

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 period ended June 23, 2012

or

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

Commission File Number: 0-14616

J & J SNACK FOODS CORP.
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

22-1935537
(I.R.S. Employer
Identification No.)

6000 Central Highway, Pennsauken, NJ 08109
(Address of principal executive offices)

Telephone (856) 665-9533

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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

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

Yes No

As July 16, 2012, there were 18,917,074 shares of the Registrant's Common Stock outstanding.

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I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

	June 23, 2012 (Unaudited)	September 24, 2011
ASSETS		
Current assets		
Cash and cash equivalents	\$ 109,481	\$ 87,479
Marketable securities held to maturity	15,454	25,506
Accounts receivable, net	84,016	75,000
Inventories, net	72,783	63,461
Prepaid expenses and other	3,226	4,196
Deferred income taxes	3,664	4,208
	<u>288,624</u>	<u>259,850</u>
Property, plant and equipment, at cost		
Land	2,496	2,496
Buildings	24,821	15,766
Plant machinery and equipment	165,408	158,408
Marketing equipment	229,708	223,490
Transportation equipment	4,480	4,264
Office equipment	14,701	13,650
Improvements	22,437	21,054
Construction in progress	7,233	7,728
	<u>471,284</u>	<u>446,856</u>
Less accumulated depreciation and amortization	<u>335,669</u>	<u>322,206</u>
	<u>135,615</u>	<u>124,650</u>
Other assets		
Goodwill	76,899	70,070
Other intangible assets, net	49,586	52,005
Marketable securities held to maturity	39,479	42,000
Other	3,256	2,241
	<u>169,220</u>	<u>166,316</u>
	<u>\$ 593,459</u>	<u>\$ 550,816</u>

See accompanying notes to the consolidated financial statements

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

	June 23, 2012 (Unaudited)	September 24, 2011
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current obligations under capital leases	\$ 291	\$ 278
Accounts payable	65,455	55,918
Accrued liabilities	8,483	4,593
Accrued compensation expense	10,833	12,859
Dividends payable	2,457	2,200
	<u>87,519</u>	<u>75,848</u>
Long-term obligations under capital leases	301	523
Deferred income taxes	41,024	41,050
Other long-term liabilities	928	1,007
	<u>42,253</u>	<u>42,580</u>
Stockholders' equity		
Capital stock		
Preferred, \$1 par value; authorized, 10,000 shares; none issued	-	-
Common, no par value; authorized 50,000 shares; issued and outstanding, 18,902 and 18,727 shares, respectively	49,189	45,017
Accumulated other comprehensive loss	(4,019)	(3,914)
Retained earnings	418,517	391,285
	<u>463,687</u>	<u>432,388</u>
	<u>\$ 593,459</u>	<u>\$ 550,816</u>

See accompanying notes to the consolidated financial statements

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)
(in thousands, except per share amounts)

	Three months ended		Nine months ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
Net Sales	\$ 226,335	\$ 206,328	\$ 588,575	\$ 524,691
Cost of goods sold ⁽¹⁾	<u>153,828</u>	<u>138,787</u>	<u>415,675</u>	<u>362,027</u>
Gross Profit	<u>72,507</u>	<u>67,541</u>	<u>172,900</u>	<u>162,664</u>
Operating expenses				
Marketing ⁽²⁾	19,892	18,462	54,955	51,404
Distribution ⁽³⁾	16,034	15,133	44,465	40,805
Administrative ⁽⁴⁾	6,873	6,355	19,158	17,890
Other general (income) expense	(183)	530	(305)	577
	<u>42,616</u>	<u>40,480</u>	<u>118,273</u>	<u>110,676</u>
Operating Income	29,891	27,061	54,627	51,988
Other income (expense)				
Gain on bargain purchase of a business	-	6,580	-	6,580
Investment income	397	251	1,132	694
Interest expense & other	<u>11</u>	<u>(34)</u>	<u>(32)</u>	<u>(106)</u>
Earnings before income taxes	30,299	33,858	55,727	59,156
Income taxes	<u>11,627</u>	<u>10,532</u>	<u>21,147</u>	<u>20,077</u>
NET EARNINGS	<u>\$ 18,672</u>	<u>\$ 23,326</u>	<u>\$ 34,580</u>	<u>\$ 39,079</u>
Earnings per diluted share	<u>\$ 0.99</u>	<u>\$ 1.24</u>	<u>\$ 1.83</u>	<u>\$ 2.08</u>
Weighted average number of diluted shares	<u>18,947</u>	<u>18,829</u>	<u>18,917</u>	<u>18,766</u>
Earnings per basic share	<u>\$ 0.99</u>	<u>\$ 1.25</u>	<u>\$ 1.83</u>	<u>\$ 2.10</u>
Weighted average number of basic shares	<u>18,886</u>	<u>18,700</u>	<u>18,850</u>	<u>18,639</u>

