# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

# **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 2, 2023

# **CAVCO INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-08822 (Commission File Number)

56-2405642 (IRS Employer Identification No.)

3636 North Central Avenue, Suite 1200 Phoenix Arizona 85012 (Address of principal executive offices, including zip code) Registrant's telephone number, including area code: (602) 256-6263

Not applicable (Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- □ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- □ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- □ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01	CVCO	The Nasdaq Stock Market LLC
		(Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company  $\Box$ 

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.  $\Box$ 

# Item 2.02. Results of Operations and Financial Condition

On February 2, 2023, Cavco Industries, Inc., a Delaware corporation (the "Company"), announced financial results for its fiscal third quarter ended December 31, 2022. A copy of the Company's press release announcing these financial results is attached as Exhibit 99.1 hereto and incorporated in this Item 2.02 by reference.

## Item 9.01. Financial Statements and Exhibits

<u>Exhibit</u>	
<u>Number</u>	<b>Description</b>
<u>99.1</u>	Press Release dated February 2, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

### 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 hereunto duly authorized.

CAVCO INDUSTRIES, INC.

By:

/s/ Allison K. Aden Allison K. Aden Executive Vice President, Chief Financial Officer & Treasurer

Date: February 2, 2023

## EXHIBIT INDEX

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For additional information, contact:

Mark Fusler Corporate Controller and Investor Relations investor relations@cavco.com

Phone: 602-256-6263 On the Internet: www.cavcoindustries.com

### FOR IMMEDIATE RELEASE

# CAVCO INDUSTRIES REPORTS FISCAL 2023 THIRD QUARTER RESULTS AND PROVIDES BUSINESS UPDATES

PHOENIX, February 2, 2023 (GLOBE NEWSWIRE) – Cavco Industries, Inc. (Nasdaq: CVCO) ("we," "our," the "Company" or "Cavco") today announced financial results for the third fiscal quarter ended December 31, 2022 and provided updates on other business items.

# Third Quarter Highlights

- Net revenue increased to \$501 million, or 16.0%, compared to \$432 million in the third quarter of the prior year.
- Income before income taxes increased to \$76 million, or 29%, compared to \$59 million in the prior year period.
- Gross profit as a percentage of Net revenue was 26.4%, with Factory-built housing gross profit as a percentage of Net revenue at 25.5%.
- Net income per diluted share attributable to Cavco common stockholders totaled \$6.66 compared to \$8.57 in the prior year quarter. The prior year period includes a \$3.23 per share favorable benefit from energy efficient home tax credits, which included catch up credits for homes sold between 2018 through 2021.
- Backlogs were \$427 million at the end of the quarter, down \$224 million sequentially from three months prior.
- Stock repurchases were \$34 million, with \$73 million repurchased fiscal year to date.
- Operations commenced at our manufacturing facility in Hamlet, North Carolina.

Commenting on the quarter, President and Chief Executive Officer Bill Boor said, "Our team continues to deliver outstanding performance despite rising interest rates, high inflation and uncertainty in the general economy. The market has clearly shifted over the past few quarters, but our manufacturing and retail operators are doing what they do best — staying nimble, keeping costs as variable as possible to tightly manage margins and maintaining strong teams ready for the inevitable return to an under-supplied market."

He continued, "Our balance sheet remains strong with over \$280 million in cash after the acquisition of Solitaire Homes, which closed subsequent to quarter end on January 3<sup>rd</sup>. We remain focused on providing quality affordable homes, and we are well positioned to continue growing and helping more families achieve the dream of home ownership."

