceed 1,000,000 by 2027; hundreds of thousands of small cells will need to be deployed in the next few years to meet growing demands

Emerging wireless technologies driving significant wireline deployments

Wireline deployments are the foundational element of what is expected to be a decades long deployment of fully converged wireless/wireline networks that will enable high bandwidth, low latency 5G applications

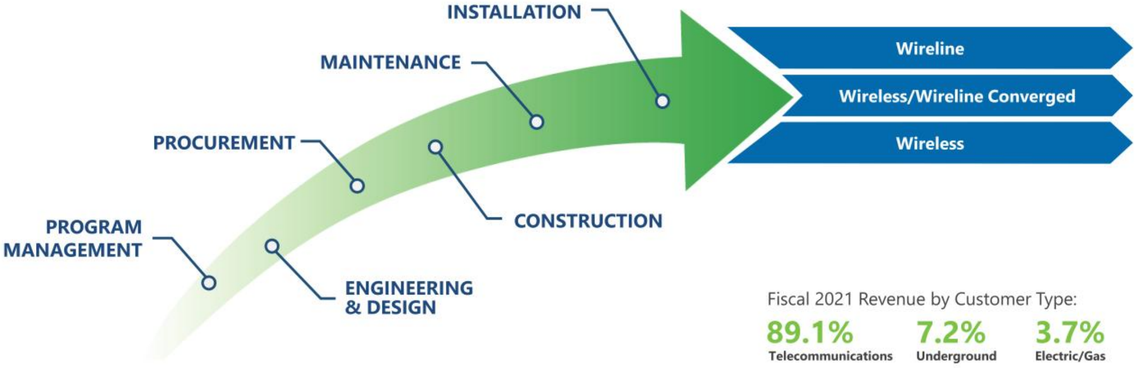
"*If you think about the capital cost associated with building Small Cell networks,* about 80%, 85% of the total cost of building those networks is in the Fiber itself*…based on the type of infrastructure that has to be deployed in order to achieve a Small Cell solution for the carriers, the majority of the – think about the revenue and the underlying cost associated with that – is going to be in the Fiber asset, the Fiber asset itself.*"

- Jay Brown, CEO
Crown Castle International Corp. – April 2020



DYCOM

## Complete Lifecycle Services Crucial to Customers' Success




Fiscal 2021 Revenue by Customer Type:

| 89.1% | 7.2% | 3.7% |
|---|---|---|
| Telecommunications | Underground Locating | Electric/Gas Utilities & Other |

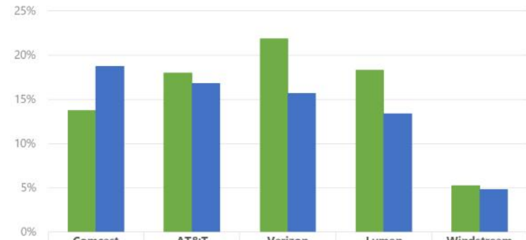
*Dycom is well-positioned to benefit from future growth opportunities*

## Local Credibility, National Capability


## Operating Subsidiaries

## Well Established Customers

Top 5 Customers - % of Total Contract Revenues




| | Comcast | AT&T | Verizon | Lumen | Windstream |
|---|---|---|---|---|---|
| Q4 2020 | 13.8% | 18.0% | 21.9% | 18.3% | 5.3% |
| Q4 2021 | 18.8% | 16.8% | 15.7% | 13.4% | 4.8% |

Q4 2021 Organic Growth (Decline):

| (6.2)% | (15.5)% | 25.3% |
|---|---|---|
| Total Customers | Top 5 Customers | All Other Customers |

**28.8%**
Comcast

Top 5 customers represented 69.4% and 77.2% of contract revenues in Q4 2021 and Q4 2020, respectively

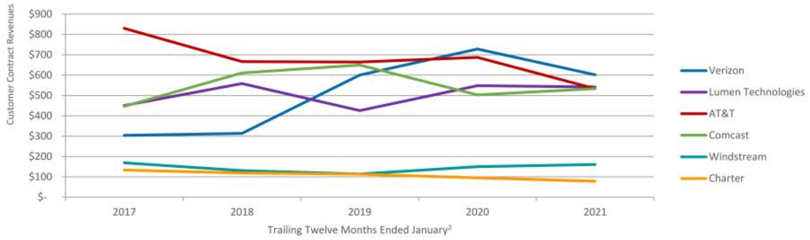
Q4 2021 % of contract revenues from customers #6 through #10:

| 2.8% | 2.5% | 2.5% | 1.2% | 1.0% |
|---|---|---|---|---|
| Frontier | Customer #7 | Charter | Dominion Energy | Ziply Fiber |

Fiber construction revenue from electrical utilities increased organically 125% year-over-year and was $44.1 million, or 5.9% of contract revenues, in Q4 2021

## Durable Customer Relationships

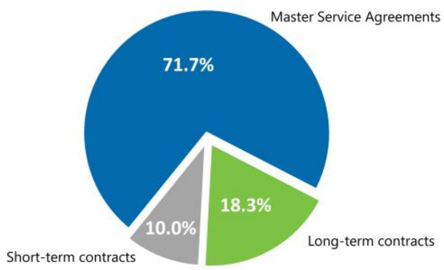
$ Millions



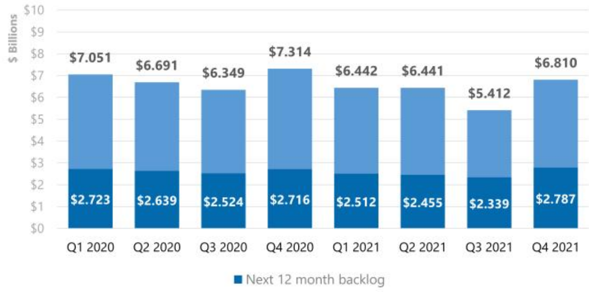


## Anchored by Long-Term Agreements

Revenue by Contract Type for Fiscal 2021




Backlog[3]