- (1) Includes share-based compensation expense of \$75 and \$198 for the three months and nine months ended June 23, 2012, respectively and \$31 and \$112 for the three and nine months ended June 25, 2011, respectively.
- (2) Includes share-based compensation expense of \$113 and \$297 for the three months and nine months ended June 23, 2012, respectively and \$67 and \$246 for the three and nine months ended June 25, 2011, respectively.
- (3) Includes share-based compensation expense of \$8 and \$20 for the three months and nine months ended June 23, 2012, respectively and \$3 and \$13 for the three and nine months ended June 25, 2011, respectively.
- (4) Includes share-based compensation expense of \$154 and \$404 for the three months and nine months ended June 23, 2012, respectively and \$60 and \$301 for the three and nine months ended June 25, 2011, respectively.

See accompanying notes to the consolidated financial statements

J&J Snack Foods Corp. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (in thousands)

	Nine months ended	
	June 23, 2012	June 25, 2011
Operating activities:		
Net earnings	\$ 34,580	\$ 39,079
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation of property, plant and equipment	19,332	18,649
Amortization of intangibles and deferred costs	3,572	4,013
Share-based compensation	919	672
Gain on bargain purchase of a business	-	(6,580)
Deferred income taxes	(122)	(57)
Other	(155)	19
Changes in assets and liabilities net of effects from purchase of companies		
Increase in accounts receivable	(8,207)	(11,890)
Increase in inventories	(9,785)	(9,144)
Decrease in prepaid expenses	969	3,382
Increase in accounts payable and accrued liabilities	11,388	13,137
Net cash provided by operating activities	<u>52,491</u>	<u>51,280</u>
Investing activities:		
Payments for purchases of companies, net of cash acquired	(7,900)	(8,806)
Purchases of property, plant and equipment	(30,077)	(20,069)
Purchases of marketable securities	(68,450)	(41,293)
Proceeds from redemption of marketable securities	81,023	27,547
Proceeds from disposal of property and equipment	645	303
Other	(962)	(584)
Net cash used in investing activities	<u>(25,721)</u>	<u>(42,902)</u>
Financing activities:		
Proceeds from issuance of stock	2,568	2,869
Payments on capitalized lease obligations	(210)	(182)
Payment of cash dividend	(7,092)	(6,347)
Net cash used in financing activities	<u>(4,734)</u>	<u>(3,660)</u>
Effect of exchange rate on cash and cash equivalents	(34)	260
Net increase in cash and cash equivalents	<u>22,002</u>	<u>4,978</u>
Cash and cash equivalents at beginning of period	<u>87,479</u>	<u>74,665</u>
Cash and cash equivalents at end of period	<u>\$ 109,481</u>	<u>\$ 79,643</u>

See accompanying notes to the consolidated financial statements.

J & J SNACK FOODS CORP. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1 In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position and the results of operations and cash flows. Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported net earnings.

The results of operations for the three months and nine months ended June 23, 2012 and June 25, 2011 are not necessarily indicative of results for the full year. Sales of our frozen beverages and frozen juice bars and ices are generally higher in the third and fourth quarters due to warmer weather.