# Financial Results

	_	Three Mor	nths				
(\$ in thousands, except revenue per home sold) <b>Net revenue</b>	De	ecember 31, 2022		January 1, 2022		Change	
Factory-built housing	\$	481,193	\$	413,590	\$	67,603	16.3 %
Financial services	φ	19,410	φ	18,124	φ	1,286	7.1 %
	\$	500,603	\$	431,714	\$	68,889	16.0 %
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Factory-built modules sold		7,544		7,645		(101)	(1.3)%
Factory-built homes sold (consisting of one or more modules)		4,442		4,424		18	0.4 %
Net factory-built housing revenue per home sold	\$	108,328	\$	93,488	\$	14,840	15.9 %
		Nine Mon	ths	Ended			
(\$ in thousands, except revenue per home sold)	De	ecember 31, 2022		January 1, 2022		Change	
Net revenue	Φ.	4 0 4 0 0 0 0	•	4 007 007	•		
Factory-built housing	\$	1,613,392	\$	1,067,967	\$	545,425	51.1 %
Financial services	•	52,941	•	53,712	•	(771)	(1.4)%
	\$	1,666,333	\$	1,121,679	\$	544,654	48.6 %
Factory-built modules sold		25,649		20,219		5,430	26.9 %
Factory-built homes sold (consisting of one or more modules)		14,899		11,721		3,178	27.1 %
Net factory-built housing revenue per home sold	\$	108,289	\$	91,116	\$	17,173	18.8 %

• In the factory-built housing segment, the increase in Net revenue for both the three and nine months was due to higher home sales volume and higher home selling prices.

• Financial services segment Net revenue increased for the three months from more insurance policies in force in the current period. For the nine months, Net revenue decreased modestly related to the market performance of the equity securities in the insurance subsidiary's portfolio during the current period and lower interest income earned on the acquired consumer loan portfolios that continue to amortize as expected. These items were partially offset by more insurance policies in force in the current year compared to the prior year.

		Three Mor	nths	Ended		
(\$ in thousands)	De	ecember 31, 2022		January 1, 2022	 Char	ige
Gross Profit						
Factory-built housing	\$	122,923	\$	104,119	\$ 18,804	18.1 %
Financial services		9,045		11,089	(2,044)	(18.4)%
	\$	131,968	\$	115,208	\$ 16,760	14.5 %
Gross profit as % of Net revenue						
Consolidated		26.4 %		26.7 %	N/A	(0.3)%
Factory-built housing		25.5 %		25.2 %	N/A	0.3 %
Financial services		46.6 %		61.2 %	N/A	(14.6)%
Selling, general and administrative expenses						
Factory-built housing	\$	54,127	\$	55,735	\$ (1,608)	(2.9)%
Financial services		4,777		4,587	 190	4.1 %
	\$	58,904	\$	60,322	\$ (1,418)	(2.4)%
Income from Operations						
Factory-built housing	\$	68,796	\$	48,384	\$ 20,412	42.2 %
Financial services		4,268		6,502	(2,234)	(34.4)%
	\$	73,064	\$	54,886	\$ 18,178	33.1 %

		Nine Mon	ths	Ended		
(\$ in thousands)	De	ecember 31, 2022		January 1, 2022	Char	ige
Gross Profit						-
Factory-built housing	\$	412,174	\$	252,691	\$ 159,483	63.1 %
Financial services		22,117		26,458	(4,341)	(16.4)%
	\$	434,291	\$	279,149	\$ 155,142	55.6 %
Gross profit as % of Net revenue						
Consolidated		26.1 %		24.9 %	N/A	1.2 %
Factory-built housing		25.5 %		23.7 %	N/A	1.8 %
Financial services		41.8 %		49.3 %	N/A	(7.5)%
Selling, general and administrative expenses						
Factory-built housing	\$	176,690	\$	131,579	\$ 45,111	34.3 %
Financial services		15,244		14,947	297	2.0 %
	\$	191,934	\$	146,526	\$ 45,408	31.0 %
Income from Operations						
Factory-built housing	\$	235,484	\$	121,112	\$ 114,372	94.4 %
Financial services		6,873		11,511	 (4,638)	(40.3)%
	\$	242,357	\$	132,623	\$ 109,734	82.7 %

• In the factory-built housing segment, the gross profit percentage and total Gross profit for both the three and nine months increased from higher home sales prices.

- In the financial services segment, Gross profit and Income from operations for the three and nine months were negatively affected by higher insurance claims from Arizona and North Texas weather related events compared to the same period last year.
- Selling, general and administrative expenses for the three months decreased as the prior year quarter included higher contractor fees related to the claiming of the energy efficient home credits. This was partially offset by higher incentive compensation on improved earnings. For the nine months, Selling, general and administrative expenses increased from higher compensation on improved earnings and higher legal and professional fees.

