

VALUE LINE INC  
Form 10-Q  
March 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended January 31, 2019

or

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

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

Commission File Number: 0-11306

**VALUE LINE, INC.**

(Exact name of registrant as specified in its charter)

Edgar Filing: VALUE LINE INC - Form 10-Q

New York

(State or other jurisdiction of incorporation or organization)

13-3139843

(I.R.S. Employer Identification No.)

551 Fifth Avenue, New York, New York

(Address of principal executive offices)

10176-0001

(Zip Code)

(212) 907-1500

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Smaller reporting company  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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Edgar Filing: VALUE LINE INC - Form 10-Q

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at March 12, 2019</u>
<u>Common stock, \$0.10 par value</u>	<u>9,671,001 shares</u>

---

## VALUE LINE INC.

## TABLE OF CONTENTS

	<b>Page No.</b>
<b>PART I. FINANCIAL INFORMATION</b>	
<b>Item 1.</b> Consolidated Condensed Financial Statements	
Consolidated Condensed Balance Sheets as of January 31, 2019 and April 30, 2018	3
Consolidated Condensed Statements of Income for the three and nine months ended January 31, 2019 and January 31, 2018	4
Consolidated Condensed Statements of Comprehensive Income for the three and nine months ended January 31, 2019 and January 31, 2018	5
Consolidated Condensed Statements of Cash Flows for the nine months ended January 31, 2019 and January 31, 2018	6
Consolidated Condensed Statement of Changes in Shareholders' Equity for the nine months ended January 31, 2019	7
Consolidated Condensed Statement of Changes in Shareholders' Equity for the nine months ended January 31, 2018	8
Notes to Consolidated Condensed Financial Statements	9
<b>Item 2.</b> Management's Discussion and Analysis of Financial Condition and Results of Operations	19
<b>Item 3.</b> Quantitative and Qualitative Disclosures About Market Risk	29
<b>Item 4.</b> Controls and Procedures	31
<b>PART II. OTHER INFORMATION</b>	
<b>Item 1.</b> Legal Proceedings	32
<b>Item 1A.</b> Risk Factors	32
<b>Item 2.</b> Unregistered Sales of Equity Securities and Use of Proceeds	32
<b>Item 5.</b> Other Information	32
<b>Item 6.</b> Exhibits	33
Signatures	34



**Part I - Financial Information****Item 1. Financial Statements****Value Line, Inc.****Consolidated Condensed Balance Sheets****(in thousands, except share amounts)**

	<b>January 31, 2019 (unaudited)</b>	<b>April 30, 2018</b>
<b>Assets</b>		
<b>Current Assets:</b>		
Cash and cash equivalents (including short term investments of \$3,304 and \$4,982, respectively)	\$ 4,364	\$5,941
Securities available-for-sale	19,269	17,844
Accounts receivable, net of allowance for doubtful accounts of \$20 and \$14, respectively	3,002	1,049
Prepaid and refundable income taxes	226	457
Prepaid expenses and other current assets	1,175	1,270
Total current assets	28,036	26,561
<b>Long term assets:</b>		
Investment in EAM Trust	58,358	58,233
Restricted money market investment	469	469
Property and equipment, net	1,197	1,371
Capitalized software and other intangible assets, net	145	154
Total long term assets	60,169	60,227
<b>Total assets</b>	<b>\$ 88,205</b>	<b>\$86,788</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 1,523	\$1,926
Accrued salaries	1,080	1,387
Dividends payable	1,839	1,841
Unearned revenue	18,887	19,717
Total current liabilities	23,329	24,871
<b>Long term liabilities:</b>		
Unearned revenue	5,012	5,808
Deferred charges	787	854
Deferred income taxes	12,186	11,714
Total long term liabilities	17,985	18,376
<b>Total liabilities</b>	<b>41,314</b>	<b>43,247</b>
<b>Shareholders' Equity:</b>		

Edgar Filing: VALUE LINE INC - Form 10-Q

Common stock, \$0.10 par value; authorized 30,000,000 shares; issued 10,000,000 shares	1,000	1,000
Additional paid-in capital	991	991
Retained earnings	48,238	44,902
Treasury stock, at cost (324,104 and 308,380 shares, respectively)	(4,466 )	(4,135 )
Accumulated other comprehensive income, net of tax	1,128	783
Total shareholders' equity	46,891	43,541
<b>Total liabilities and shareholders' equity</b>	<b>\$ 88,205</b>	<b>\$86,788</b>

The accompanying notes are an integral part of these consolidated condensed financial statements.

**Part I - Financial Information****Item 1. Financial Statements****Value Line, Inc.****Consolidated Condensed Statements of Income****(in thousands, except share & per share amounts)****(unaudited)**

	<b>For the Three Months Ended January 31,</b>		<b>For the Nine Months Ended January 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Revenues:</b>				
Investment periodicals and related publications	\$7,201	\$7,391	\$21,755	\$22,257
Copyright fees	1,851	1,703	5,319	4,740
Total publishing revenues	9,052	9,094	27,074	26,997
<b>Expenses:</b>				
Advertising and promotion	893	1,096	2,455	2,718
Salaries and employee benefits	4,417	4,739	13,164	13,813
Production and distribution	1,226	1,524	3,809	4,322
Office and administration	1,103	948	3,203	3,384
Total expenses	7,639	8,307	22,631	24,237
<b>Income from operations</b>	<b>1,413</b>	<b>787</b>	<b>4,443</b>	<b>2,760</b>
Revenues and profits interests in EAM Trust	2,210	2,284	6,865	6,657
Income from securities transactions, net	140	258	377	445
<b>Income before income taxes</b>	<b>3,763</b>	<b>3,329</b>	<b>11,685</b>	<b>9,862</b>
Income tax provision	1,312	(5,667)	2,828	(3,421)
<b>Net income</b>	<b>\$2,451</b>	<b>\$8,996</b>	<b>\$8,857</b>	<b>\$13,283</b>
<b>Earnings per share, basic &amp; fully diluted</b>	<b>\$0.25</b>	<b>\$0.93</b>	<b>\$0.91</b>	<b>\$1.37</b>
Weighted average number of common shares	9,687,252	9,700,896	9,688,681	9,705,347

The accompanying notes are an integral part of these consolidated condensed financial statements.



**Part I - Financial Information**  
**Item 1. Financial Statements**

**Value Line, Inc.**  
**Consolidated Condensed Statements of Comprehensive Income**  
(in thousands)  
(unaudited)

	<b>For the Three Months Ended January 31,</b>		<b>For the Nine Months Ended January 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Net income</b>	\$2,451	\$8,996	\$8,857	\$13,283
Other comprehensive income, net of tax:				
Change in unrealized gains on securities, net of taxes	164	496	345	753
Other comprehensive income	164	496	345	753
<b>Comprehensive income</b>	<b>\$2,615</b>	<b>\$9,492</b>	<b>\$9,202</b>	<b>\$14,036</b>

The accompanying notes are an integral part of these consolidated condensed financial statements.

**Part I - Financial Information****Item 1. Financial Statements****Value Line, Inc.****Consolidated Condensed Statements of Cash Flows****(in thousands)****(unaudited)**

	<b>For the Nine Months Ended January 31, 2019      2018</b>	
<b>Cash flows from operating activities:</b>		
Net income	\$8,857	\$13,283
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	287	815
Realized gain on sale of equity securities	-	(152 )
Deferred income taxes	377	(6,405 )
Deferred rent	(67 )	444
Other, net	(45 )	(45 )
Changes in operating assets and liabilities:		
Unearned revenue	(1,626)	(1,547 )
Accounts payable & accrued expenses	(403 )	13
Accrued salaries	(307 )	95
Accrued taxes on income	1	(211 )
Prepaid and refundable income taxes	231	(486 )
Prepaid expenses and other current assets	95	406
Accounts receivable	(1,953)	(1,785 )
Total adjustments	(3,410)	(8,858 )
<b>Net cash provided by operating activities</b>	<b>5,447</b>	<b>4,425</b>
<b>Cash flows from investing activities:</b>		
Purchases of fixed income securities classified as available-for-sale	(5,624)	(2,636 )
Proceeds from sales of fixed income securities classified as available-for-sale	4,638	1,634
Proceeds from sales of equity securities classified as available-for-sale	-	152
Non-voting revenues interest in EAM Trust	(6,060)	(6,074 )
Non-voting profits interest in EAM Trust	(805 )	(583 )
Distributions received from EAM Trust	6,785	6,575
Acquisition of property and equipment	(6 )	(398 )
Expenditures for capitalized software	(98 )	-
<b>Net cash used in investing activities</b>	<b>(1,170)</b>	<b>(1,330)</b>
<b>Cash flows from financing activities:</b>		
Purchase of treasury stock at cost	(331 )	(191 )
Dividends paid	(5,523)	(5,243 )
<b>Net cash used in financing activities</b>	<b>(5,854)</b>	<b>(5,434)</b>

Net decrease in cash and cash equivalents	(1,577)	(2,339)
<b>Cash, cash equivalents and restricted cash at beginning of period</b>	<b>6,410</b>	<b>7,026</b>
<b>Cash, cash equivalents and restricted cash at end of period</b>	<b>\$4,833</b>	<b>\$4,687</b>

The accompanying notes are an integral part of these consolidated condensed financial statements.

**Part I - Financial Information****Item 1. Financial Statements****Value Line, Inc.****Consolidated Condensed Statement of Changes in Shareholders' Equity****For the Nine Months Ended January 31, 2019****(in thousands, except share amounts)****(unaudited)**

	Common stock		Additional	Treasury Stock		Retained	Accumulated	Total
	Shares	Amount	paid-in capital	Shares	Amount	earnings	Other Comprehensive income/(loss)	
<b>Balance at April 30, 2018</b>	10,000,000	\$ 1,000	\$ 991	(308,380)	\$(4,135 )	\$ 44,902	\$ 783	\$ 43,541
Net income						8,857		8,857
Change in unrealized gains on securities, net of taxes							345	345
Purchase of treasury stock				(15,724 )	(331 )			(331 )
Dividends declared						(5,521 )		(5,521 )
<b>Balance at January 31, 2019</b>	10,000,000	\$ 1,000	\$ 991	(324,104)	\$(4,466 )	\$ 48,238	\$ 1,128	\$ 46,891

Dividends declared per share were \$0.19 for each of the three months ending July 31, 2018, October 31, 2018 and January 31, 2019.

The accompanying notes are an integral part of these consolidated condensed financial statements.