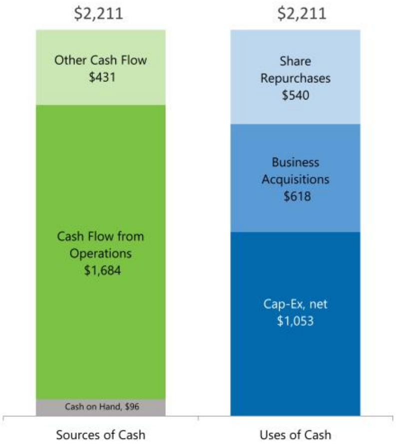



Dycom is party to hundreds of MSA's and other agreements with customers that extend for periods of one or more years

Generally multiple agreements maintained with each customer

Master Service Agreements (MSA's) are multi-year, multi-million dollar arrangements covering thousands of individual work orders generally with exclusive requirements; majority of contracts are based on units of delivery

Backlog at $6.810 billion as of Q4 2021



Fiscal 2011 – Fiscal 2021

## Strong operating cash flow of $1.684 billion over 10+ years

Prudent approach to capital allocation:

- $540 million invested in share repurchases
- $618 million invested in business acquisitions
- $1,053 million in cap-ex, net of disposals

*Robust cash flow generation and prudent capital allocation provide strong foundation for returns*

# Financial Update

## Strong market opportunities

Contract revenues of $3.199 billion for Fiscal 2021, compared to $3.340 billion for Fiscal 2020

Non-GAAP Adjusted EBITDA for Fiscal 2021 of $311.0 million, or 9.7% of contract revenues, compared to $310.0 million, or 9.3% of contract revenues, for Fiscal 2020

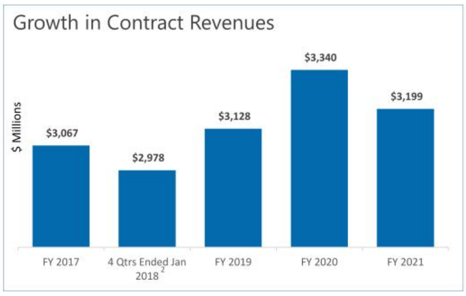
Non-GAAP Adjusted Diluted Earnings per Common Share of $2.54 for Fiscal 2021, compared to $2.27 for Fiscal 2020

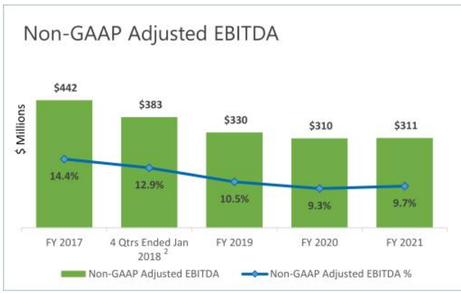
## Solid financial profile

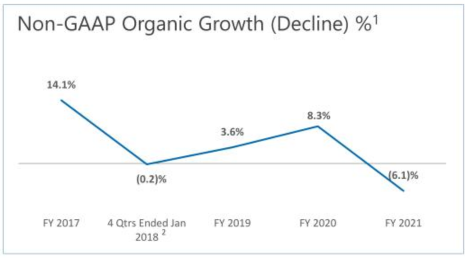
Strong liquidity of $570.5 million at Q4 2021

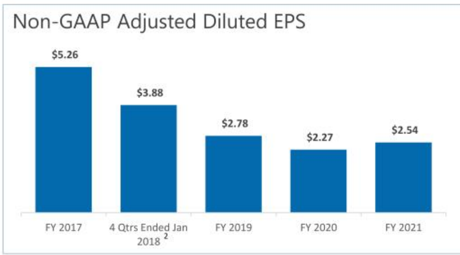
Reduced notional net debt by $276.4 million during Fiscal 2021

## Annual Trends



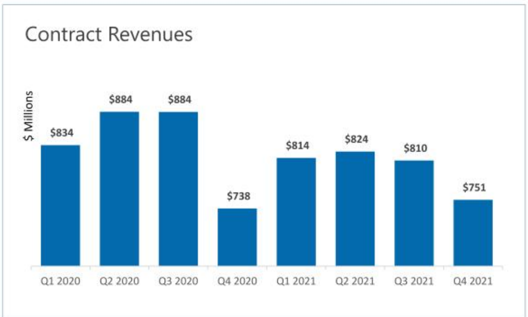



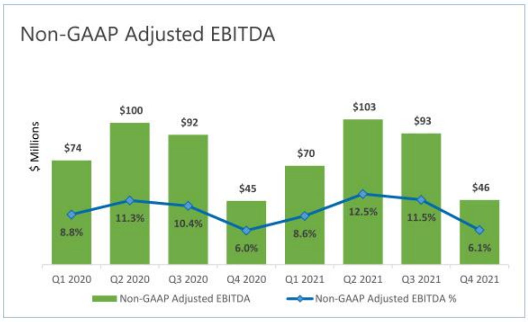






DYCOM

## Quarterly Trends



## Liquidity Overview

Notional Net Debt Reduction


| Debt Summary<br>$ Millions | Q3 2021 | Q4 2021 |
|---|---|---|
| 0.75% Convertible Senior Notes, mature Sept 2021: | $ 58.3 | $ 58.3 |
| Senior Credit Facility, matures Oct 2023:[4] | | |
| Term Loan Facility | 427.5 | 421.9 |
| Revolving Facility | 85.0 | 105.0 |
| **Total Notional Amount of Debt** | **$ 570.8** | **$ 585.1** |
| **Less: Cash and Equivalents** | **12.0** | **11.8** |
| **Notional Net Debt[7]** | **$ 558.7** | **$ 573.4** |

| Cash Flow Summary<br>$ Millions | Q4 2020 | Q4 2021 |
|---|---|---|
| Cash provided by (used in) operating activities | $ 191.8 | $ 102.4 |
| Capital expenditures, net of disposals | $ (15.8) | $ (20.4) |
| (Repayments) Borrowings on Senior Credit Facility | $ (108.6) | $ 14.4 |
| Repurchase of common stock | $ - | $ (100.0) |
| Other financing & investing activities, net | $ (0.4) | $ 0.1 |
| **Total Days Sales Outstanding ("DSO")[6]** | 130 | 136 |