		Three Mor	nths	Ended		
(\$ in thousands, except per share amounts)	Dec	ember 31, 2022		January 1, 2022	 Chan	ge
Net Income attributable to Cavco common stockholders	\$	59,524	\$	79,419	\$ (19,895)	(25.1)%
Diluted net income per share	\$	6.66	\$	8.57	\$ (1.91)	(22.3)%

		Nine Mon	ths	Ended			
(\$ in thousands, except per share amounts)	December 31, 2022		January 1, 2022		Change		
Net Income attributable to Cavco common stockholders	\$	193,242	\$	144,075	\$	49,167	34.1 %
Diluted net income per share	\$	21.55	\$	15.54	\$	6.01	38.7 %

• For the three and nine months ended January 1, 2022, income taxes resulted in a benefit of \$20.7 million and \$0.9 million, respectively, due to \$34.4 million of net tax credits related to the construction and sale of energy efficient homes in the calendar years 2018 through 2021. The current year periods include \$2.4 million and \$5.1 million, respectively, for homes sold during calendar year 2022 as the program was extended in the Consolidated Appropriations Act of 2021.

Items ancillary to our core operations had the following impact on the results of operations:

	Three Mor	ths Ended	Nine Months Ended				
	December 31, 2022	January 1,	December 31,	January 1,			
(\$ in millions)	2022	2022	2022	2022			
Net revenue							
Unrealized gains (losses) recognized during the period on securities held in the financial services segment	\$ 0.7	\$ 0.5	\$ (0.5)	\$ 0.4			
Selling, general and administrative	expenses						
Expenses incurred in engaging third-party consultants in relation to the non-recurring energy efficient home tax credits	(0.6)	(5.8)	(5.1)	(6.2)			
Legal and other expense related to the SEC inquiry, net of recovery	(0.8)	(0.6)	(3.6)	(1.2)			
Acquisition related deal costs	(0.5)		(0.6)	(2.4)			
Other income, net							
Corporate unrealized (losses) gains recognized during the period on securities held	(0.1)	2.3	(1.2)	4.0			
Gain on consolidation of equity method investment	_	_	_	3.3			
Income tax (expense) benefit							
Energy efficient home tax credits, net	2.4	34.4	5.1	34.4			
Tax benefits from stock option exercises	0.4	0.6	0.4	1.3			

### Housing Demand and Production Updates

Our backlog at December 31, 2022 was \$427 million compared to \$651 million last quarter, a decrease of \$224 million or 34%. This was largely due to lower home order rates net of cancellations. Order rates are down from the extreme highs we saw during the summer of 2020 to the summer of 2021. For the third fiscal quarter of 2023, our capacity utilization was approximately 65% over all available production days, but was approximately 80% excluding market and weather driven downtime.

### **Acquisition of Solitaire Homes**

As announced on January 3, 2023, we completed the acquisition of the business of Solitaire Homes, including its four manufacturing facilities, twenty-two retail locations and its dedicated transportation operations. The addition of Solitaire Homes strengthens our position in the Southwest, with high quality products that complement our existing home offerings. The purchase price totaled \$93 million, before certain customary adjustments, and was funded with cash on hand.

# **Conference Call Details**

Cavco's management will hold a conference call to review these results tomorrow, February 3, 2023, at 1:00 p.m. (Eastern Time). Interested parties can access a live webcast of the conference call on the Internet at https://investor.cavco.com or via telephone. To participate by phone, please register at https:// register.vevent.com/register/BI61e4ec0a32d945f181024ab2fea0748c to receive the dial in number and your PIN. An archive of the webcast and presentation will be available for 90 days at https:// investor.cavco.com.