**Part I - Financial Information**  
**Item 1. Financial Statements**

**Value Line, Inc.**

**Consolidated Condensed Statement of Changes in Shareholders' Equity**

**For the Nine Months Ended January 31, 2018**

**(in thousands, except share amounts)**

**(unaudited)**

	Common stock		Additional	Treasury Stock		Retained	Accumulated	Total
	Shares	Amount	paid-in capital	Shares	Amount	earnings	Other Comprehensive income/(loss)	
<b>Balance at April 30, 2017</b>	10,000,000	\$ 1,000	\$ 991	(288,335)	\$(3,781)	\$ 39,186	\$ 458	\$37,854
Net income						13,283		13,283
Change in unrealized gains on securities, net of taxes							753	753
Purchase of treasury stock				(11,150)	(191)			(191)
Dividends declared						(7,181)		(7,181)
<b>Balance at January 31, 2018</b>	10,000,000	\$ 1,000	\$ 991	(299,485)	\$(3,972)	\$ 45,288	\$ 1,211	\$44,518

Dividends declared per share were \$0.18 for each of the three months ending July 31, 2017, October 31, 2017 and January 31, 2018. In addition, a special

dividend  
of \$0.20  
per share  
was  
declared  
on  
January  
19, 2018.

The accompanying notes are an integral part of these consolidated condensed financial statements.

8

---

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

**Note 1 - Organization and Summary of Significant Accounting Policies:**

Value Line, Inc. ("Value Line" or "VLI", and collectively with its subsidiaries, the "Company") is incorporated in the State of New York. The name "Value Line" as used to describe the Company, its products, and its subsidiaries, is a registered trademark of the Company. The Company's core business is producing investment periodicals and their underlying research and making available certain Value Line copyrights, Value Line trademarks and Value Line Proprietary Ranking System results and other proprietary information, to third parties under written agreements for use in third-party managed and marketed investment products and for other purposes. The Company maintains a significant investment in the EULAV Asset Management LLC ("EAM") from which it received a non-voting revenues interest and a non-voting profits interest. EAM was established to provide investment management services to the Value Line Mutual Funds ("Value Line Funds" or the "Funds").

The Consolidated Condensed Balance Sheets as of January 31, 2019 and April 30, 2018, which have been derived from the unaudited interim Consolidated Condensed Financial Statements and the audited Consolidated Financial Statements, respectively, were prepared following the interim reporting requirements of the Securities and Exchange Commission ("SEC"). In the opinion of management, the accompanying Unaudited Interim Consolidated Condensed Financial Statements contain all adjustments (consisting of normal recurring accruals except as noted below) considered necessary for a fair presentation. This report should be read in conjunction with the audited financial statements and footnotes contained in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2018 filed with the SEC on July 26, 2018 (the "Form 10-K"). Results of operations covered by this report may not be indicative of the results of operations for the entire year.

**Use of Estimates:**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**Principles of Consolidation:**

The Company follows the guidance in the Financial Accounting Standards Board's ("FASB") Topic 810 "Consolidation" to determine if it should consolidate its investment in a variable interest entity ("VIE"). A VIE is a legal entity in which either (i) equity investors do not have sufficient equity investment at risk to enable the entity to finance its activities independently or (ii) the equity holders at risk lack the obligation to absorb losses, the right to receive residual returns or the right to make decisions about the entity's activities that most significantly affect the entity's



economic performance. A holder of a variable interest in a VIE is required to consolidate the entity if it is determined that it has a controlling financial interest in the VIE and is therefore the primary beneficiary. The determination of a controlling financial interest in a VIE is based on a qualitative assessment to identify the variable interest holder, if any, that has (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (ii) either the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The accounting guidance requires the Company to perform an ongoing assessment of whether the Company is the primary beneficiary of a VIE and the Company has determined it is not the primary beneficiary of a VIE (see Note 3).

In accordance with FASB's Topic 810, the assets, liabilities, and results of operations of subsidiaries in which the Company has a controlling interest have been consolidated. All significant intercompany accounts and transactions have been eliminated in consolidation. On December 23, 2010, the Company completed the Restructuring Transaction and deconsolidated the related affiliates in accordance with FASB's Topic 810. As part of the Restructuring Transaction, the Company received a significant non-voting revenues interest (excluding distribution revenues) and a significant non-voting profits interest in the new entity, EULAV Asset Management, a Delaware statutory trust ("EAM" or "EAM Trust"). The Company relied on the guidance in FASB's ASC Topics 323 and 810 in its determination not to consolidate its investment in EAM and to account for such investment under the equity method of accounting. The Company reports the amount it receives for its non-voting revenues and non-voting profits interests as a separate line item below operating income in the Consolidated Condensed Statements of Income.

#### **Revenue Recognition:**

Depending upon the product, subscription fulfillment for Value Line periodicals and related publications is available in print or digitally, via internet access. The length of a subscription varies by product and offer received by the subscriber. Generally, subscriptions are offered as annual subscriptions. Subscription revenues, net of discounts, are recognized ratably on a straight line basis when the product is served to the client over the life of the subscription. Accordingly, the amount of subscription fees to be earned by fulfilling subscriptions after the date of the balance sheets are shown as unearned revenue within current and long-term liabilities.

Copyright fees are derived from providing certain Value Line trademarks and the Value Line Proprietary Ranking System results to third parties under written agreements for use in selecting securities for third party marketed products, including unit investment trusts, annuities and exchange traded funds ("ETFs"). The Company earns asset-based copyright fees as specified in the individual agreements. Revenue is recognized monthly over the term of the agreement and, because it is asset-based, will fluctuate as the market value of the underlying portfolio increases or decreases in value.

#### **Investment in Unconsolidated Entities:**

The Company accounts for its investment in its unconsolidated entity, EAM, using the equity method of accounting in accordance with FASB's ASC 323. The equity method is an appropriate means of recognizing increases or decreases measured by GAAP in the economic resources underlying the investments. Under the equity method, an investor recognizes its share of the earnings or losses of an investee in the periods for which they are reported by the investee in its financial statements rather than in the period in which an investee declares a dividend or distribution. An investor adjusts the carrying amount of an investment for its share of the earnings or losses recognized by the investee.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

The Company's "interests" in EAM, the investment adviser to and the sole member of the distributor of the Value Line Funds, consist of a "non-voting revenues interest" and a "non-voting profits interest" in EAM as defined in the EAM Trust Agreement. The non-voting revenues interest entitles the Company to receive a range of 41% to 55%, based on the amount of EAM's adjusted gross revenues, excluding EULAV Securities' distribution revenues ("Revenues Interest"). The non-voting profits interest entitles the Company to receive 50% of EAM's profits, subject to certain limited adjustments as defined in the EAM Trust Agreement ("Profits Interest"). The Revenues Interest and at least 90% of the Profits Interest are to be distributed each quarter to all interest holders of EAM, including Value Line. Subsequent to the Restructuring Date, the Company's Revenues Interest in EAM excludes participation in the service and distribution fees of EAM's subsidiary EULAV Securities. The Company reflects its non-voting revenues and non-voting profits interests in EAM as non-operating income under the equity method of accounting subsequent to the Restructuring Transaction. Although the Company does not have control over the operating and financial policies of EAM, pursuant to the EAM Trust Agreement, the Company has a contractual right to receive its share of EAM's revenues and profits.

**Recent Accounting Pronouncements:**

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). The core principle of Topic 842 requires that a lessee should recognize the assets and liabilities on the balance sheet and disclose key information about leasing arrangements. The amendments in ASU 2016-2 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The guidance is required to be adopted at the earliest period presented using a modified retrospective approach. The adoption of ASU 2016-02 will not have a material impact on our consolidated condensed financial statements and related disclosures.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force) ("ASU 2016-15"). The amendments in ASU 2016-15 address eight specific cash flow issues and apply to all entities that are required to present a statement of cash flows under ASC Topic 230, Statement of Cash Flows. The amendments in ASU 2016-15 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company has adopted ASU 2016-15 in the first quarter of fiscal 2019. As a result, it has reclassified, within the Consolidated Condensed Statement of Cash Flows, \$6.9 million and \$6.7 million, for the nine months ended January 31, 2019 and January 31, 2018, respectively, of EAM non-voting revenues interest and profits interest, from operating activities to investing activities.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)", which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. In addition,

ASU No. 2014-09 requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. ASU No. 2014-09 supersedes most existing U.S. GAAP revenue recognition principles, and it permits the use of either the retrospective or cumulative effect transition method. ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual periods. The Company has adopted ASU No. 2014-09 in the first quarter of fiscal 2019, which does not have a material impact on the Company's consolidated condensed financial statements and related disclosures.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)". This ASU requires that the reconciliation of the beginning-of-period and end-of-period amounts shown in the statement of cash flows include cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. ASU No. 2016-18 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual periods. The Company has adopted ASU No. 2016-18 in the first quarter of fiscal 2019, which does not have a material impact on the Company's consolidated condensed financial statements and related disclosures.

On June 21, 2018, the United States Supreme Court reversed the 1992 ruling in *Quill*, which protected firms mailing items by common carrier into a state where it had no physical presence from having to collect sales tax in such state. The Company is complying with pertinent state laws and is continuing to evaluate the impact of the 2018 ruling (South Dakota vs. Wayfair) on its operations.

#### **Valuation of Securities:**

The Company's securities classified as cash equivalents and available-for-sale consist of shares of money market funds that invest primarily in short-term U.S. Government securities and investments in equities including ETFs and are valued in accordance with the requirements of the Fair Value Measurements Topic of the FASB's ASC 820. The securities classified as available-for-sale reflected in the Consolidated Condensed Balance Sheets are valued at market and unrealized gains and losses, net of applicable taxes, are reported as a separate component of shareholders' equity. Realized gains and losses on sales of the securities classified as available-for-sale are recorded in earnings as of the trade date and are determined on the identified cost method.

The Company classifies its securities available-for-sale as current assets to properly reflect its liquidity and to recognize the fact that it has liquid assets available-for-sale should the need arise.

Market valuations of securities listed on a securities exchange and ETF shares are based on the closing sales prices on the last business day of each month. The market value of the Company's fixed maturity U.S. Government debt securities is determined utilizing publicly quoted market prices. Cash equivalents consist of investments in money market funds that invest primarily in U.S. Government securities valued in accordance with rule 2a-7 under the 1940 Act.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

The Fair Value Measurements Topic of FASB's ASC defines fair value as the price that the Company would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market for the investment. The Fair Value Measurements Topic established a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value

measurements for disclosure purposes. Inputs refer broadly to the information that market participants would use in pricing the asset or liability, including assumptions about risk.

Inputs are classified as observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity.

Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the factors market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 – quoted prices in active markets for identical investments

Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The following summarizes the levels of fair value measurements of the Company's investments:

(\$ in thousands)	As of January 31, 2019			Total
	Level 1	Level 2	Level 3	
Cash equivalents	\$3,304	\$ -	\$ -	\$3,304
Securities available-for-sale	19,269	-	-	19,269
	\$22,573	\$ -	\$ -	\$22,573

As of April 30, 2018

(\$ in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents	\$4,982	\$ -	\$ -	\$4,982
Securities available-for-sale	17,844	-	-	17,844
	\$22,826	\$ -	\$ -	\$22,826

The Company had no other financial instruments such as futures, forwards and swap contracts. For the periods ended January 31, 2019 and April 30, 2018, there were no Level 2 nor Level 3 investments. The Company does not have any liabilities that are subject to fair value measurement.