Repurchased 1,324,381 common shares for $100 million, at an average price of $75.51 per share during Q4 2021

Reduced notional net debt by $276.4 million during Fiscal 2021

Strong liquidity[5] of $570.5 million at Q4 2021

Robust operating cash flows of $102.4 million during Q4 2021 and $381.8 million during fiscal 2021 from prudent working capital management

Capital expenditures, net of disposals for fiscal 2022 anticipated at $150 - $160 million



DYCOM

## Dycom is committed to maximizing long term returns through prudent capital allocation

### Invest in Organic Growth

Focus on organic growth opportunities through strategic capital investments in the business

### Pursue Complementary Acquisitions

Selectively acquire businesses that complement our existing footprint and enhance our customer relationships

Acquisitions have further strengthened Dycom's customer base, geographic scope, and technical service offerings

### Shares Repurchases

Repurchased 25.2 million shares for approximately $758 million from fiscal 2006 through fiscal 2021

$150.0 million authorization available for share repurchases through August 2022


Questions and Answers
21
DYCOM

## Outlook

*This slide was used on March 3, 2021 in connection with the Company's conference call for its fiscal 2021 fourth quarter results. This information is provided for your reference only and should not be interpreted as a reiteration of these projections by the Company at any time after the date originally provided. Reference is made to slide 2 titled "Important Information" with respect to these slides. The information and statements contained in this slide that are forward-looking are based on information that was available at the time the slide was initially prepared and/or management's good faith belief at that time with respect to future events. Except as required by law, the Company may not update forward-looking statements even though its situation may change in the future. For a full copy of the conference call materials, including the conference call transcript, see the Company's Form 8-Ks filed with the Securities and Exchange Commission on March 3, 2021 and March 4, 2021.*

For Q1 2022, as compared sequentially to Q4 2021, the Company expects contract revenues to range from in-line to modestly lower and Non-GAAP Adjusted EBITDA as a percentage of contract revenues to range from in-line to modestly higher

The Company believes that, in addition to other factors, the impact of the COVID-19 pandemic on its operating results, cash flows and financial condition is uncertain, unpredictable and could affect its ability to achieve these expected financial results

# Notes

1) Organic growth (decline) % adjusted for revenues from acquired businesses, storm restoration services, and for the additional week of operations during the fourth quarter as a result of the Company's 52/53 week fiscal year, when applicable.
2) Due to the change in the Company's fiscal year end, the Company's fiscal 2018 six month transition period consisted of Q1 2018 and Q2 2018. For comparative purposes all amounts provided are for 4 Quarters Ended January.
3) The Company's backlog represents an estimate of services to be performed pursuant to master service agreements and other contractual agreements over the terms of those contracts. These estimates are based on contract terms and evaluations regarding the timing of the services to be provided. In the case of master service agreements, backlog is estimated based on the work performed in the preceding 12 month period, when available. When estimating backlog for newly initiated master service agreements and other long and short-term contracts, the Company also considers the anticipated scope of the contract and information received from the customer during the procurement process. A significant majority of the Company's backlog comprises services under master service agreements and other long-term contracts. Backlog is not a measure defined by United States generally accepted accounting principles ("GAAP") and should be considered in addition to, but not as a substitute for, GAAP results. Participants in the Company's industry often disclose a calculation of their backlog; however, the Company's methodology for determining backlog may not be comparable to the methodologies used by others. Dycom utilizes the calculation of backlog to assist in measuring aggregate awards under existing contractual relationships with its customers. The Company believes its backlog disclosures will assist investors in better understanding this estimate of the services to be performed pursuant to awards by its customers under existing contractual relationships.
4) As of both January 30, 2021 and October 24, 2020 , the Company had $52.2 million of standby letters of credit outstanding under the Senior Credit Facility.
5) Liquidity represents the sum of the Company's availability on its revolving facility as defined by the Company's Senior Credit Facility and available cash and equivalents.
6) DSO is calculated as the summation of current and non-current accounts receivable (including unbilled receivables), net of allowance for doubtful accounts, plus current contract assets, less contract liabilities (formerly referred to as billings in excess of costs and estimated earnings) divided by average revenue per day during the respective quarter. Long-term contract assets are excluded from the calculation of DSO, as these amounts represent payments made to customers pursuant to long-term agreements and are recognized as a reduction of contract revenues over the period for which the related services are provided to the customers.
7) Notional net debt as of Q4 2020, Q1 2021, and Q2 2021 consisted of the following:

| **Debt Summary** | **Q4 2020** | **Q1 2021** | **Q2 2021** |
|---|---|---|---|
| $ Millions | | | |
| 0.75% Convertible Senior Notes, mature Sept 2021: | $ 460.0 | $ 293.0 | $ 58.3 |
| Senior Credit Facility, matures Oct 2023:[4] | | | |
| Term Loan Facility | 444.4 | 438.8 | 433.1 |
| Revolving Facility | - | 675.0 | 200.0 |
| **Total Notional Amount of Debt** | **$ 904.4** | **$ 1,406.7** | **$ 691.4** |
| **Less: Cash and Equivalents** | **54.6** | **643.9** | **22.5** |
| **Notional Net Debt** | **$ 849.8** | **$ 762.9** | **$ 668.9** |