# About Cavco

Cavco Industries, Inc., headquartered in Phoenix, Arizona, designs and produces factory-built housing products primarily distributed through a network of independent and Company-owned retailers. We are one of the largest producers of manufactured and modular homes in the United States, based on reported wholesale shipments. Our products are marketed under a variety of brand names including Cavco, Fleetwood, Palm Harbor, Nationwide, Fairmont, Friendship, Chariot Eagle, Destiny, Commodore, Colony, Pennwest, R-Anell, Manorwood, MidCountry and Solitaire. We are also a leading producer of park model RVs, vacation cabins and factory-built commercial structures. Cavco's finance subsidiary, CountryPlace Mortgage, is an approved Fannie Mae and Freddie Mac seller/servicer and a Ginnie Mae mortgage-backed securities issuer that offers conforming mortgages, non-conforming mortgages and home-only loans to purchasers of factory-built homes. Our insurance subsidiary, Standard Casualty, provides property and casualty insurance to owners of manufactured homes.

### **Forward-Looking Statements**

Certain statements contained in this release are forward-looking statements. In general, all statements that are not historical in nature are forward-looking. Forward-looking statements are typically included, for example, in discussions regarding the manufactured housing industry; our financial performance and operating results; and the expected effect of certain risks and uncertainties on our business, financial condition and results of operations. All forward-looking statements are subject to risks and uncertainties, many of which are beyond our control. As a result, our actual results or performance may differ materially from anticipated results or performance. Factors that could cause such differences to occur include, but are not limited to: the impact of local or national emergencies including the COVID-19 pandemic, including such impacts from state and federal regulatory action that restricts our ability to operate our business in the ordinary course and impacts on (i) customer demand and the availability of financing for our products. (ii) our supply chain and the availability of raw materials for the manufacture of our products, (iii) the availability of labor and the health and safety of our workforce and (iv) our liquidity and access to the capital markets; labor shortages and the pricing and availability of transportation or raw materials; increased health and safety incidents; our ability to negotiate reasonable collective bargaining agreements with the unions representing certain employees; increases in the rate of cancellations of home sales orders; our ability to successfully integrate past acquisitions or future acquisitions; involvement in vertically integrated lines of business, including manufactured housing consumer finance, commercial finance and insurance; information technology failures or cyber incidents; our ability to maintain the security of personally identifiable information of our customers, suppliers and employees; our participation in certain financing programs for the purchase of our products by industry distributors and consumers, which may expose us to additional risk of credit loss; our exposure to significant warranty and construction defect claims; our exposure to claims and liabilities relating to products supplied to the Company or work done by subcontractors; our contingent repurchase obligations related to wholesale financing provided to industry distributors; a write-off of all or part of our goodwill; our ability to maintain relationships with independent distributors; our business and operations being concentrated in certain geographic regions; taxation authorities initiating or successfully asserting tax positions which are contrary to ours; governmental and regulatory disruption, including prolonged delays by Congress and the President to approve budgets or continuing appropriations resolutions to facilitate the operation of the federal government; curtailment of available financing from home-only lenders and increased lending regulations; the effect of increasing interest rates on our customer's ability to finance home purchases; availability of wholesale financing and limited floor plan lenders; market forces, rising interest rates and housing demand fluctuations; the cyclical and seasonal nature of our business; competition; general deterioration in economic conditions and turmoil in the financial markets; unfavorable zoning ordinances; extensive regulation affecting the production and sale of manufactured housing; potential financial impact on the Company from the recently settled regulatory action by the SEC against the Company, including potential higher insurance costs as a result of such action, potential reputational damage that the Company may suffer and the Company's potential ongoing indemnification obligations related to ongoing litigation not involving the Company; losses not covered by our director and officer insurance, which may be large, adversely impacting financial performance; loss of any of our executive officers; liquidity and ability to raise capital may be limited; and organizational document provisions delaying or making a change in control more difficult; together with all of the other risks described in our filings with the SEC. Readers are specifically referred to the Risk Factors described in Item 1A of the Company's Annual Report on Form 10-K for the year ended April 2, 2022 as may be updated from time to time in future filings on Form 10-Q and other reports filed by the Company pursuant to the Securities Exchange Act of 1934, which identify important risks that could cause actual results to differ from those contained in the forward-looking statements. Cavco expressly disclaims any obligation to update any forward-looking statements contained in this release, whether as a result of new information, future events or otherwise, as required by law. Investors should not place undue reliance on any such forward-looking statements.