#### **Advertising expenses:**

The Company expenses advertising costs as incurred.

#### **Income Taxes:**

The Company computes its income tax provision in accordance with the Income Tax Topic of the FASB's ASC. Deferred tax liabilities and assets are recognized for the expected future tax consequences of events that have been reflected in the Consolidated Financial Statements. Deferred tax liabilities and assets are determined based on the differences between the book values and the tax bases of particular assets and liabilities, using tax rates currently in effect for the years in which the differences are expected to reverse. The Company adopted the provisions of ASU 2015-17, Income taxes (Topic 740) during the first quarter of fiscal 2018 and continues to classify all deferred taxes as long-term liabilities on the Consolidated Condensed Balance Sheets.

The Income Tax Topic of the FASB's ASC establishes for all entities, a minimum threshold for financial statement recognition of the benefit of positions taken in filing tax returns (including whether an entity is taxable in a particular jurisdiction), and requires certain expanded tax disclosures. As of January 31, 2019, management has reviewed the tax positions for the years still subject to tax audit under the statute of limitations, evaluated the implications, and determined that there is no material impact to the Company's financial statements.

#### **Earnings per share:**

Earnings per share are based on the weighted average number of shares of common stock and common stock equivalents outstanding during each period. Any shares that are reacquired during the period are weighted for the portion of the period that they are outstanding. The Company does not have any potentially dilutive common shares from outstanding stock options, warrants, restricted stock, or restricted stock units.

#### **Cash and Cash Equivalents:**

For purposes of the Consolidated Condensed Statements of Cash Flows, the Company considers all cash held at banks and short term liquid investments with an original maturity of less than three months to be cash and cash equivalents. As of January 31, 2019 and April 30, 2018, cash equivalents included \$3,304,000 and \$4,982,000, respectively, for amounts invested in money market mutual funds that invest in short term U.S. government securities.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

**Note 2 - Investments:**

***Securities Available-for-Sale:***

Investments held by the Company and its subsidiaries are classified as securities available-for-sale in accordance with FASB's ASC 320, Investments - Debt and Equity Securities. All of the Company's securities classified as available-for-sale were readily marketable or had a maturity of twelve months or less and are classified as current assets on the Consolidated Condensed Balance Sheets.

***Equity Securities:***

Equity securities classified as available-for-sale on the Consolidated Condensed Balance Sheets, consist of ETFs held for dividend yield that attempt to replicate the performance of certain equity indexes and ETFs that hold preferred shares primarily of financial institutions.

As of January 31, 2019 and April 30, 2018, the aggregate cost of the equity securities classified as available-for-sale, which consist of investments in the SPDR Series Trust S&P Dividend ETF (SDY), First Trust Value Line Dividend Index ETF (FVD), INVESCO Financial Preferred ETF (PGF), Select Utilities Select Sector SPDR ETF (XLU), First Trust Value Line 100 ETF (FVL) and Proshares Trust S&P 500 Dividend Aristocrats ETF (NOBL) was \$8,385,000, and the fair value was \$9,783,000 and \$9,379,000, respectively.

There were no sales or proceeds from sales of equity securities during the nine months ended January 31, 2019. Proceeds from equity securities classified as available-for-sale were \$152,000 during the nine months ended January 31, 2018. The increase in gross unrealized gains on equity securities classified as available-for-sale of \$404,000, net of deferred taxes of \$85,000 was included in Shareholders' Equity on the Consolidated Condensed Balance Sheet at January 31, 2019. The increase in gross unrealized gains on equity securities classified as available-for-sale of \$829,000, net of deferred taxes of \$73,000 was included in Shareholders' Equity at January 31, 2018.

The changes in the value of equity securities investments are recorded in Other Comprehensive Income in the Consolidated Condensed Financial Statements. Realized gains and losses are recorded as of the trade date in the Consolidated Condensed Statements of Income when securities are sold, mature or are redeemed. As of January 31, 2019 and April 30, 2018, accumulated other comprehensive income included unrealized gains of \$1,398,000 and \$994,000, net of deferred taxes of \$294,000 and \$209,000, respectively.

The carrying value and fair value of securities available-for-sale at January 31, 2019 were as follows:



Edgar Filing: VALUE LINE INC - Form 10-Q

		Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(\$ in thousands)	Cost			
ETFs - equities	\$8,385	\$ 1,399	\$ (1 )	\$9,783

The carrying value and fair value of securities available-for-sale at April 30, 2018 were as follows:

		Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(\$ in thousands)	Cost			
ETFs - equities	\$8,385	\$ 994	\$ -	\$9,379

**Government Debt Securities (Fixed Income Securities):**

Fixed income securities consist of certificates of deposits and securities issued by federal, state, and local governments within the United States. The aggregate cost and fair value at January 31, 2019 of fixed income securities classified as available-for-sale were as follows:

	Amortized Historical Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(\$ in thousands)				
Maturity				
Due within 1 year	\$ 6,205	\$ 30	\$ (1 )	\$6,234
Due 1 year through 5 years	3,250	3	(1 )	3,252
Total investment in government debt securities	\$ 9,455	\$ 33	\$ (2 )	\$9,486

The aggregate cost and fair value at April 30, 2018 of fixed income securities classified as available-for-sale were as follows:

	Amortized Historical Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(\$ in thousands)				
Maturity				
Due within 1 year	\$ 7,868	\$ 10	\$ (12 )	\$7,866
Due 1 year through 5 years	600	-	(1 )	599
Total investment in government debt securities	\$ 8,468	\$ 10	\$ (13 )	\$8,465



**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

Proceeds from maturities and sales of government debt securities classified as available-for-sale during the nine months ended January 31, 2019 and January 31, 2018, were \$4,638,000 and \$1,634,000, respectively. The increase in gross unrealized gains of \$34,000 on fixed income securities classified as available-for-sale net of deferred income tax of \$7,000, was included in Shareholders' Equity on the Consolidated Condensed Balance Sheet as of January 31, 2019. The increase in gross unrealized losses of \$2,000 on fixed income securities classified as available-for-sale net of deferred income tax of \$240, was included in Shareholders' Equity at January 31, 2018. As of January 31, 2019 accumulated other comprehensive income included unrealized gains of \$31,000, net of deferred tax of \$7,000. As of April 30, 2018, accumulated other comprehensive income included unrealized losses of \$3,000, net of deferred tax benefits of \$600.

The average yield on the Government debt securities classified as available-for-sale at January 31, 2019 and April 30, 2018 was 2.28% and 1.24%, respectively.

***Income from Securities Transactions:***

Income from securities transactions was comprised of the following:

	Three Months Ended January 31, 2019		Nine Months Ended January 31, 2018	
(\$ in thousands)	2019	2018	2019	2018
Dividend income	\$71	\$66	\$200	\$170
Interest income	55	25	139	75
Capital gain distributions	-	152	-	152
Other	14	15	38	48
Total income from securities transactions, net	\$140	\$258	\$377	\$445

***Investment in Unconsolidated Entities:  
Equity Method Investment:***

As of January 31, 2019 and April 30, 2018, the Company's investment in EAM Trust on the Consolidated Condensed Balance Sheets was \$58,358,000 and \$58,233,000, respectively.

Edgar Filing: VALUE LINE INC - Form 10-Q

The value of VLI's investment in EAM at January 31, 2019 and April 30, 2018 reflects the fair value of contributed capital of \$55,805,000 at inception which included \$5,820,000 of cash and liquid securities in excess of working capital requirements contributed to EAM's capital account by VLI, plus VLI's share of non-voting revenues and non-voting profits from EAM less distributions, made quarterly to VLI by EAM, during the period subsequent to its initial investment through the dates of the Consolidated Condensed Balance Sheets.

It is anticipated that EAM will have sufficient liquidity and earn enough profit to conduct its current and future operations so the management of EAM will not need additional funding.

The Company monitors its Investment in EAM Trust for impairment to determine whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. Impairment indicators of an impairment could include, but are not limited to the following: (a) a significant deterioration in the earnings performance, asset quality, or business prospects of the investee, (b) a significant adverse change in the regulatory, economic, or technological environment of the investee, (c) a significant adverse change in the general market condition of the industry in which the investee operates, or (d) factors that raise significant concerns about the investee's ability to continue as a going concern such as negative cash flows, working capital deficiencies, or noncompliance with statutory capital and regulatory requirements. EAM did not record any impairment losses for its assets during the fiscal years 2019 or 2018.

The components of EAM's investment management operations, provided to the Company by EAM, were as follows:

(\$ in thousands) (unaudited)	Three Months Ended January 31,		Nine Months Ended January 31,	
	2019	2018	2019	2018
Investment management fees earned from the Value Line Funds, net of fee waivers	\$3,987	\$4,070	\$12,277	\$12,096
12b-1 fees and other fees, net of fee waivers	\$1,625	\$1,676	\$5,056	\$4,844
Other income	\$109	\$52	\$153	\$156
Investment management fee waivers	\$108	\$131	\$329	\$392
12b-1 fee waivers	\$149	\$169	\$483	\$583
Value Line's non-voting revenues interest	\$1,997	\$2,057	\$6,060	\$6,074
EAM's net income (1)	\$426	\$454	\$1,610	\$1,166

(1) Represents EAM's net income, after giving effect to Value Line's non-voting revenues interest, but before distributions to voting profits interest holders and to the Company in respect of its 50% non-voting profits interest.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

	January 31, 2019 (unaudited)	April 30, 2018
(\$ in thousands)		
EAM's total assets	\$ 60,359	\$60,203
EAM's total liabilities (1)	(3,304 )	(3,128 )
EAM's total equity	\$ 57,055	\$57,075

(1) At January 31, 2019 and April 30, 2018, EAM's total liabilities included a payable to VLI for its accrued non-voting revenues interest and non-voting profits interest of \$2,188,000 and \$2,113,000, respectively.

**Note 3 - Variable Interest Entity**

## Edgar Filing: VALUE LINE INC - Form 10-Q

The Company retained a non-voting revenues interest and a 50% non-voting profits interest in EAM, which was formed, as a result of the Restructuring Transaction on December 23, 2010, to carry on the asset management and mutual fund distribution businesses formerly conducted by the Company. EAM is considered to be a VIE. The Company makes its determination for consolidation of EAM as a VIE based on a qualitative assessment of the purpose and design of EAM, the terms and characteristics of the variable interests in EAM, and the risks EAM is designed to originate and pass through to holders of variable interests. Other than EAM, the Company does not have an interest in any other VIEs.