# Dycom Industries, Inc.
# Non-GAAP Reconciliations
# Investor Presentation
# March 2021

**Explanation of Non-GAAP Financial Measures**

The Company reports its financial results in accordance with U.S. generally accepted accounting principles (GAAP). In the Company’s quarterly results releases, trend schedules, conference calls, slide presentations, and webcasts, it may use or discuss Non-GAAP financial measures, as defined by Regulation G of the Securities and Exchange Commission. The Company believes that the presentation of certain Non-GAAP financial measures in these materials provides information that is useful to investors because it allows for a more direct comparison of the Company’s performance for the period reported with the Company’s performance in prior periods. The Company cautions that Non-GAAP financial measures should be considered in addition to, but not as a substitute for, the Company’s reported GAAP results. Management defines the Non-GAAP financial measures used as follows:

- *Non-GAAP Organic Contract Revenues* - contract revenues from businesses that are included for the entire period in both the current and prior year periods, excluding contract revenues from storm restoration services, adjusted for the additional week in the fourth quarter of fiscal 2021 and the fourth quarter of fiscal 2016, as a result of the Company’s 52/53 week fiscal year. Non-GAAP Organic Contract Revenue (decline) growth is calculated as the percentage change in Non-GAAP Organic Contract Revenues over those of the comparable prior year periods. Management believes organic (decline) growth is a helpful measure for comparing the Company’s revenue performance with prior periods.

- *Non-GAAP Adjusted EBITDA* - net (loss) income before interest, taxes, depreciation and amortization, gain on sale of fixed assets, stock-based compensation expense, and certain non-recurring items. Management believes Non-GAAP Adjusted EBITDA is a helpful measure for comparing the Company’s operating performance with prior periods as well as with the performance of other companies with different capital structures or tax rates.

- *Non-GAAP Adjusted Net Income* - GAAP net income before the non-cash amortization of the debt discount and the related tax impact, certain tax impacts resulting from vesting and exercise of share-based awards, and certain non-recurring items. Management believes Non-GAAP Adjusted Net Income is a helpful measure for comparing the Company’s operating performance with prior periods.

- *Non-GAAP Adjusted Diluted Earnings per Common Share* - Non-GAAP Adjusted Net Income divided by weighted average diluted shares outstanding. The Company has a hedge in effect to offset the economic dilution of additional shares that would be issued in connection with the conversion of the Company’s 0.75% convertible senior notes due September 2021 (the “Notes”) up to an average quarterly share price of $130.43. Diluted shares used in the calculation of Non-GAAP Adjusted Diluted Earnings per Common Share excludes dilution from the Notes. Management believes that the calculation of Non-GAAP Adjusted Diluted shares to reflect the hedge will be useful to investors because it provides insight into the offsetting economic effect of the hedge against potential conversion of the Notes.

- *Notional Net Debt* - Notional net debt is a Non-GAAP financial measure that is calculated by subtracting cash and equivalents from the aggregate face amount of outstanding long-term debt. Management believes notional net debt is a helpful measure to assess the Company’s liquidity.

Management excludes or adjusts each of the items identified below from *Non-GAAP Adjusted Net Income* and *Non-GAAP Adjusted Diluted Earnings per Common Share*:

- *Non-cash amortization of debt discount on Notes* - The Company’s Notes were allocated between debt and equity components. The difference between the principal amount and the carrying amount of the liability component of the Notes represents a debt discount. The debt discount is being amortized over the term of the Notes but does not result in periodic cash interest payments. The Company excludes the non-cash amortization of the debt discount from its Non-GAAP financial measures because it believes it is useful to analyze the component of interest expense for the Notes that will be paid in cash. The exclusion of the non-cash amortization from the Company’s Non-GAAP financial measures provides management with a consistent measure for assessing financial results.

- *Charges for a wage and hour litigation settlement* - During the fourth quarter of fiscal 2021, the Company incurred a $2.3 million pre-tax charge for a wage and hour litigation settlement. The Company excludes the impact of this charge from its Non-GAAP financial measures because the Company believes it is not indicative of its underlying results in the current period.
- *Goodwill impairment charge* - During the first quarter of fiscal 2021, the Company incurred a goodwill impairment charge of $53.3 million for a reporting unit that performs installation services inside third party premises. Management believes excluding the goodwill impairment charge from the Company’s Non-GAAP financial measures assists investors’ overall understanding of the Company’s current financial performance and provides management with a consistent measure for assessing the current and historical financial results.

- *Gain (loss) on debt extinguishment* - During the second quarter of fiscal 2021, the Company incurred a loss on debt extinguishment of $0.5 million in connection with its purchase of $234.7 million aggregate principal amount of Notes for $224.4 million, including interest and fees. During the first quarter of fiscal 2021, the Company recognized a gain on debt extinguishment of $12.5 million in connection with its purchase of $167.0 million aggregate principal amount of Notes for $147.0 million, including interest and fees, and, during the fourth quarter of fiscal 2020, the Company incurred a loss on debt extinguishment of $0.1 million in connection with the purchase of $25.0 million aggregate principal amount of Notes for $24.3 million, including interest and fees. Management believes excluding the gain (loss) on debt extinguishment from the Company's Non-GAAP financial measures assists investors' overall understanding of the Company's current financial performance and provides management with a consistent measure for assessing the current and historical financial results.

- *Charge for warranty costs* - During the first quarter of fiscal 2020, the Company recorded an $8.2 million pre-tax charge for estimated warranty costs for work performed for a customer in prior periods. The Company excludes the impact of this charge from its Non-GAAP financial measures because the Company believes it is not indicative of its underlying results in the current period.