While we believe that the disclosures presented are adequate to make the information not misleading, it is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

Note 2 We recognize revenue from our products when the products are shipped to our customers. Repair and maintenance equipment service revenue is recorded when it is performed provided the customer terms are that the customer is to be charged on a time and material basis or on a straight-line basis over the term of the contract when the customer has signed a service contract. Revenue is recognized only where persuasive evidence of an arrangement exists, our price is fixed or estimable and collectability is reasonably assured. We record offsets to revenue for allowances, end-user pricing adjustments, trade spending, coupon redemption costs and returned product. Customers generally do not have the right to return product unless it is damaged or defective. We provide an allowance for doubtful receivables after taking into consideration historical experience and other factors. The allowance for doubtful receivables was \$651,000 and \$653,000 at June 23, 2012 and September 24, 2011, respectively.

Note 3 Depreciation of equipment and buildings is provided for by the straight-line method over the assets' estimated useful lives. Amortization of improvements is provided for by the straight-line method over the term of the lease or the assets' estimated useful lives, whichever is shorter. Licenses and rights, customer relationships and non compete agreements arising from acquisitions are amortized by the straight-line method over periods ranging from 3 to 20 years. Depreciation expense was \$6,620,000 and \$6,287,000 for the three months ended June 23, 2012 and June 25, 2011, respectively, and for the nine months ended June 23, 2012 and June 25, 2011 was \$19,332,000 and \$18,649,000, respectively.

Note 4 Basic earnings per common share (EPS) excludes dilution and is computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS takes into consideration the potential dilution that could occur if securities (stock options) or other contracts to issue common stock were exercised and converted into common stock. Our calculation of EPS is as follows:

	Three Months Ended June 23, 2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share amounts)		
Basic EPS			
Net Earnings available to common stockholders	\$ 18,672	18,886	\$ 0.99
Effect of Dilutive Securities			
Options	<u>-</u>	<u>61</u>	<u>-</u>
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	<u>\$ 18,672</u>	<u>18,947</u>	<u>\$ 0.99</u>

500 anti-dilutive shares have been excluded from the computation of diluted EPS because the options' exercise price is greater than the average market price of the common stock.

Nine Months Ended June 23, 2012

	Income (Numerator)	Shares (Denominator)	Per Share Amount
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(in thousands, except per share amounts)

Basic EPS			
Net Earnings available to common stockholders	\$ 34,580	18,850	\$ 1.83
Effect of Dilutive Securities			
Options	<u>-</u>	<u>67</u>	<u>-</u>
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	<u>\$ 34,580</u>	<u>18,917</u>	<u>\$ 1.83</u>

500 anti-dilutive shares have been excluded from the computation of diluted EPS because the options' exercise price is greater than the average market price of the common stock.

Three Months Ended June 25, 2011

	Income (Numerator)	Shares (Denominator)	Per Share Amount
--	-----------------------	-------------------------	---------------------

(in thousands, except per share amounts)

Basic EPS			
Net Earnings available to common stockholders	\$ 23,326	18,700	\$ 1.25
Effect of Dilutive Securities			
Options	<u>-</u>	<u>129</u>	<u>(0.01)</u>
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	<u>\$ 23,326</u>	<u>18,829</u>	<u>\$ 1.24</u>

Nine Months Ended June 25, 2011
Income Shares Per Share
(Numerator) (Denominator) Amount

(in thousands, except per share amounts)

Basic EPS			
Net Earnings available to common stockholders	\$	39,079	\$ 2.10

Effect of Dilutive Securities

Options	-	127	(0.02)
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Diluted EPS

Net Earnings available to common stockholders plus assumed conversions	\$	39,079	\$ 2.08
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Note 5 Our calculation of comprehensive income is as follows:

	Three months ended		Nine months ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
	(in thousands)			
Net Earnings	\$ 18,672	\$ 23,326	\$ 34,580	\$ 39,079
Foreign currency translation adjustment	(880)	29	(105)	510
Comprehensive income	<u>\$ 17,792</u>	<u>\$ 23,355</u>	<u>\$ 34,475</u>	<u>\$ 39,589</u>