The Company has determined that it does not have a controlling financial interest in EAM because it does not have the power to direct the activities of EAM that most significantly impact its economic performance. Value Line does not hold any voting stock of EAM and it does not have any involvement in the day-to-day activities or operations of EAM. Although the EAM Trust Agreement provides Value Line with certain consent rights and contains certain restrictive covenants related to the activities of EAM, these are considered to be protective rights and therefore Value Line does not maintain control over EAM.

In addition, although EAM is expected to be profitable, there is a risk that it could operate at a loss. While all of the profit interest shareholders in EAM are subject to variability based on EAM's operations risk, Value Line's non-voting revenues interest in EAM is a preferred interest in the revenues of EAM, rather than a profits interest in EAM, and Value Line accordingly believes it is subject to proportionately less risk than other holders of the profits interests.

The Company has not provided any explicit or implicit financial or other support to EAM other than what was contractually agreed to in the EAM Trust Agreement. Value Line has no obligation to fund EAM in the future and, as a result, has no exposure to loss beyond its initial investment and any undistributed revenues and profits interests retained in EAM. The following table presents the total assets of EAM, the maximum exposure to loss due to involvement with EAM, as well as the value of the assets and liabilities the Company has recorded on its Consolidated Condensed Balance Sheets for its interest in EAM.

(\$ in thousands)	VIE Assets	Value Line Investment in EAM	Liabilities	Maximum Exposure
		Trust (1)		to Loss
As of January 31, 2019 (unaudited)	\$60,359	\$58,358	\$ -	\$ 58,358
As of April 30, 2018	\$60,203	\$58,233	\$ -	\$ 58,233

(1) Reported within Long-Term Assets on the Consolidated Condensed Balance Sheets.

### Note 4 - Supplementary Cash Flows Information:

#### *Reconciliation of Cash, Cash Equivalents, and Restricted Cash:*

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Consolidated Condensed Statement of Cash Flows that sum to the total of the same such amounts shown in the Consolidated Condensed Statement of Cash Flows.

(\$ in thousands)	Nine Months Ended January 31,	
	2019	2018
Cash and cash equivalents	\$4,364	\$4,218
Restricted cash	469	469
Total cash, cash equivalents, and restricted cash shown in the Consolidated Condensed Statement of Cash Flows	\$4,833	\$4,687

***Income Tax Payments:***

The Company made income tax payments as follows:

(\$ in thousands)	Nine Months Ended January 31,	
	2019	2018
State and local income tax payments	\$230	\$232
Federal income tax payments to the Parent	\$2,050	\$3,450

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

**Note 5 - Employees' Profit Sharing and Savings Plan:**

Substantially all employees of the Company and its subsidiaries are members of the Value Line, Inc. Profit Sharing and Savings Plan (the "Plan"). In general, this is a qualified, contributory plan which provides for a discretionary annual Company contribution which is determined by a formula based on the salaries of eligible employees and the amount of consolidated net operating income as defined in the Plan. For the nine months ended January 31, 2019 and January 31, 2018, the estimated profit sharing plan contributions, which are included as expenses in salaries and employee benefits in the Consolidated Condensed Statements of Income, were \$398,000 and \$345,000, respectively.

**Note 6 - Comprehensive Income:**

The FASB's ASC Comprehensive Income topic requires the reporting of comprehensive income in addition to net income from operations. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that otherwise would not be recognized in the calculation of net income.

As of January 31, 2019 and January 31, 2018, the Company held equity securities consisting primarily of ETFs with high relative dividend yields that are classified as securities available-for-sale on the Consolidated Condensed Balance Sheets. The change in valuation of these securities, net of deferred income taxes, has been recorded in accumulated other comprehensive income in the Company's Consolidated Condensed Balance Sheets.

The components of comprehensive income included in the Consolidated Condensed Statements of Income and Changes in Shareholders' Equity for the nine months ended January 31, 2019 are as follows:

(\$ in thousands)	Amount Before Tax	Tax Expense	Amount Net of Tax
Change in unrealized gains on securities	\$ 438	\$ (93 )	\$ 345
	\$ 438	\$ (93 )	\$ 345



The components of comprehensive income included in the Consolidated Condensed Statements of Income and Changes in Shareholders' Equity for the nine months ended January 31, 2018 are as follows:

(\$ in thousands)	Amount		Amount
	Before	Tax Expense	Net of Tax
	Tax		
Change in unrealized gains on securities	\$ 978	\$ (105 )	\$ 873
Less: Gains realized in net income	\$ (152 )	\$ 32	\$ (120 )
	\$ 826	\$ (73 )	\$ 753

#### **Note 7 - Related Party Transactions:**

##### ***Investment Management (overview):***

The Company has substantial non-voting revenues and non-voting profits interests in EAM, the asset manager to the Value Line Mutual Funds. Accordingly, the Company no longer reports this operation as a separate business segment, although it still maintains a significant interest in the cash flows generated by this business and will receive non-voting revenues and non-voting profits interests, as discussed below.

Total assets in the Value Line Funds managed and/or distributed by EAM at January 31, 2019, were \$2.68 billion, 2.5% above total assets of \$2.61 billion in the Value Line Funds managed and/or distributed by EAM at January 31, 2018.

The Company's non-voting revenues and non-voting profits interests in EAM entitle it to receive quarterly distributions in a range of 41% to 55% of EAM's revenues (excluding distribution revenues) from EAM's mutual fund and separate account business and 50% of the residual profits of EAM (subject to temporary increase in certain limited circumstances). The Voting Profits Interest Holders will receive the other 50% of residual profits of EAM. Distribution is not less than 90% of EAM's profits payable each fiscal quarter under the provisions of the EAM Trust Agreement. Value Line's percent share of EAM's revenues is calculated each fiscal quarter. The applicable recent non-voting revenues interest percentage for the third quarter of fiscal 2019 was 50.33%.

##### ***EAM Trust - VLI's non-voting revenues and non-voting profits interests:***

Edgar Filing: VALUE LINE INC - Form 10-Q

The Company holds non-voting revenues and non-voting profits interests in EAM which entitle the Company to receive from EAM an amount ranging from 41% to 55% of EAM's investment management fee revenues from its mutual fund and separate accounts business. EAM currently has no separately managed account fees. The Company recorded income from its non-voting revenues interest and its non-voting profits interests in EAM as follows:

	Three Months Ended January 31,		Nine Months Ended January 31,	
(\$ in thousands)	2019	2018	2019	2018
Non-voting revenues interest in EAM	\$1,997	\$2,057	\$6,060	\$6,074
Non-voting profits interest in EAM	213	227	805	583
	\$2,210	\$2,284	\$6,865	\$6,657

At January 31, 2019, the Company's investment in EAM includes a receivable of \$2,188,000 representing the quarterly distribution of the non-voting revenues share and non-voting profits share. That sum was subsequently paid.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019  
(Unaudited)**

***Transactions with Parent:***

During the nine months ended January 31, 2019 and January 31, 2018, the Company was reimbursed \$256,000 and \$242,000, respectively, for payments it made on behalf of and for services the Company provided to the Parent Company, Arnold Bernhard and Co., Inc. ("Parent"). There were no receivables from the Parent on the Consolidated Condensed Balance Sheets at January 31, 2019 and April 30, 2018.

The Company is a party to a tax-sharing arrangement with the Parent which allocates the tax liabilities of the two Companies between them. The Company made federal tax payments of \$2,050,000 and \$3,450,000 to the Parent during the nine months ended January 31, 2019 and January 31, 2018, respectively.

As of January 31, 2019, the Parent owned 89.23% of the outstanding shares of common stock of the Company.

**Note 8 - Federal, State and Local Income Taxes:**

In accordance with the requirements of the Income Tax Topic of the FASB's ASC, the Company's provision for income taxes includes the following:

	Three Months Ended January 31,		Nine Months Ended January 31,	
(\$ in thousands)	2019	2018	2019	2018
Current tax expense:				
Federal	\$513	\$222	\$2,118	\$2,681
State and local	173	55	333	303
Current tax expense	686	277	2,451	2,984
Deferred tax expense (benefit):				
Federal	429	(6,014)	434	(6,326)
State and local	197	70	(57 )	(79 )
Deferred tax expense (benefit):	626	(5,944)	377	(6,405)
Income tax provision	\$1,312	\$(5,667)	\$2,828	\$(3,421)

On December 22, 2017 H.R. 1, originally known as the Tax Cuts and Jobs Act, (the "Tax Act") was enacted. The Tax Act lowered the U.S. federal income tax rate ("Federal Tax Rate") from 35% to 21% effective January 1, 2018.

Accordingly, the Company computes Federal income tax expense for the nine months ended January 31, 2019 using the Federal Tax Rate of 21%, and computed its income tax expense for the nine months ended January 31, 2018 using a blended Federal Income tax rate of 30.33%. The 21% Federal Tax Rate applies to the full fiscal year ending April 30, 2019 and each year thereafter.

The overall effective income tax rates, as a percentage of pre-tax ordinary

income for the nine months ended January 31, 2019 and January 31, 2018 were 24.20% and (34.69%), respectively. The overall effective tax rate during the nine months ended January 31, 2019 is primarily a result of the reduced Federal Tax Rate and a decrease in the state and local allocation factors on the deferred tax related to the unrealized gain from the deconsolidation of EAM. As mentioned above, in fiscal 2018 the U.S. statutory federal corporate income tax rate was reduced from 35% to 21%, which resulted in a tax benefit of 65.87% of pre-tax income for the nine months ended January 31, 2018, primarily attributable to the effect on the long-term deferred tax liability. The

Company re-calculates its net deferred tax assets and liabilities using the Federal Tax Rate under the Tax Act and allocates it directly to both current and deferred income tax expenses from continuing operations. In addition, due to evolving state tax legislation, the Company's state and local effective income tax rate, net of Federal income tax benefit, increased from 1.27% of pretax income for the nine months ended January 31, 2018, to 3.45% of pretax income for the nine months ended January 31, 2019.

Deferred income taxes, a liability, are provided for temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. The

tax effect of temporary differences giving rise to the Company's long-term deferred tax liability are as follows:

	January 31, 2019	April 30, 2018
(\$ in thousands)		
Federal tax liability (benefit):		
Deferred gain on deconsolidation of EAM	\$10,667	\$10,658
Deferred non-cash post-employment compensation	(372 )	(372 )
Depreciation and amortization	135	119
Unrealized loss (gain) on securities held for sale	300	208
Deferred charges	(338 )	(331 )
Other	550	210
Total federal tax liability	10,942	10,492
State and local tax liabilities (benefits):		
Deferred gain on deconsolidation of EAM	1,052	1,299
Deferred non-cash post-employment compensation	(37 )	(45 )
Depreciation and amortization	13	15
Other	216	(47 )
Total state and local tax liabilities	1,244	1,222
Deferred tax liability, long-term	\$12,186	\$11,714

At the end of each interim reporting period, the Company estimates the effective income tax rate to apply for the full fiscal year.