- *Recovery of previously reserved accounts receivable and contract assets* - During the fourth quarter of fiscal 2019, the Company recognized a pre-tax non-cash charge for accounts receivable and contract assets of $17.2 million related to balances owed from a customer. On February 25, 2019, this customer filed a voluntary petition for reorganization. During the first quarter of fiscal 2020, the Company recognized $10.3 million of pre-tax income from the recovery of previously reserved accounts receivable and contract assets based on collections from a customer. The Company excludes the impact of this recovery from its Non-GAAP financial measures because the Company believes it is not indicative of its underlying results.

- *Impact on stock-based compensation expense from non-cash charge for accounts receivable and contract assets* - The Company excludes the impact on stock-based compensation expense from the non-cash charge for accounts receivable and contract assets from its Non-GAAP financial measures because the Company believes it is not indicative of its underlying results or ongoing operations.

- *Tax effect from a net operating loss carryback under enacted CARES Act* - During the first quarter of fiscal 2021, the Company recognized an income tax benefit of $2.6 million from a net operating loss carryback under the enacted U.S. Coronavirus Aid, Relief, and Economic Security ("CARES") Act. The Company excludes this impact because the Company believes it is not indicative of the Company's underlying results or ongoing operations.

- *Tax impact of previous tax year filing* - During the second quarter of fiscal 2020, the Company recognized an income tax expense of $1.1 million on a previous tax year filing. The Company has excluded this impact because the Company believes it is not indicative of the Company's underlying results or ongoing operations.

- *Tax impact from Tax Reform* - During the quarter ended January 27, 2018, the Company recognized an income tax benefit of approximately $32.2 million resulting from the Tax Cuts and Jobs Act of 2017 ("Tax Reform"), primarily due to a reduction of net deferred tax liabilities. The Company has excluded this impact because it is a significant change in the U.S. federal corporate tax rate and because the Company believes it is not indicative of the Company's underlying results or ongoing operations.

- *Tax impact of the vesting and exercise of share-based awards* - The Company excludes certain tax impacts resulting from the vesting and exercise of share-based awards as these amounts may vary significantly from period to period. Excluding these amounts from the Company's Non-GAAP financial measures provides management with a more consistent measure for assessing financial results.

- *Tax impact of pre-tax adjustments* - The tax impact of pre-tax adjustments reflects the Company's estimated tax impact of specific adjustments and the effective tax rate used for financial planning for the applicable period.

## Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures

**Annual Non-GAAP Organic Contract Revenues**
Unaudited
(Dollars in millions)

| Four Quarters Ended | Contract Revenues - GAAP | Revenues from acquired businesses[1] | Revenues from storm restoration services | Additional week of revenue as a result of the Company's 52/53 week fiscal year[3] | Non-GAAP - Organic Revenues | Growth (Decline)% GAAP - Organic % | Growth (Decline)% Non-GAAP - Organic % |
|---|---|---|---|---|---|---|---|
| January 30, 2021 (FY2021) | $ 3,199.2 | $ — | $ (14.6) | $ (53.2) | $ 3,131.4 | (4.2)% | (6.1)% |
| January 25, 2020 (FY2020) | $ 3,339.7 | $ — | $ (4.7) | $ — | $ 3,335.0 | | |
| January 25, 2020 (FY2020) | $ 3,339.7 | $ (26.6) | $ (4.7) | $ — | $ 3,308.3 | 6.8 % | 8.3 % |
| January 26, 2019 (FY2019) | $ 3,127.7 | $ (29.6) | $ (42.9) | $ — | $ 3,055.3 | | |
| January 26, 2019 (FY2019) | $ 3,127.7 | $ (69.9) | $ (42.9) | $ — | $ 3,014.9 | 5.0 % | 3.6 % |
| January 27, 2018[2] | $ 2,977.9 | $ (32.3) | $ (35.1) | $ — | $ 2,910.5 | | |
| January 27, 2018[2] | $ 2,977.9 | $ (87.3) | $ (35.1) | $ — | $ 2,855.5 | 0.8 % | (0.2)% |
| January 28, 2017[2] | $ 2,954.2 | $ (37.3) | $ — | $ (56.0) | $ 2,860.9 | | |
| July 29, 2017 (FY2017) | $ 3,066.9 | $ (214.9) | $ — | $ — | $ 2,851.9 | 14.8 % | 14.1 % |
| July 30, 2016 (FY2016) | $ 2,672.5 | $ (119.8) | $ — | $ (53.5) | $ 2,499.2 | | |

Note: Amounts above may not add due to rounding.

**Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures**

**Non-GAAP Organic Contract Revenues - Certain Customers**
Unaudited
(Dollars in millions)

| Quarter Ended | Contract Revenues - GAAP | Revenues from storm restoration services | Additional week of revenue as a result of the Company's 52/53 week fiscal year[3] | Non-GAAP - Organic Revenues | Growth (Decline)% GAAP - Organic % | Growth (Decline)% Non-GAAP - Organic % |
|---|---|---|---|---|---|---|
| **Comcast** | | | | | | |
| January 30, 2021 (Q4-21) | $ 140.9 | $ — | $ (10.1) | $ 130.8 | 38.7 % | 28.8 % |
| January 25, 2020 (Q4-20) | $ 101.6 | $ — | $ — | $ 101.6 | | |
| **Top 5 Customers[4]** | | | | | | |
| January 30, 2021 (Q4-21) | $ 521.3 | $ (3.2) | $ (37.0) | $ 481.1 | (8.5)% | (15.5)% |
| January 25, 2020 (Q4-20) | $ 569.4 | $ — | $ — | $ 569.4 | | |
| **All Other Customers (excluding Top 5 Customers)** | | | | | | |
| January 30, 2021 (Q4-21) | $ 229.4 | $ (2.5) | $ (16.2) | $ 210.7 | 36.4 % | 25.3 % |
| January 25, 2020 (Q4-20) | $ 168.2 | $ — | $ — | $ 168.2 | | |
| **Total Contract Revenues** | | | | | | |
| January 30, 2021 (Q4-21) | $ 750.7 | $ (5.7) | $ (53.2) | $ 691.8 | 1.8 % | (6.2)% |
| January 25, 2020 (Q4-20) | $ 737.6 | $ — | $ — | $ 737.6 | | |
| **Fiber Construction Revenue from Electrical Utility Customers** | | | | | | |
| January 30, 2021 (Q4-21) | $ 44.1 | $ — | $ (3.2) | $ 41.0 | 142.0 % | 124.8 % |
| January 25, 2020 (Q4-20) | $ 18.2 | $ — | $ — | $ 18.2 | | |

Note: Amounts above may not add due to rounding.