# CAVCO INDUSTRIES, INC. CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share amounts)

	De	ecember 31, 2022		April 2, 2022
ASSETS	(	Unaudited)		
Current assets				
Cash and cash equivalents	\$	376,148	\$	244,150
Restricted cash, current		9,911		14,849
Accounts receivable, net		80,062		96,052
Short-term investments		16,607		20,086
Current portion of consumer loans receivable, net		13,763		20,639
Current portion of commercial loans receivable, net		33,899		32,272
Current portion of commercial loans receivable from affiliates, net		298		372
Inventories		215,458		243,971
Prepaid expenses and other current assets		86,408		71,726
Total current assets		832,554		744,117
Restricted cash		335		335
Investments		21,822		34,933
Consumer loans receivable, net		26,903		29,245
Commercial loans receivable, net		40,727		33,708
Commercial loans receivable from affiliates, net		3,049		2,214
Property, plant and equipment, net		194,329		164,016
Goodwill		100,577		100,993
Other intangibles, net		26,948		28,459
Operating lease right-of-use assets		17,230		16,952
Total assets	\$	1,264,474	\$	1,154,972
LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST, AND STOCKHOLDERS' EQUITY	<u> </u>	1,201,111	<u> </u>	1,101,012
Current liabilities				
Accounts payable	\$	26,788	\$	43,082
Accrued expenses and other current liabilities		251,635		251,088
Total current liabilities		278,423		294,170
Operating lease liabilities		13,058		13,158
Other liabilities		7,898		10,836
Deferred income taxes		8,663		5,528
Redeemable noncontrolling interest		932		825
Stockholders' equity				
Preferred stock, \$0.01 par value; 1,000,000 shares authorized; No shares issued or outstanding		_		_
Common stock, \$0.01 par value; 40,000,000 shares authorized; Issued 9,319,700 and 9,292,278 shares, respectively		93		93
Treasury stock, at cost; 556,344 and 241,773 shares, respectively		(134,270)		(61,040)
Additional paid-in capital		268,423		263,049
Retained earnings		821,998		628,756
Accumulated other comprehensive loss		(744)		(403)
Total stockholders' equity		955,500		830,455
Total liabilities, redeemable noncontrolling interest and stockholders' equity	\$	1,264,474	\$	1,154,972

# CAVCO INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except per share amounts) (Unaudited)

	(Onaddited)									
		Three Mor	nths	Ended	Nine Months Ended					
	De	ecember 31, 2022	``	January 1, 2022	December 31, 2022			January 1, 2022		
Net revenue	\$	500,603	\$	431,714	\$	1,666,333	\$	1,121,679		
Cost of sales		368,635		316,506		1,232,042		842,530		
Gross profit		131,968		115,208		434,291		279,149		
Selling, general and administrative expenses		58,904		60,322		191,934		146,526		
Income from operations		73,064		54,886		242,357		132,623		
Interest expense		(216)		(209)		(610)		(576)		
Other income, net		3,233		4,258		6,455		11,387		
Income before income taxes		76,081		58,935		248,202		143,434		
Income tax (expense) benefit		(16,492)		20,680		(54,721)		910		
Net income		59,589		79,615		193,481		144,344		
Less: net income attributable to redeemable noncontrolling interest		65		196		239		269		
Net income attributable to Cavco common stockholders	\$	59,524	\$	79,419	\$	193,242	\$	144,075		
Net income per share attributable to Cavco common stockholders										
Basic	\$	6.71	\$	8.66	\$	21.72	\$	15.68		
Diluted	\$	6.66	\$	8.57	\$	21.55	\$	15.54		
Weighted average shares outstanding										
Basic		8,870,565		9,174,224		8,897,405		9,187,828		
Diluted		8,936,075		9,270,438		8,969,104		9,270,855		

# CAVCO INDUSTRIES, INC. OTHER OPERATING DATA (Dollars in thousands)

(Unaudited)	
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		Three Months Ended				Nine Months Ended			
	December 31, 2022		January 1, 2022		December 31, 2022		January 1, 2022		
Capital expenditures	\$	7,662	\$	4,267	\$	40,850	\$	8,938	
Depreciation	\$	3,389	\$	3,037	\$	10,663	\$	5,888	
Amortization of other intangibles	\$	501	\$	523	\$	1,511	\$	862	