The Company uses the effective income tax rate determined to provide

for income taxes on a year-to-date basis and reflects the tax effect of any tax law changes and certain other discrete events in the period in which they occur.



**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019**  
(Unaudited)

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory income tax rate to pretax income as a result of the following:

	Nine Months Ended January 31,	
	2019	2018
U.S. statutory federal tax rate	21.00%	30.33%
Increase (decrease) in tax rate from:		
Effect on deferred tax liabilities from federal tax rate reduction to 21%	-	-65.87%
State and local income taxes, net of federal income tax benefit	3.45%	1.27%
Effect of dividends received deductions	-0.25%	-0.47%
Domestic production tax credit	-	-0.13%
Other, net	-	0.18%
Effective income tax rate	24.20%	-34.69%

The Company believes that, as of January 31, 2019, there were no material uncertain tax positions that would require disclosure under GAAP.

The Company is included in the consolidated federal income tax return of the Parent, and files combined income tax returns with the Parent on a unitary basis in certain states. The Company has a tax sharing agreement which requires it to make tax payments to the Parent equal to the Company's liability/(benefit) as if it filed a separate return.

The Company's federal income tax returns (included in the Parent's consolidated returns) and state and city tax returns for fiscal years ended 2015 through 2018, are subject to examination by the tax authorities, generally for three years after they are filed with the tax authorities. The Company is presently engaged in a federal tax audit for the fiscal year ended April 30, 2015 and does not expect it to have a material effect on the financial statements.

#### **Note 9 - Property and Equipment:**

Property and equipment are carried at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets, or in the case of leasehold improvements, over the remaining terms of the leases. For income tax purposes, depreciation of furniture and equipment is computed using accelerated methods and buildings and leasehold improvements are depreciated over prescribed extended tax lives. Property and equipment, net, on the Consolidated Condensed Balance Sheets was comprised of the following:

	January 31, 2019	April 30, 2018
(\$ in thousands)		
Building and leasehold improvements	\$1,013	\$1,013
Furniture and equipment	4,037	4,031
	5,050	5,044
Accumulated depreciation and amortization	(3,853)	(3,673)
Total property and equipment, net	\$1,197	\$1,371

#### **Note 10 - Accounting for the Costs of Computer Software Developed for Internal Use:**

The Company has adopted the provisions of the Statement of Position 98-1 (SOP 98-1), "Accounting for the Costs of Computer Software Developed for Internal Use". SOP 98-1 requires companies to capitalize as long-lived assets many of the costs associated with developing or purchasing software for internal use and amortize those costs over the software's estimated useful life in a systematic and rational manner.

During the nine months ended January 31, 2019 the Company capitalized \$98,000 of third party programmers' costs related to the development of software for internal use. Such costs are capitalized and amortized over the expected useful life of the asset which is 3 to 5 years. Total amortization expenses during the nine months ended January 31, 2019 and January 31, 2018, were \$107,000 and \$610,000, respectively. The Company did not incur and did not capitalize expenditures related to the development of software for internal use during the nine months ended January 31, 2018.

**Note 11 - Treasury Stock and Repurchase Program:**

On October 19, 2018, the Company's Board of Directors approved a share repurchase program authorizing the repurchase of shares of the Company's common stock up to an aggregate purchase price of \$2,000,000. The repurchases may be made from time to time on the open market at prevailing market prices, in negotiated transactions off the market, in block purchases or otherwise. The repurchase program may be suspended or discontinued at any time at the Company's discretion and has no set expiration date.

**Value Line,  
Inc.  
Notes to  
Consolidated  
Condensed  
Financial  
Statements  
January 31,  
2019**  
(Unaudited)

Treasury stock, at cost, consists of the following:

<b>(in thousands except for shares and cost per share)</b>	<b>Shares</b>	<b>Total Average Cost Assigned</b>	<b>Average Cost per Share</b>	<b>Aggregate Purchase Price Remaining Under the Program</b>
Balance as of April 30, 2018 (1)	308,380	\$ 4,135	\$ 13.41	\$ 255
Purchases effected in open market during the quarters ended (2):				
July 31, 2018	2,286	46	20.26	209
October 31, 2018	-	-	-	-
January 31, 2019	13,438	285	21.20	1,715
Balance as of January 31, 2019 (2) (3)	324,104	\$ 4,466	\$ 13.78	\$ 1,715

(1) Includes 85,219 shares with a total average cost of \$1,036,000 that were acquired during the former repurchase program which was authorized in January 2011 and expired in January 2012; 18,400 shares were acquired prior to January 2011.

(2) Includes 207,047 shares with a total average cost of \$2,792,000 that were acquired during the \$3 million repurchase program which was authorized in September 2012 and expired in October 2018.

(3) On October 19, 2018, the Company's Board of Directors authorized the repurchases up to \$2,000,000 of shares of the Company's common stock of which 13,438 shares with a total average cost of \$285,000 were purchased through January 31, 2019.

**Note 12 - Lease Commitments:**

The total amount of the base rent payments is being charged to expense on the straight-line method over the term of the lease.

Future minimum payments, exclusive of potential increases in real estate taxes and operating cost escalations, under operating leases for office space, with remaining terms of one year or more, are as follows:

Fiscal Years Ended April 30,	(\$ in thousands)
2020	1,399
2021	1,432
2022	1,506
2023	1,596
2024 and thereafter	6,900
	\$ 12,833

For the nine months ended January 31, 2019 and 2018, rental expenses were \$955,000 and \$931,000, respectively.

**Note 13 - Copyright Fees:**

During the nine months ended January 31, 2019, copyright fees of \$5,319,000 were 12.2% above fiscal 2018. At January 31, 2019, total third party sponsored assets were \$4.9 billion, as compared to \$4.4 billion in assets at January 31, 2018.

**Note 14 - Restricted Cash and Deposits:**

Restricted Money Market Investment in the noncurrent assets on the Consolidated Condensed Balance Sheet at January 31, 2019, includes \$469,000, which represents cash invested in a bank money market fund securing a letter of credit ("LOC") in the amount of \$469,000 issued to the sublandlord as a security deposit for the Company's New York City leased corporate office facility.

**Note 15 - Concentration:**

During the nine months ended January 31, 2019, 19.6% of total publishing revenues of \$27,074,000 were derived from a single customer.

**Note 16 - Concentration of Credit Risk:**

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to

\$250,000. As of January 31, 2019 and January 31, 2018, the Company had \$2,650,000 and \$1,933,000, respectively, in excess of the FDIC insured limit.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

**Cautionary Statement Regarding Forward-Looking Information**

This report contains statements that are predictive in nature, depend upon or refer to future events or conditions (including certain projections and business trends) accompanied by such phrases as "believe", "estimate", "expect", "anticipate", "will", "intend" and other similar or negative expressions, that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995, as amended. Actual results for Value Line, Inc. ("Value Line" or "the Company") may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to the following:

- maintaining revenue from subscriptions for the Company's digital and print published products;
- changes in market and economic conditions, including global financial issues;
- protection of intellectual property rights;
- dependence on non-voting revenues and non-voting profits interests in EULAV Asset Management, a Delaware statutory trust ("EAM" or "EAM Trust"), which serves as the investment advisor to the Value Line Funds and engages in related distribution, marketing and administrative services;
- fluctuations in EAM's assets under management due to broadly based changes in the values of equity and debt securities, redemptions by investors and other factors, and the effect these changes may have on the valuation of EAM's intangible assets;
- generating future revenues or collection of receivables from significant customers;
- dependence on key personnel;
- competition in the fields of publishing, copyright and investment management;
- the impact of government regulation on the Company's and EAM's businesses;
- availability of free or low cost investment data through discount brokers or generally over the internet;
- terrorist attacks, cyber attacks and natural disasters;
- other risks and uncertainties, including but not limited to the risks described in Item 1A, "Risk Factors" of the Company's Annual Report on Form 10-K for the year ended April 30, 2018 and in Part II, Item 1A of this Quarterly Report on Form 10-Q for the period ended January 31, 2019; and other risks and uncertainties arising from time to time.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors which may involve external factors over which we may have no control or changes in our plans, strategies, objectives, expectations or intentions, which may happen at any time at our discretion, could also have material adverse effects on future results. Except as otherwise required to be disclosed in periodic reports required to be filed by public companies with the SEC pursuant to the SEC's rules, we have no duty to update these statements, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, current plans, anticipated actions, and future financial conditions and results may

differ from those expressed in any forward-looking information contained herein.

In this report, “Value Line,” “we,” “us,” “our” refers to Value Line, Inc. and “the Company” refers to Value Line and its subsidiaries unless the context otherwise requires.



## **Executive Summary of the Business**

The Company's core business is producing investment periodicals and their underlying research and making available certain Value Line copyrights, Value Line trademarks and Value Line Proprietary Ranking System results and other proprietary information, to third parties under written agreements for use in third-party managed and marketed investment products and for other purposes. Value Line markets under well-known brands including *Value Line*®, *the Value Line logo*®, *The Value Line Investment Survey*®, *Smart Research*, *Smarter Investing*™ and *The Most Trusted Name in Investment Research*®. The name "Value Line" as used to describe the Company, its products, and its subsidiaries, is a registered trademark of the Company. Effective December 23, 2010, EULAV Asset Management Trust ("EAM") was established to provide the investment management services to the Value Line Funds, institutional and individual accounts and provide distribution, marketing, and administrative services to the Value Line® Mutual Funds ("Value Line Funds"). The Company maintains a significant investment in EAM from which it receives payments in respect of its non-voting revenues and non-voting profits interests.

The Company's target audiences within the investment research field are individual investors, colleges, libraries, and investment management professionals. Individuals come to Value Line for complete research in one package. Institutional customers consist of corporations, financial professionals, colleges, and municipal libraries. Libraries and universities offer the Company's detailed research to their patrons and students. Investment management professionals use the research and historical information in their day-to-day businesses. The Company has a dedicated department that solicits institutional subscriptions.

Payments received for new and renewal subscriptions and the value of receivables for amounts billed to retail and institutional customers are recorded as unearned revenue until the order is fulfilled. As the orders are fulfilled, the Company recognizes revenue in equal installments over the life of the particular subscription. Accordingly, the subscription fees to be earned by fulfilling subscriptions after the date of a particular balance sheet are shown on that balance sheet as unearned revenue within current and long-term liabilities.

The investment periodicals and related publications (retail and institutional) and Value Line copyrights and Value Line Proprietary Ranking System results and other proprietary information consolidate into one segment called Publishing.