DYCOM INDUSTRIES INC.

**Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures**

**Quarterly Non-GAAP Adjusted EBITDA**
Unaudited
(Dollars in millions)

| | Q1-20 Ended 4/27/19 | Q2-20 Ended 7/27/19 | Q3-20 Ended 10/26/19 | Q4-20 Ended 1/25/20 | Q1-21 Ended 4/25/20 | Q2-21 Ended 7/25/20 | Q3-21 Ended 10/24/20 | Q4-21 Ended 1/30/21 |
|---|---|---|---|---|---|---|---|---|
| Net income (loss) | $ 14.3 | $ 29.9 | $ 24.2 | $ (11.2) | $ (32.4) | $ 37.0 | $ 33.9 | $ (4.2) |
| Interest expense, net | 12.2 | 12.9 | 13.1 | 12.6 | 12.5 | 7.9 | 4.7 | 4.7 |
| Provision (benefit) for income taxes | 6.2 | 12.7 | 6.6 | (4.1) | 2.7 | 12.2 | 12.0 | (2.1) |
| Depreciation and amortization | 46.3 | 47.2 | 47.4 | 46.6 | 45.9 | 44.1 | 42.3 | 43.6 |
| Earnings Before Interest, Taxes, Depreciation & Amortization (“EBITDA”) | 79.1 | 102.7 | 91.3 | 43.9 | 28.6 | 101.3 | 93.0 | 42.0 |
| Gain on sale of fixed assets | (6.7) | (4.8) | (2.2) | (1.1) | (1.8) | (3.4) | (4.0) | (0.8) |
| Stock-based compensation expense | 3.5 | 2.3 | 2.7 | 1.6 | 2.3 | 4.4 | 3.8 | 2.3 |
| Charges for a wage and hour litigation settlement[5] | — | — | — | — | — | — | — | 2.3 |
| Goodwill impairment charge[6] | — | — | — | — | 53.3 | — | — | — |
| Loss (gain) on debt extinguishment[7,8] | — | — | — | 0.1 | (12.5) | 0.5 | — | — |
| Charge for warranty costs[9] | 8.2 | — | — | — | — | — | — | — |
| Charge for (recovery of) accounts receivable and contract assets[10] | (10.3) | — | — | — | — | — | — | — |
| Non-GAAP Adjusted EBITDA | $ 73.6 | $ 100.2 | $ 91.7 | $ 44.5 | $ 69.9 | $ 102.7 | $ 92.8 | $ 45.7 |
| | | | | | | | | |
| Contract revenues | $ 833.7 | $ 884.2 | $ 884.1 | $ 737.6 | $ 814.3 | $ 823.9 | $ 810.3 | $ 750.7 |
| *Non-GAAP Adjusted EBITDA % of contract revenues* | *8.8 %* | *11.3 %* | *10.4 %* | *6.0 %* | *8.6 %* | *12.5 %* | *11.5 %* | *6.1 %* |
| | | | | | | | | |
| Non-GAAP Adjusted EBITDA, excluding contract modification[11] | | $ 89.2 | | | | | | |
| *Non-GAAP Adjusted EBITDA % of contract revenues, excluding contract modification*[11] | | *10.2 %* | | | | | | |

Note: Amounts above may not add due to rounding.

### Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures

**Annual Non-GAAP Adjusted EBITDA**
Unaudited
(Dollars in millions)

| | FY2017 Ended 7/29/17 | 4 Qtrs. Ended 1/27/18[3] | FY2019 Ended 1/26/19 | FY2020 Ended 1/25/20 | FY2021 Ended 1/30/21 |
|---|---|---|---|---|---|
| Net income | $ 157.2 | $ 151.3 | $ 62.9 | $ 57.2 | $ 34.3 |
| Interest expense, net | 37.4 | 38.7 | 44.4 | 50.9 | 29.7 |
| Provision for income taxes | 93.2 | 26.6 | 25.1 | 21.3 | 24.9 |
| Depreciation and amortization | 147.9 | 162.7 | 179.6 | 187.6 | 175.9 |
| Earnings Before Interest, Taxes, Depreciation & Amortization (“EBITDA”) | 435.7 | 379.3 | 312.0 | 317.0 | 264.8 |
| Gain on sale of fixed assets | (14.9) | (18.9) | (19.4) | (14.9) | (10.0) |
| Stock-based compensation expense | 20.8 | 23.1 | 20.2 | 10.0 | 12.8 |
| Charges for a wage and hour litigation settlement[5] | — | — | — | — | 2.3 |
| Goodwill impairment charge[6] | — | — | — | — | 53.3 |
| Loss (gain) on debt extinguishment[7,8] | — | — | — | 0.1 | (12.0) |
| Charge for warranty costs[9] | — | — | — | 8.2 | — |
| Charge for (recovery of) accounts receivable and contract assets[10] | — | — | 17.2 | (10.3) | — |
| Non-GAAP Adjusted EBITDA | $ 441.6 | $ 383.5 | $ 330.0 | $ 310.0 | $ 311.0 |
| | | | | | |
| Contract revenues | $ 3,066.9 | $ 2,977.9 | $ 3,127.7 | $ 3,339.7 | $ 3,199.2 |
| *Non-GAAP Adjusted EBITDA % of contract revenues* | *14.4 %* | *12.9 %* | *10.5 %* | *9.3 %* | *9.7 %* |

Note: Amounts above may not add due to rounding.

**Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures**

**Annual Non-GAAP Adjusted Net Income and Non-GAAP Adjusted Diluted Earnings Per Share**
Unaudited
(Dollars and shares in millions, except per share amounts)

| | FY2017 Ended 7/29/17 | 4 Qtrs. Ended 1/27/18[3] | FY2019 Ended 1/26/19 | FY2020 Ended 1/25/20 | FY2021 Ended 1/30/21 |
|---|---|---|---|---|---|
| Net income | $ 157.2 | $ 151.3 | $ 62.9 | $ 57.2 | $ 34.3 |
| Adjustments: | | | | | |
| Cost of earned revenues, excluding depreciation and amortization[9,5] | — | — | — | 8.2 | 2.1 |
| General and administrative[10,5] | — | — | 15.3 | (10.3) | 0.2 |
| Goodwill impairment charge[6] | — | — | — | — | 53.3 |
| Interest expense, net[12] | 17.6 | 18.1 | 19.1 | 20.1 | 7.4 |
| Gain on debt extinguishment[8] | — | — | — | — | (12.0) |
| Income before income taxes | 17.6 | 18.1 | 34.4 | 18.0 | 50.9 |
| Provision for income taxes[13] | 6.6 | 46.0 | 8.8 | 2.8 | 3.8 |
| Total adjustments, net of tax | 11.0 | (27.9) | 25.6 | 15.2 | 47.1 |
| Non-GAAP Adjusted Net Income | $ 168.3 | $ 123.5 | $ 88.5 | $ 72.4 | $ 81.4 |
| Diluted earnings per common share | $ 4.92 | $ 4.74 | $ 1.97 | $ 1.80 | $ 1.07 |
| Total adjustments, net of tax and dilutive share effect of Notes[14] | 0.35 | (0.86) | 0.82 | 0.48 | 1.47 |
| Non-GAAP Adjusted Diluted Earnings per Common Share | $ 5.26 | $ 3.88 | $ 2.78 | $ 2.27 | $ 2.54 |
| Shares used in computing diluted earnings per common share | 32.0 | 31.9 | 32.0 | 31.8 | 32.1 |
| Adjustment to Shares used in computing diluted earnings per common share[14] | — | (0.1) | (0.2) | — | — |
| Shares used in computing Non-GAAP Adjusted Diluted Earnings per Common Share | 32.0 | 31.8 | 31.8 | 31.8 | 32.1 |

Note: Amounts above may not add due to rounding.

### Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures

**Calculation of Cumulative Cash Flows Fiscal 2011 through Fiscal 2021**
Unaudited
(Dollars in millions)

| | Net Cash Provided by Operating Activities | Capital Expenditures, net of Proceeds from Assets Sales | Cash Paid for Acquisitions, net of Cash Acquired | Repurchases of Common Stock | Borrowings and Other Financing Activities[15] | Other Investing Activities[16] | Total Amount Provided by Other Financing and Investing Activities |
|---|---|---|---|---|---|---|---|
| Fiscal 2021 | $ 381.8 | $ (44.6) | $ — | $ (100.0) | $ (283.4) | $ — | $ (283.4) |
| Fiscal 2020 | 58.0 | (101.5) | — | — | (31.1) | 0.3 | (30.8) |
| Fiscal 2019 | 124.4 | (142.0) | (20.9) | — | 80.9 | 1.6 | 82.5 |
| Six months ended January 27, 2018 | 160.5 | (76.0) | — | (16.9) | (21.5) | (0.7) | (22.2) |
| Fiscal 2017 | 256.4 | (185.2) | (24.2) | (62.9) | 20.4 | 0.3 | 20.7 |
| Fiscal 2016 | 261.5 | (175.5) | (157.2) | (170.0) | 254.1 | (0.5) | 253.6 |
| Fiscal 2015 | 141.9 | (93.6) | (31.9) | (87.1) | 75.9 | (4.5) | 71.4 |
| Fiscal 2014 | 84.2 | (73.7) | (17.1) | (10.0) | 19.0 | (0.3) | 18.7 |
| Fiscal 2013 | 106.7 | (58.8) | (330.3) | (15.2) | 263.5 | 0.1 | 263.6 |
| Fiscal 2012 | 65.1 | (52.8) | — | (13.0) | 7.6 | 0.9 | 8.5 |
| Fiscal 2011 | 43.9 | (49.2) | (36.5) | (64.5) | 47.5 | 0.2 | 47.7 |
| Cumulative | $ 1,684.4 | $ (1,053.0) | $ (618.1) | $ (539.6) | $ 432.9 | $ (2.6) | $ 430.3 |

| | |
|---|---|
| Cash and cash equivalents at January 30, 2021 | $ 11.8 |
| Cash and cash equivalents at July 31, 2010 | 103.3 |
| Net decrease in cash and cash equivalents | (91.6) |
| Net decrease in restricted cash[17] | (4.3) |
| Total decrease in cash, cash equivalents, and restricted cash | $ (95.9) |

Note: Amounts above may not add due to rounding.

## Notes to Reconciliation of Non-GAAP Financial Measures to Comparable GAAP Financial Measures

[1] Amounts represent contract revenues from acquired businesses that were not owned for the full period in both the current and comparable prior periods, including any contract revenues from storm restoration services for these acquired businesses.

[2] Due to the change in the Company's fiscal year end, the Company's fiscal 2018 six month transition period consisted of Q1 2018 and Q2 2018. Amounts provided for the 4 Quarters Ended January 27, 2018 represent the aggregate of Q3 2017, Q4 2017, Q1 2018 and Q2 2018, and amounts provided for the 4 Quarters Ended January 28, 2017 represent the aggregate of Q3 2016, Q4 2016, Q1 2017, and Q2 2017, for comparative purposes to other twelve month periods presented.