Note 6 At June 23, 2012, the Company has three stock-based employee compensation plans. Share-based compensation was recognized as follows:

	Three months ended		Nine months ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
	(in thousands, except per share amounts)			
Stock Options	\$ 191	\$ 40	\$ 484	\$ 140
Stock purchase plan	112	37	214	169
Deferred stock issued to outside directors	-	-	-	46
	<u>\$ 303</u>	<u>\$ 77</u>	<u>\$ 698</u>	<u>\$ 355</u>
Per diluted share	\$ 0.02	\$ -	\$ 0.04	\$ 0.02
The above compensation is net of tax benefits	\$ 47	\$ 84	\$ 221	\$ 317

The Company anticipates that share-based compensation will not exceed \$1,000,000 net of tax benefits, or approximately \$.05 per share for the fiscal year ending September 29, 2012.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model with the following weighted average assumptions used for grants in fiscal 2012 first nine months: expected volatility of 28%; risk-free interest rate of 1.03%; dividend rate of 1.0% and expected lives ranging between 5 and 10 years.

During the 2012 nine month period, the Company granted 2,000 stock options. The weighted-average grant date fair value of these options was \$11.97. The Company did not grant any options in the 2011 nine-month period.

Expected volatility is based on the historical volatility of the price of our common shares over the past 52 months for 5 year options and 10 years for 10 year options. We use historical information to estimate expected life and forfeitures within the valuation model. The expected term of awards represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Compensation cost is recognized using a straight-line method over the vesting or service period and is net of estimated forfeitures.

Note 7 We account for our income taxes under the liability method. Under the liability method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities.

Additionally, we recognize a liability for income taxes and associated penalties and interest for tax positions taken or expected to be taken in a tax return which are more likely than not to be overturned by taxing authorities (“uncertain tax positions”). We have not recognized a tax benefit in our financial statements for these uncertain tax positions.

The total amount of gross unrecognized tax benefits is \$917,000 and \$973,000 on June 23, 2012 and September 24, 2011, respectively, all of which would impact our effective tax rate over time, if recognized. We recognize interest and penalties related to income tax matters as a part of the provision for income taxes. As of June 23, 2012 and September 24, 2011, respectively, the Company has \$332,000 and \$335,000 of accrued interest and penalties.

In addition to our federal tax return and tax returns for Mexico and Canada, we file tax returns in all states that have a corporate income tax with virtually all open for examination for three to four years.

Note 8 In January 2010, the FASB issued guidance that amends existing disclosure requirements of fair value measurements adding required disclosures about items transferring into and out of Levels 1 and 2 in the fair value hierarchy; adding separate disclosures about purchases, sales, issuances, and settlements relative to Level 3 measurements; and clarifying, among other things, the existing fair value disclosures about the level of disaggregation. This guidance was effective for our fiscal year beginning September 26, 2010, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which was effective for our fiscal year beginning September 25, 2011. Since this standard impacts disclosure requirements only, its adoption has not had any impact on the Company’s consolidated results of operations or financial condition.

In December 2010, the FASB issued guidance which requires that if a company presents comparative financial statements to include business combinations, the company should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. This guidance also expands the supplemental pro forma adjustments to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This guidance is effective for our fiscal year beginning September 25, 2011. The adoption of this guidance has not had a material impact on the Company’s financial position, results of operations or cash flows.

In May 2011, the FASB issued guidance which amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. This guidance results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements. This guidance was effective for our second quarter of fiscal year 2012, and its adoption did not have a material impact on our financial statements.

In June 2011, the FASB issued guidance which gives us the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both options, we are required to present each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this guidance do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. This guidance will be effective for our fiscal year 2013 and is not expected to have a material impact on our financial statements.