## **Asset Management and Mutual Fund Distribution Businesses**

The business of EAM is managed by its trustees each owning 20% of the voting profits interest in EAM and by its officers subject to the direction of the trustees. The Company's non-voting revenues and non-voting profits interests in EAM entitle it to receive a range of 41% to 55% of EAM's revenues (excluding distribution revenues) from EAM's

mutual fund and separate account business and 50% of the residual profits of EAM (subject to temporary increase in certain limited circumstances). The Voting Profits Interest Holders receive the other 50% of residual profits of EAM. Distribution is not less than 90% of EAM's profits payable each fiscal quarter under the provisions of the EAM Trust Agreement.

Pursuant to the EAM Declaration of Trust, the Company granted EAM the right to use the Value Line name for all existing Value Line Funds and agreed to supply the Value Line proprietary Ranking System information to EAM without charge or expense.

## Business Environment

The economic upturn, long an understated affair, took off during the spring and summer of 2018, with impressive back-to-back increases in the nation's gross domestic product of 4.2% and 3.4%, respectively. This mid-year strength, which was fueled largely by healthy contributions from consumer spending, private inventory investment, nonresidential fixed investment, and increased federal, state, and local government spending, decelerated somewhat down the home stretch last year. The economy's late-year advance was held in check by moderating strength in private inventory investment and consumer spending. A decline in residential fixed investment additionally held back fourth-quarter growth. All told, the closing-quarter rise in GDP was a modest, but respectable, 2.6%. We project for calendar 2019 overall growth of 2.4%.

On balance, we would expect this long-running upturn to be sustained into the close of this decade and through the first years of the upcoming 10-year cycle. Of course, few expansions go on without interruption, and this one figures to be no exception. So, although we do not see a recession evolving for another year or longer, given the absence of excesses on the demand or inflation fronts, there are risks to our forecast that should not be overlooked. Key among these on the domestic side would be the failure of needed fiscal initiatives to be passed by a House and Senate that are now in divided hands, or any miscalculation by the Federal Reserve. Globally, the risks would include the failure to hammer out a viable and sustainable trade deal with China or the unfolding of a more extensive business slowdown in Europe or Asia (including China) than we now envision.

Looking at the investment situation, it was a combination of these negative factors that brought about a downward correction in the stock market late last year. That selloff, which shook investor confidence for a brief spell, as several of the key equity indexes approached bear-market territory, has been reversed since then on hopes for a trade deal with China and expectations that the Federal Reserve, sensing a slower pace of economic growth at home, will seek to stabilize interest rates in the coming months.

## Results of Operations for the Three and Nine Months Ended January 31, 2019 and January 31, 2018

The following table illustrates the Company's key components of revenues and expenses.

(\$ in thousands, except earnings per share)	Three Months Ended			Nine Months Ended		
	January 31, 2019	2018	Change	2019	2018	Change
Income from operations	\$1,413	\$787	79.5 %	\$4,443	\$2,760	61.0 %

Edgar Filing: VALUE LINE INC - Form 10-Q

Non-voting revenues and non-voting profits interests from EAM Trust	2,210	2,284	-3.2	%	6,865	6,657	3.1	%
Income from operations plus non-voting revenues and non-voting profits interests from EAM Trust	\$3,623	\$3,071	18.0	%	\$11,308	\$9,417	20.1	%
Operating expenses	\$7,639	\$8,307	-8.0	%	\$22,631	\$24,237	-6.6	%
Income from securities transactions, net	\$140	\$258	-45.7	%	\$377	\$445	-15.3	%
Income before income taxes	\$3,763	\$3,329	13.0	%	\$11,685	\$9,862	18.5	%
Net income	\$2,451	\$8,996	-72.8	%	\$8,857	\$13,283	-33.3	%
Earnings per share	\$0.25	\$0.93	-73.1	%	\$0.91	\$1.37	-33.6	%

Income from operations of \$1,413,000 during the three months ended January 31, 2019 was 79.5% above income from operations of \$787,000 during the third quarter of fiscal 2018. Income from operations of \$4,443,000 during the nine months ended January 31, 2019 was 61.0% above income from operations of \$2,760,000 in the corresponding period of fiscal 2018. During the nine months ended January 31, 2019 there were 9,688,681 average common shares outstanding as compared to 9,705,347 average common shares outstanding during the nine months ended January 31, 2018. During the three and nine months ended January 31, 2019 operating expenses were kept under control and decreased \$668,000 and \$1,606,000, respectively, below those during the three and nine months ended January 31, 2018. During the three months ended January 31, 2019, the Company's net income of \$2,451,000, or \$0.25 per share, was \$6,545,000 or 72.8% below net income of \$8,996,000, or \$0.93 per share, for the three months ended January 31, 2018. During the nine months ended January 31, 2019, the Company's net income of \$8,857,000, or \$0.91 per share, was \$4,426,000 or 33.3% below net income of \$13,283,000, or \$1.37 per share, for the nine months ended January 31, 2018. The largest factor in the decrease in net income during the three and nine months ended January 31, 2019 compared to the prior fiscal year was the January 1, 2018 reduction in the U.S. statutory federal corporate income tax rate from 35% to 21% resulting in a one-time tax benefit of 65.87% of pre-tax income for the three and nine months ended January 31, 2018.

Total operating revenues

(\$ in thousands)	Three Months Ended			Nine Months Ended			
	January 31,			January 31,			
	2019	2018	Change	2019	2018	Change	
Investment periodicals and related publications:							
Print	\$3,304	\$3,479	-5.0 %	\$10,076	\$10,405	-3.2 %	
Digital	3,897	3,912	-0.4 %	11,679	11,852	-1.5 %	
Total investment periodicals and related publications	7,201	7,391	-2.6 %	21,755	22,257	-2.3 %	
Copyright fees	1,851	1,703	8.7 %	5,319	4,740	12.2 %	
Total publishing revenues	\$9,052	\$9,094	-0.5 %	\$27,074	\$26,997	0.3 %	

Within investment periodicals and related publications, subscription sales orders are derived from print and digital products. The following chart illustrates the changes in the sales orders associated with print and digital subscriptions.

Sources of subscription sales

	Three Months Ended January 31,				Nine Months Ended January 31,			
	2019		2018		2019		2018	
	Print	Digital	Print	Digital	Print	Digital	Print	Digital
New Sales	11.5 %	14.8 %	15.3 %	14.2 %	14.4 %	13.8 %	16.1 %	15.2 %
Conversion and Renewal Sales	88.5 %	85.2 %	84.7 %	85.8 %	85.6 %	86.2 %	83.9 %	84.8 %
Total Gross Sales	100.0%	100.0 %	100.0%	100.0 %	100.0%	100.0 %	100.0%	100.0 %

During the nine months ended January 31, 2019 conversion and renewal sales of print and digital publications increased as a percent of the total gross print and digital sales versus the prior fiscal year partly as a result of a successful Advance Renewal campaign executed in November 2018 which brought in 1,130 orders and generated \$727,000 in gross sales.

(\$ in thousands)	As of January	As of April	As of January	Change	
	31,	30,	31,	Jan-19	Jan-19
	2019	2018	2018	vs.	vs.
				Apr-18	Jan-18
Unearned subscription revenue (current and long term liabilities)	\$ 23,899	\$ 25,525	\$ 24,112	-6.4%	-0.9 %

Unearned subscription revenue as of January 31, 2019 is less than 1% below January 31, 2018 and is 6.4% below April 30, 2018. The decline from April 30, 2018, reflects both the timing of advertising for order generation and the fact that April 30<sup>th</sup> is the usual annual peak. A certain amount of variation is to be expected due to the volume of new orders and timing of renewal orders, direct mail campaigns and large Institutional Sales orders.

#### Investment periodicals and related publications revenues

Investment periodicals and related publications revenues of \$21,755,000 decreased 2.3%, during the nine months ended January 31, 2019, as compared to the prior fiscal year. The Company continued activity to attract new subscribers through various marketing channels, primarily direct mail, e-mail, and by the efforts of our sales personnel. Total product line circulation at January 31, 2019 was 1.1% below total product line circulation at January 31, 2018.

Total print circulation at January 31, 2019 was comparable to the total print circulation at January 31, 2018. Print publication revenues of \$10,076,000 decreased 3.2% during the nine months ended January 31, 2019 as compared to the prior fiscal year. Total digital circulation at January 31, 2019 was 1.6% below total digital circulation at January 31, 2018 and digital publications revenues of \$11,679,000 during the nine months ended January 31, 2019 were 1.5% below the prior fiscal year, as higher-priced subscriptions were generally retained.

The Value Line proprietary Ranking System results (the "Ranking System"), a component of the Company's flagship product, *The Value Line Investment Survey*, is also utilized in the Company's copyright business. The Ranking System is made available to EAM for specific uses without charge. For the six month period ended January 31, 2019, the combined Ranking System "Rank 1 & 2" stocks' decrease of 9.8% compared to the Russell 2000 index's decrease of 10.3% during the comparable period.

Value Line serves primarily individual and professional investors in stocks, who pay generally on annual subscription plans, for basic services or as much as \$100,000 or more annually for comprehensive premium quality research, not obtainable elsewhere. The ongoing goal of adding new subscribers has led us to experiment with varying terms for our

reliable, proprietary research including periods of intensive promotion of “starter” services and publications.

Copyright fees

During the three and nine months ended January 31, 2019, copyright fees of \$1,851,000 and \$5,319,000 were 8.7% and 12.2%, respectively, above those during the corresponding periods in the prior fiscal year. At January 31, 2019, total third party sponsored assets were \$4.9 billion, as compared to \$4.4 billion in assets at January 31, 2018. The largest of the individual ETFs active under Value Line’s copyright program has again earned a five star Morningstar rating for five and ten year periods.

Investment management fees and services – (unconsolidated)

The Company has substantial non-voting revenues and non-voting profits interests in EAM, the asset manager to the Value Line Mutual Funds. Accordingly, the Company does not report this operation as a separate business segment, although it maintains a significant interest in the cash flows generated by this business and will receive ongoing payments in respect of its non-voting revenues and non-voting profits interests.

Total assets in the Value Line Funds managed and/or distributed by EAM at January 31, 2019, were \$2.68 billion, which is \$70 million, or 2.5%, above total assets of \$2.61 billion in the Value Line Funds managed and/or distributed by EAM at January 31, 2018. The increase reflects successful investment selection capturing market appreciation, offset by net redemptions in seven of the eleven Value Line Funds over the twelve month period ended January 31, 2019.

Shares of Value Line Strategic Asset Management Trust (“SAM”) and Value Line Centurion Fund (“Centurion”) are within certain variable annuity and variable life insurance contracts issued by The Guardian Insurance & Annuity Company, Inc. (“GIAC”); new contracts of this type are no longer sold.

Value Line Mutual Funds

(\$ in millions)	As of January 31,			Change	
	2019	2018			
Variable annuity assets ("GIAC")	\$380	\$418	-9.1	%	
All other open end equity and hybrid fund assets	2,191	2,078	5.4	%	
Total equity and hybrid funds	2,571	2,496	3.0	%	
Fixed income funds	107	116	-7.8	%	
Total EAM managed net assets	\$2,678	\$2,612	2.5	%	

The Value Line Fund shareholders are provided a money market fund investment managed by Federated Government Obligations Fund.