[3] The Company has a 52/53 week fiscal year. All four-quarter periods presented contain 52 weeks except for those that include the quarters ended January 30, 2021 and July 30, 2016, which contained an additional week of operations.

The Non-GAAP adjustment for the additional week of operations for the quarter ended January 30, 2021 is calculated as (i) contract revenues less (ii) contract revenues from storm restoration services (iii) divided by 14 weeks.

The Non-GAAP adjustment for the additional week of operations is calculated independently for each four-quarter period presented that includes the quarter ended July 30, 2016. The impact of the additional week of operations for the quarter ended July 30, 2016 is calculated as (i) contract revenues less (ii) contract revenues from acquired businesses in each comparative period (iii) divided by 14 weeks.

[4] Top 5 Customers included Comcast, AT&T, Verizon, Lumen (formerly known as CenturyLink, Inc.), and Windstream for the quarters ended January 30, 2021 and January 25, 2020.

[5] During the quarter ended January 30, 2021 the Company incurred a $2.3 million pre-tax charge for a wage and hour litigation settlement. Of the $2.3 million pre-tax charge $2.1 million and $0.2 million were included in costs of earned revenues and general and administrative expenses, respectively.

[6] The Company incurred a goodwill impairment charge of $53.3 million during the quarter ended April 25, 2020 for a reporting unit that performs installation services inside third party premises.

[7] During the quarter ended January 25, 2020, the Company purchased $25.0 million aggregate principal amount of its 0.75% convertible senior notes due September 2021 (the "Notes") for $24.3 million, including interest and fees. The purchase price was allocated between the debt and equity components of the Notes. Based on the net carrying amount of the Notes, the Company recognized a net loss on debt extinguishment of $0.1 million after the write-off of associated debt issuance costs. The Company also recognized the equity component of the settlement of the Notes.

[8] During the quarter ended April 25, 2020, the Company purchased $167.0 million aggregate principal amount of its Notes for $147.0 million, including interest and fees. The purchase price was allocated between the debt and equity components of the Notes. Based on the net carrying amount of the Notes, the Company recognized a net gain on debt extinguishment of $12.5 million after the write-off of associated debt issuance costs. The Company also recognized the equity component of the settlement of the Notes.

During the quarter ended July 25, 2020, the Company purchased $234.7 million aggregate principal amount of its Notes for $224.4 million, including interest and fees. The purchase price was allocated between the debt and equity components of the Notes. Based on the net carrying amount of the Notes, the Company recognized a net loss on debt extinguishment of $0.5 million after the write-off of associated debt issuance costs. The Company also recognized the equity component of the settlement of the Notes.

[9] During the quarter ended April 27, 2019, the Company recorded an $8.2 million pre-tax charge for estimated warranty costs for work performed for a customer in prior periods.

[10] During the quarter ended January 26, 2019, the Company recognized a pre-tax non-cash charge for accounts receivable and contract assets of $17.2 million related to balances owed from a customer. On February 25, 2019, this customer filed a voluntary petition for reorganization. Partially offsetting this charge, the Company's stock-based compensation expense was reduced by approximately $1.9 million for the quarter ended January 26, 2019 as a result of the pre-tax non-cash charge for accounts receivable and contract assets. Excluding this reduction, Non-GAAP Stock-Based Compensation Expense was $3.8 million for the quarter ended January 26, 2019. During the quarter ended April 27, 2019, the Company recognized $10.3 million of pre-tax income from the recovery of these previously reserved accounts receivable and contract assets based on collections from the customer.

[11] During the quarter ended July 27, 2019, the Company entered into a contract modification that increased revenue produced by a large customer program. As a result, the Company recognized $11.8 million of contract revenues for services performed in prior periods, $0.8 million of related performance-based compensation expense, and $1.0 million of stock-based compensation. On an after-tax basis, these items contributed approximately $7.3 million to net income, or $0.23 per common share diluted, for the quarter ended July 27,2019. These amounts are excluded from the calculations of Non-GAAP Adjusted EBITDA, Non-GAAP Adjusted Net Income and Non-GAAP Adjusted Diluted Earnings per Common Share for the quarter ended July 27, 2019.

[12] Amounts represent the non-cash amortization of the debt discount associated with the Company's Notes.

[13] Amounts represent the tax related impact of all pre-tax adjustments as well as the tax effects of the vesting and exercise of share-based awards. During the quarter ended April 25, 2020, the Company recognized an income tax benefit of $2.6 million from a net operating loss carryback under the enacted CARES Act and, for the quarter ended July 27, 2019, the Company recognized an income tax expense of $1.1 million on a previous tax year filing. Additionally, during the quarter ended January 27, 2018, the Company recognized an income tax benefit of approximately $32.2 million resulting from Tax Reform, primarily due to the re-measurement of the Company's net deferred tax liabilities at a lower U.S. federal corporate income tax rate.

[14] The Company has a hedge in effect to offset the economic dilution of additional shares that would be issued in connection with the conversion of the Notes up to an average quarterly share price of $130.43. Non-GAAP Adjusted Diluted Shares excludes the GAAP dilutive share effect of the Notes. See the Company's Form 8-K previously filed with the Securities and Exchange Commission on September 28, 2015 for further information regarding the Notes and note hedge.

[15] Other financing activities represents net cash provided by (used in) financing activities less repurchases of common stock.

[16] Other investing activities represents net cash provided by (used in) investing activities less capital expenditure, net of proceeds from asset sales and less cash paid for acquisitions, net of cash acquired.

[17] The Company adopted Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash* ("ASU 2016-18"), effective January 28, 2018. ASU 2016-18 requires that restricted cash be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Prior to the adoption of this guidance, changes in restricted cash were presented within cash flows in other investing activities.