In December 2010, the FASB issued guidance related to goodwill impairment testing for reporting entities with a zero or negative carrying amount. Under the amended guidance, we must consider whether it is more likely than not that a goodwill impairment exists for reporting units with a zero or negative carrying amount. If it is more likely than not that a goodwill impairment exists, the second step of the goodwill impairment test must be performed to measure the amount of the goodwill impairment loss, if any. This guidance is effective for our fiscal year 2012 and has not had a material impact on our financial statements.

Note 9 Inventories consist of the following:

	June 23, 2012 <u>(unaudited)</u>	September 24, 2011 <u></u>
	(in thousands)	
Finished goods	\$ 35,747	\$ 28,770
Raw Materials	14,912	13,160
Packaging materials	6,183	5,791
Equipment parts & other	15,941	15,740
	<u>\$ 72,783</u>	<u>\$ 63,461</u>
The above inventories are net of reserves	\$ 4,023	\$ 4,615

Note 10 We principally sell our products to the food service and retail supermarket industries. Sales and results of our frozen beverages business are monitored separately from the balance of our food service business because of different distribution and capital requirements. We maintain separate and discrete financial information for the three operating segments mentioned above which is available to our Chief Operating Decision Makers.

We have applied no aggregation criteria to any of these operating segments in order to determine reportable segments. Our three reportable segments are Food Service, Retail Supermarkets and Frozen Beverages. All inter-segment net sales and expenses have been eliminated in computing net sales and operating income (loss). These segments are described below.

Food Service

The primary products sold by the food service group are soft pretzels, frozen juice treats and desserts, churros, dough enrobed handheld products and baked goods. Our customers in the food service industry include snack bars and food stands in chain, department and discount stores; malls and shopping centers; fast food outlets; stadiums and sports arenas; leisure and theme parks; convenience stores; movie theatres; warehouse club stores; schools, colleges and other institutions. Within the food service industry, our products are purchased by the consumer primarily for consumption at the point-of-sale.

Retail Supermarkets

The primary products sold by the retail supermarket segment are soft pretzel products – including SUPERPRETZEL, frozen juice treats and desserts including LUIGI'S Real Italian Ice, MINUTE MAID Juice Bars and Soft Frozen Lemonade, WHOLE FRUIT frozen fruit bars, WHOLE FRUIT Sorbet, ICEE Squeeze-Up Tubes, dough enrobed handheld products and TIO PEPE'S Churros. Within the retail supermarket channel, our frozen and prepackaged products are purchased by the consumer for consumption at home.

Frozen Beverages

We sell frozen beverages and related products to the food service industry primarily under the names ICEE, SLUSH PUPPIE, PARROT ICE and ARCTIC BLAST in the United States, Mexico and Canada. We also provide repair and maintenance service to customers for customers' owned equipment.

The Chief Operating Decision Maker for Food Service and Retail Supermarkets and the Chief Operating Decision Maker for Frozen Beverages monthly review detailed operating income statements and sales reports in order to assess performance and allocate resources to each individual segment. In addition, the Chief Operating Decision Makers review and evaluate depreciation, capital spending and assets of each segment on a quarterly basis to monitor cash flow and asset needs of each segment. Information regarding the operations in these three reportable segments is as follows:

	Three months ended		Nine months ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
	(in thousands) (unaudited)			
Sales to External Customers:				
Food Service				
Soft pretzels	\$ 29,579	\$ 26,686	\$ 82,592	\$ 76,342
Frozen juices and ices	19,680	17,176	39,106	35,904
Churros	12,330	11,004	34,263	31,258
Handhelds	7,249	2,835	21,242	2,835
Bakery	66,754	58,080	191,938	173,209
Other	2,872	5,598	6,716	14,929
	<u>\$ 138,464</u>	<u>\$ 121,379</u>	<u>\$ 375,857</u>	<u>\$ 334,477</u>
Retail Supermarket				
Soft pretzels	\$ 7,635	\$ 7,524	\$ 24,242	\$ 23,972
Frozen juices and ices	17,629	17,943	34,204	33,419
Handhelds	5,193	2,807	16,861	2,807
Coupon redemption	(857)	(940)	(2,183)	(2,264)
Other	255	506	999	1,216
	<u>\$ 29,855</u>	<u>\$ 27,840</u>	<u>\$ 74,123</u>	<u>\$ 59,150</u>
Frozen Beverages				
Beverages	\$ 41,238	\$ 41,260	\$ 91,616	\$ 89,789
Repair and maintenance service	12,386	11,078	35,875	30,831
Machines sales	3,711	4,071	9,646	8,812
Other	681	700	1,458	1,632
	<u>\$ 58,016</u>	<u>\$ 57,109</u>	<u>\$ 138,595</u>	<u>\$ 131,064</u>
Consolidated Sales	<u>\$ 226,335</u>	<u>\$ 206,328</u>	<u>\$ 588,575</u>	<u>\$ 524,691</u>
Depreciation and Amortization:				
Food Service	\$ 4,342	\$ 4,197	\$ 12,746	\$ 12,700
Retail Supermarket	5	-	15	-
Frozen Beverages	3,452	3,324	10,143	9,962
	<u>\$ 7,799</u>	<u>\$ 7,521</u>	<u>\$ 22,904</u>	<u>\$ 22,662</u>
Operating Income:				
Food Service	\$ 15,203	\$ 13,875	\$ 35,205	\$ 36,795
Retail Supermarket	4,115	3,545	7,597	7,677
Frozen Beverages	10,573	9,641	11,825	7,516
	<u>\$ 29,891</u>	<u>\$ 27,061</u>	<u>\$ 54,627</u>	<u>\$ 51,988</u>
Capital Expenditures:				
Food Service	\$ 6,315	\$ 5,130	\$ 19,207	\$ 10,357
Retail Supermarket	-	-	-	-
Frozen Beverages	2,691	4,322	10,870	9,712
	<u>\$ 9,006</u>	<u>\$ 9,452</u>	<u>\$ 30,077</u>	<u>\$ 20,069</u>
Assets:				
Food Service	\$ 441,785	\$ 389,042	\$ 441,785	\$ 389,042
Retail Supermarket	4,285	3,587	4,285	3,587
Frozen Beverages	147,389	145,317	147,389	145,317
	<u>\$ 593,459</u>	<u>\$ 537,946</u>	<u>\$ 593,459</u>	<u>\$ 537,946</u>

Note 11 Our three reporting units, which are also reportable segments, are Food Service, Retail Supermarkets and Frozen Beverages.

The carrying amounts of acquired intangible assets for the Food Service, Retail Supermarkets and Frozen Beverage segments as of June 23, 2012 and September 24, 2011 are as follows:

	June 23, 2012		September 24, 2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in thousands)			
FOOD SERVICE				
Indefinite lived intangible assets				
Trade Names	\$ 12,880	-	\$ 12,880	\$ -
Amortized intangible assets				
Non compete agreements	545	449	470	425
Customer relationships	40,187	21,680	40,024	18,993
License and rights	3,606	2,495	3,606	2,425
	<u>\$ 57,218</u>	<u>\$ 24,624</u>	<u>\$ 56,980</u>	<u>\$ 21,843</u>
RETAIL SUPERMARKETS				
Indefinite lived intangible assets				
Trade Names	\$ 4,006	-	\$ 3,380	\$ -
Amortized Intangible Assets				
Customer relationships	279	23	207	8
	<u>\$ 4,285</u>	<u>\$ 23</u>	<u>\$ 3,587</u>	<u>\$ 8</u>
FROZEN BEVERAGES				
Indefinite lived intangible assets				
Trade Names	\$ 9,315	-	\$ 9,315	\$ -
Amortized intangible assets				
Non compete agreements	198	198	198	189
Customer relationships	6,478	4,038	6,478	3,540
Licenses and rights	1,601	626	1,601	574
	<u>\$ 17,592</u>	<u>\$ 4,862</u>	<u>\$ 17,592</u>	<u>\$ 4,303</u>
CONSOLIDATED	<u>\$ 79,095</u>	<u>\$ 29,509</u>	<u>\$ 78,159</u>	<u>\$ 26,154</u>