As of January 31, 2019, all six Value Line equity and hybrid mutual funds, excluding SAM and Centurion, held an overall four or five star rating by Morningstar, Inc.



Several of the Value Line Funds have received national recognition. The Value Line Asset Allocation Fund had the best performance for 2018 of any allocation fund in Morningstar's allocation categories. The Value Line Mid-Cap Focused Fund, the Value Line Small Cap Opportunities Fund and the Value Line Capital Appreciation Fund have been named "Category Kings" in *The Wall Street Journal* in multiple months in calendar 2017 and 2018.

*EAM Trust - Results of operations before distribution to interest holders*

The overall results of EAM's investment management operations during the nine months ended January 31, 2019, before interest holder distributions, included total investment management fees earned from the Value Line Funds of \$12,277,000, 12b-1 fees and other fees of \$5,056,000 and other income of \$153,000. For the same period, total investment management fee waivers were \$329,000 and 12b-1 fee waivers for three Value Line Funds were \$483,000. During the nine months ended January 31, 2019, EAM's net income was \$1,610,000 after giving effect to Value Line's non-voting revenues interest of \$6,060,000, but before distributions to voting profits interest holders and to the Company in respect of its 50% non-voting profits interest.

The overall results of EAM's investment management operations during the nine months ended January 31, 2018, before interest holder distributions, included total investment management fees earned from the Value Line Funds of \$12,096,000, 12b-1 fees and other fees of \$4,844,000 and other income of \$156,000. For the same period, total investment management fee waivers were \$392,000 and 12b-1 fee waivers for three Value Line Funds were \$583,000. During the nine months ended January 31, 2018, EAM's net income was \$1,166,000 after giving effect to Value Line's non-voting revenues interest of \$6,074,000, but before distributions to voting profits interest holders and to the Company in respect of its 50% non-voting profits interest.

As of January 31, 2019, three of the Value Line Funds have all or a portion of the 12b-1 fees being waived, and two funds have investment management fee waivers in place. Although, under the terms of the EAM Declaration of Trust, the Company does not receive or share in the revenues from 12b-1 distribution fees, the Company could benefit from the fee waivers to the extent that the resulting reduction of expense ratios and enhancement of the performance of the Value Line Funds attract new assets.

The Value Line equity and hybrid funds assets represent 81.8%, variable annuity funds issued by GIAC represent 14.2%, and fixed income fund assets represent 4.0%, respectively, of total fund assets under management (“AUM”) as of January 31, 2019. At January 31, 2019, equity, hybrid and GIAC variable annuities AUM increased by 3.0% and fixed income AUM decreased by 7.8% as compared to the prior fiscal year.

*EAM - The Company’s non-voting revenues and non-voting profits interests*

The Company holds non-voting revenues and non-voting profits interests in EAM which entitle the Company to receive from EAM an amount ranging from 41% to 55% of EAM’s investment management fee revenues from its mutual fund and separate accounts business, and 50% of EAM’s net profits, not less than 90% of which is distributed in cash every fiscal quarter. The applicable recent non-voting revenues interest percentage for the third quarter of fiscal 2019 was 50.33%.

The Company recorded income from its non-voting revenues interest and its non-voting profits interest in EAM as follows:

(\$ in thousands)	Three Months Ended			Nine Months Ended		
	January 31, 2019	2018	Change	January 31, 2019	2018	Change
Non-voting revenues interest	\$ 1,997	\$ 2,057	-2.9 %	\$ 6,060	\$ 6,074	-0.2 %
Non-voting profits interest	213	227	-6.2 %	805	583	38.1 %
	\$ 2,210	\$ 2,284	-3.2 %	\$ 6,865	\$ 6,657	3.1 %

*Operating expenses*

Three Months Ended	Nine Months Ended
January 31,	January 31,

Edgar Filing: VALUE LINE INC - Form 10-Q

(\$ in thousands)	2019	2018	Change	2019	2018	Change
Advertising and promotion	\$893	\$1,096	-18.5 %	\$2,455	\$2,718	-9.7 %
Salaries and employee benefits	4,417	4,739	-6.8 %	13,164	13,813	-4.7 %
Production and distribution	1,226	1,524	-19.6 %	3,809	4,322	-11.9 %
Office and administration	1,103	948	16.4 %	3,203	3,384	-5.3 %
Total expenses	\$7,639	\$8,307	-8.0 %	\$22,631	\$24,237	-6.6 %

Expenses within the Company are categorized into advertising and promotion, salaries and employee benefits, production and distribution, office and administration.

Operating expenses of \$7,639,000 and \$22,631,000, respectively, during the three and nine months ended January 31, 2019 were 8.0% and 6.6%, respectively, below those during the three and nine months ended January 31, 2018. The major decreases were in advertising expenses, salaries and employee benefits and amortization of internally developed software during the three and nine months ended January 31, 2019.

Advertising and promotion

During the three and nine months ended January 31, 2019, advertising and promotion expenses of \$893,000 and \$2,455,000, respectively, decreased 18.5% and 9.7%, respectively, as compared to the prior fiscal year. During the nine months ended January 31, 2019 a decrease in direct mail expenses was partially offset by an increase in media marketing expenses and institutional sales promotion.

Salaries and employee benefits

During the three and nine months ended January 31, 2019 salaries and employee benefits of \$4,417,000 and \$13,164,000, respectively decreased 6.8% and 4.7%, respectively, below the prior fiscal year primarily due to decreases in salaries and employee benefits in the Information Technology department (“IT”), reflecting completion of certain initiatives.

Production and distribution

During the three and nine months ended January 31, 2019 production and distribution expenses of \$1,226,000 and \$3,809,000, respectively, decreased 19.6% and 11.9%, respectively, below the prior fiscal year. During the nine months ended January 31, 2019 a decrease of \$503,000 was attributable to a decline in amortization of internally developed software costs related to digital security and publication production software.

Office and administration

During the nine months ended January 31, 2019 office and administrative expenses of \$3,203,000 decreased 5.3% below the prior fiscal year. The decrease during the nine months ended January 31, 2019 was primarily a result of a decline in professional fees and moving expenses related to the NYC office location in the prior fiscal year.

Income from Securities Transactions, net

During the nine months ended January 31, 2019 and January 31, 2018, the Company's income from securities transactions, net, primarily derived from dividend and interest income, was \$377,000 and \$445,000, respectively. Proceeds from maturities and sales of government debt securities classified as available-for-sale during the nine months ended January 31, 2019 and January 31, 2018, were \$4,638,000 and \$1,634,000, respectively. There were no sales, or gains or losses from sales of equity securities during the nine months ended January 31, 2019 or January 31, 2018. Proceeds from equity securities classified as available-for-sale were \$152,000 during the nine months ended January 31, 2018. In fiscal 2018 income from securities transactions, net, included capital gain distribution from ETFs of \$152,000. There was no capital gain distribution from ETFs in fiscal 2019.

Concentration

During the nine months ended January 31, 2019, 19.6% of total publishing revenues of \$27,074,000 were derived from a single customer.

Effective income tax rate

The overall effective income tax rates, as a percentage of pre-tax ordinary income for the nine months ended January 31, 2019 and January 31, 2018 were 24.20% and (34.69%), respectively. The overall effective tax rate during the nine months ended January 31, 2019 is primarily a result of the reduced Federal Tax Rate and a decrease in the state and local allocation factors on the deferred tax related to the unrealized gain from the deconsolidation of EAM. As mentioned above, in fiscal 2018 the U.S. statutory federal corporate income tax rate was reduced from 35% to 21%, which resulted in a tax benefit of 65.87% of pre-tax income for the nine months ended January 31, 2018, primarily attributable to the effect on the long-term deferred tax liability. The Company re-calculates its net deferred tax assets and liabilities using the Federal Tax Rate under the Tax Act and allocates it directly to both current and deferred income tax expenses from continuing operations. In addition, due to evolving state tax legislation, the Company's state and local effective income tax rate, net of Federal income tax benefit, increased from 1.27% of pretax income for the nine months ended January 31, 2018, to 3.45% of pretax income for the nine months ended January 31, 2019.

The Company's annualized overall effective tax rate fluctuates due to a number of factors, in addition to the new tax law, including but not limited to an increase or decrease in the ratio of items that do not have tax consequences to pre-tax income, the Company's geographic profit mix between tax jurisdictions, taxation method adopted by each locality, new interpretations of existing tax laws and rulings and settlements with tax authorities.

## **Liquidity and Capital Resources**

The Company had working capital, defined as current assets less current liabilities, of \$4,707,000 as of January 31, 2019 and working capital of \$1,690,000 as of April 30, 2018. These amounts include short term unearned revenue of \$18,887,000 and \$19,717,000 reflected in total current liabilities at January 31, 2019 and April 30, 2018, respectively. Cash and short term securities were \$23,633,000 and \$23,785,000 as of January 31, 2019 and April 30, 2018, respectively.

The Company's cash and cash equivalents include \$3,304,000 and \$4,982,000 at January 31, 2019 and April 30, 2018, respectively, invested primarily in Money Market Funds at brokers, which operate under Rule 2a-7 of the 1940 Securities and Exchange Act and invest primarily in short term U.S. government securities.

### *Cash from operating activities*

The Company had cash inflows from operating activities of \$5,447,000 during the nine months ended January 31, 2019 compared to cash inflows from operations of \$4,425,000 during the nine months ended January 31, 2018. The increase in cash inflows from fiscal 2018 to fiscal 2019 was primarily attributable to the timing of payments for federal, state and local income taxes, partially offset by the timing of accounts payable and accrued expenses.

### *Cash from investing activities*

The Company's cash outflows attributable to investing activities of \$1,170,000 during the nine months ended January 31, 2019, compared to cash outflows attributable to investing activities of \$1,330,000 during the nine months ended January 31, 2018. During fiscal 2019, the Company continued to invest in fixed income securities. During the nine months ended January 31, 2019, the Company invested \$5,624,000 in fixed income securities and received \$4,638,000 of proceeds from maturities of fixed income securities and invested \$105,000 in property and equipment and capitalized software as compared to \$2,636,000 invested in fixed income securities with \$1,634,000 of proceeds

received from maturities of fixed income securities and \$398,000 invested in property and equipment and capitalized software in fiscal 2018. In fiscal 2018 cash flow from investing activities included proceeds from capital gain distributions from ETFs of \$152,000. There were no capital gain distributions from ETFs in fiscal 2019.

*Cash from financing activities*

During the nine months ended January 31, 2019, the Company's cash outflows attributable to financing activities were \$5,854,000 and compared to cash outflows attributable to financing activities of \$5,434,000 during the nine months ended January 31, 2018.

On October 19, 2018, the Company's Board of Directors authorized the repurchase of shares of the Company's common stock, at such times and prices as management determined to be advisable, up to an aggregate purchase price of \$2,000,000.

During fiscal years 2019 and 2018 cash outflows from financing activities included \$331,000 and \$191,000, respectively, for the repurchase of 15,724 and 11,150 shares of the Company's common stock under the September 19, 2012 and October 19, 2018 board approved common stock repurchase programs. Quarterly dividend payments of \$0.19 per share during the nine months ended January 31, 2019 aggregated \$5,523,000 as compared to \$5,243,000 aggregated quarterly dividend payments of \$0.18 per share during the nine months ended January 31, 2018.

On January 18, 2019, the Board of Directors of Value Line declared a quarterly dividend of \$0.19 per share. At January 31, 2019 there were 9,675,896 common shares outstanding as compared to 9,700,515 common shares outstanding at January 31, 2018. The Company expects financing activities to continue to include use of cash for dividend payments and common share repurchases for the foreseeable future.

Management believes that the Company's cash and other liquid asset resources used in its business together with the future cash flows from operations and from the Company's non-voting revenues and non-voting profits interests in EAM will be sufficient to finance current and forecasted liquidity needs for the next twelve months. Management does not anticipate making any borrowings during the next twelve months. As of January 31, 2019, retained earnings and liquid assets were \$48,238,000 and \$23,633,000, respectively.

### **Seasonality**

Our publishing revenues are comprised of subscriptions which are generally annual subscriptions, paid in advance. Our cash flows from operating activities are minimally seasonal in nature, primarily due to the timing of customer payments made for orders and subscription renewals.

### **Off-balance sheet arrangements**

We are not a party to any off-balance sheet arrangements, other than operating leases entered into in the ordinary course of business.

### **Recent Accounting Pronouncements**

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). The core principle of Topic 842 requires that a lessee should recognize the assets and liabilities on the balance sheet and disclose key information about leasing arrangements. The amendments in ASU 2016-2 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The guidance is required to be adopted at the earliest period presented using a modified retrospective approach. The adoption of ASU 2016-02 will not have a material impact on our consolidated condensed financial statements and related disclosures.



In August 2016, the FASB issued Accounting Standards Update No. 2016-15, Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force) (“ASU 2016-15”). The amendments in ASU 2016-15 address eight specific cash flow issues and apply to all entities that are required to present a statement of cash flows under ASC Topic 230, Statement of Cash Flows. The amendments in ASU 2016-15 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company has adopted ASU 2016-15 in the first quarter of fiscal 2019. As a result, it has reclassified, within the Consolidated Condensed Statement of Cash Flows, \$6.9 million and \$6.7 million, for the nine months ended January 31, 2019 and January 31, 2018, respectively, of EAM non-voting revenues interest and profits interest, from operating activities to investing activities.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)”, which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. In addition, ASU No. 2014-09 requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. ASU No. 2014-09 supersedes most existing U.S. GAAP revenue recognition principles, and it permits the use of either the retrospective or cumulative effect transition method. ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual periods. The Company has adopted ASU No. 2014-09 in the first quarter of fiscal 2019, which does not have a material impact on the Company's consolidated condensed financial statements and related disclosures.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)". This ASU requires that the reconciliation of the beginning-of-period and end-of-period amounts shown in the statement of cash flows include cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. ASU No. 2016-18 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual periods. The Company has adopted ASU No. 2016-18 in the first quarter of fiscal 2019, which does not have a material impact on the Company's consolidated condensed financial statements and related disclosures.

On June 21, 2018, the United States Supreme Court reversed the 1992 ruling in *Quill*, which protected firms mailing items by common carrier into a state where it had no physical presence from having to collect sales tax in such state. The Company is complying with pertinent state laws and is continuing to evaluate the impact of the 2018 ruling (*South Dakota vs. Wayfair*) on its operations.

### **Critical Accounting Estimates and Policies**

The Company prepares its Consolidated Condensed Financial Statements in accordance with generally accepted accounting principles as in effect in the United States (U.S. "GAAP"). The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent, and the Company evaluates its estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies reflect the significant judgments and estimates used in the preparation of its Consolidated Condensed Financial Statements.

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

#### **Market Risk Disclosures**

The Company's Consolidated Condensed Balance Sheet includes a substantial amount of assets the fair values of which are subject to market risks. The Company's market risks are primarily associated with interest rates and equity price risk. The following sections address the significant market risks associated with the Company's investment activities.

## Interest Rate Risk

The Company's strategy has been to acquire debt securities with low credit risk. Despite this strategy management recognizes and accepts the possibility that losses may occur. To limit the price fluctuation in these securities from interest rate changes, the Company's management invests primarily in short-term obligations maturing within one year.

The fair values of the Company's fixed maturity investments will fluctuate in response to changes in market interest rates. Increases and decreases in prevailing interest rates generally translate into decreases and increases in fair values of those instruments. Additionally, fair values of interest rate sensitive instruments may be affected by prepayment options, relative values of alternative investments, and other general market conditions.

Fixed income securities consist of certificates of deposits and securities issued by federal, state and local governments within the United States. As of January 31, 2019 and April 30, 2018 the aggregate cost of fixed income securities classified as available-for-sale were \$9,455,000 and \$8,468,000, respectively, and fair value was \$9,486,000 and \$8,465,000, respectively.

The following table summarizes the estimated effects of hypothetical increases and decreases in interest rates on assets that are subject to interest rate risk. It is assumed that the changes occur immediately and uniformly to each category of instrument containing interest rate risks. The hypothetical changes in market interest rates do not reflect what could be deemed best or worst case scenarios. Variations in market interest rates could produce significant changes in the timing of repayments due to prepayment options available. For these reasons, actual results might differ from those reflected in the table.

#### Fixed Income Securities

Estimated Fair Value after  
Hypothetical Change in Interest Rates  
(in thousands)

(bp = basis points)

		6 mos.	6 mos.	1 yr.	1 yr.
	Fair Value	50bp increase	50bp decrease	100bp increase	100bp decrease
As of January 31, 2019					
Investments in securities with fixed maturities	\$9,486	\$9,599	\$9,611	\$9,769	\$9,699
As of April 30, 2018					
Investments in securities with fixed maturities	\$8,465	\$8,668	\$8,628	\$8,688	\$8,608

Management regularly monitors the maturity structure of the Company's investments in debt securities in order to maintain an acceptable price risk associated with changes in interest rates.

#### Equity Price Risk

The carrying values of investments subject to equity price risks are based on quoted market prices as of the balance sheet dates. Market prices are subject to fluctuation and, consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the issuer, the relative price of alternative investments and general market conditions. Furthermore, amounts realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

The Company's equity investment strategy has been to acquire equity securities across a diverse industry group. The portfolio consists primarily of ETFs and select common stock holdings of blue chip companies with a concentration on large capitalization companies with high relative dividend yields. In order to maintain liquidity in these securities, the Company's policy has been to invest in and hold in its portfolio, no more than 5% of the approximate average daily trading volume in any one issue. Additionally, the Company may purchase and hold non-leveraged ETFs whose performance inversely corresponds to the market value changes of investments in other ETF securities held in the equity portfolio for dividend yield.

As of January 31, 2019 and April 30, 2018, the aggregate cost of the equity securities classified as available-for-sale, which consist of investments in the SPDR Series Trust S&P Dividend ETF (SDY), First Trust Value Line Dividend Index ETF (FVD), INVESCO Financial Preferred ETF (PGF), Select Utilities Select Sector SPDR ETF (XLU), First Trust Value Line 100 ETF (FVL) and Proshares Trust S&P 500 Dividend Aristocrats ETF (NOBL) was \$8,385,000 and the fair value was \$9,783,000 and \$9,379,000, respectively.

Equity Securities			Estimated Fair	Hypothetical Increase (Decrease) in Shareholders' Equity	Percentage Increase (Decrease) in Shareholders' Equity	
(\$ in thousands)		Fair Value	Hypothetical Price Change	Value after Hypothetical Change in Prices		
As of January 31, 2019	Equity Securities and ETFs held for dividend yield	\$9,783	30% increase	\$ 12,718	4.94	%
			30% decrease	\$ 6,848	-4.94	%

Equity Securities			Estimated Fair	Hypothetical Increase (Decrease) in Shareholders' Equity	Percentage Increase (Decrease) in Shareholders' Equity	
(\$ in thousands)		Fair Value	Hypothetical Price Change	Value after Hypothetical Change in Prices		
As of April 30, 2018	Equity Securities and ETFs held for dividend yield	\$9,379	30% increase	\$ 12,193	5.11	%
			30% decrease	\$ 6,565	-5.11	%

#### Item 4. CONTROLS AND PROCEDURES

(a) The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports filed with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and

communicated to the Company's management, including its Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

The Company's management has evaluated, with the participation of the Company's Principal Executive Officer and Principal Financial Officer, the effectiveness of the Company's disclosure controls and procedures, (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) The registrant's Principal Executive Officer and Principal Financial Officer have determined that there have been no changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A – Risk Factors in the Company’s Annual Report on Form 10-K for the year ended April 30, 2018 filed with the SEC on July 26, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Purchases of Equity Securities by the Company

The following table provides information with respect to all repurchases of common stock made by or on behalf of the Company during the fiscal quarter ended January 31, 2019. All purchases listed below were made in the open market at prevailing market prices.

ISSUER PURCHASES OF EQUITY SECURITIES			
(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of	(d) Maximum Number Approximate Dollar Value) of Shares (or



Edgar Filing: VALUE LINE INC - Form 10-Q

			Publicly Announced	Units) that May Yet Be
			Plans or Programs	Purchased Under the
				Plans or Programs
November 1 - 30, 2018	-	\$ -	-	\$ 2,000,000
December 1 - 31, 2018	1,766	21.92	1,766	1,961,000
January 1 - 31, 2019	11,672	21.09	11,672	1,715,000
Total	13,438	\$ 21.20	13,438	\$ 1,715,000

All shares were repurchased pursuant to authorization of the Board of Directors. On October 19, 2018, the Company's Board of Directors authorized the repurchase of shares of the Company's common stock, at such times and prices as management determined to be advisable, up to an aggregate purchase price of \$2,000,000.

Item 5. Other Information

None.

Item 6. Exhibits

31.1 Certificate of Principal Executive Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certificate of Principal Financial Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Joint Principal Executive Officer/Principal Financial Officer Certificate Required Under Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

VALUE LINE, INC.

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.

Value Line, Inc.

(Registrant)

By: /s/ Howard A. Brecher  
Howard A. Brecher  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Stephen R. Anastasio  
Stephen R. Anastasio  
Vice President & Treasurer  
(Principal Financial Officer)

Date: March 13, 2019

34