Amortized intangible assets are being amortized by the straight-line method over periods ranging from 3 to 20 years and amortization expense is reflected throughout operating expenses. Intangible assets of \$198,000 were acquired in the retail supermarkets segments in the three months ended June 23, 2012 in the Kim & Scott's acquisition and a total of \$698,000 was acquired in the nine months ended June 23, 2012. Intangible assets of \$238,000 were acquired in the food service segment in the three and nine months ended June 23, 2012, in the Kim & Scott's acquisition. Aggregate amortization expense of intangible assets for the three months ended June 23, 2012 and June 25, 2011 was \$1,109,000 and \$1,127,000, respectively and for the nine months ended June 23, 2012 and June 25, 2011 was \$3,355,000 and \$3,676,000, respectively.

Estimated amortization expense for the next five fiscal years is approximately \$4,500,000 in 2012 and 2013, \$4,400,000 in 2014 and 2015 and \$4,200,000 in 2016. The weighted average amortization period of the intangible assets is 10.1 years.

Goodwill

The carrying amounts of goodwill for the Food Service, Retail Supermarket and Frozen Beverage segments are as follows:

	Food Service	Retail Supermarket	Frozen Beverages	Total
	(in thousands)			
Balance at June 23, 2012	\$ 39,115	\$ 1,844	\$ 35,940	\$ 76,899

Goodwill of \$6,829,000 was acquired in the Kim & Scott's acquisition in the three months ended June 23, 2012, which was allocated \$4,985,000 to the food service segment and \$1,844,000 to the retail supermarkets segment.

Note 12 We have classified our investment securities as marketable securities held to maturity. The FASB defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the FASB has established three levels of inputs that may be used to measure fair value:

Level 1 Observable input such as quoted prices in active markets for identical assets or liabilities;

Level 2 Observable inputs, other than Level 1 inputs in active markets, that are observable either directly or indirectly; and

Level 3 Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

We have concluded that the carrying value of certificates of deposit placed through the Certificate of Deposit Account Registry Service equals fair market value. Other marketable securities held to maturity values are derived solely from level 1 inputs.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at June 23, 2012 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
		(in thousands)		
US Government Agency Debt	\$ 53,479	\$ 117	\$ 38	\$ 53,558
Certificate of Deposit	1,454	-	-	1,454
	<u>\$ 54,933</u>	<u>\$ 117</u>	<u>\$ 38</u>	<u>\$ 55,012</u>

All of the certificates of deposit are within the FDIC limits for insurance coverage. Included in the certificates of deposit are \$1.2 million pledged as collateral to a municipal sewer district.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at September 24, 2011 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
		(in thousands)		
US Government Agency Debt	\$ 42,000	\$ 52	\$ 62	\$ 41,990
FDIC Backed Corporate Debt	8,015	18	-	8,033
Certificate of Deposit	17,491	1	-	17,492
	<u>\$ 67,506</u>	<u>\$ 71</u>	<u>\$ 62</u>	<u>\$ 67,515</u>

All of the certificates of deposit are within the FDIC limits for insurance coverage.

The amortized cost and fair value of the Company's held to maturity securities by contractual maturity at June 23, 2012 and September 24, 2011 are summarized as follows:

	June 23, 2012		September 24, 2011	
	Amortized Cost	Fair Market Value	Amortized Cost	Fair Market Value
Due in one year or less	\$ 15,454	\$ 15,454	\$ 25,506	\$ 25,525
Due after one year through five years	-	-	6,000	6,014
Due after 5 years through 10 years	39,479	39,558	36,000	35,976
Due after 10 years through 15 years	-	-	-	-
Total held to maturity securities	\$ 54,933	\$ 55,012	\$ 67,506	\$ 67,515
Less current portion	15,454	15,454	25,506	25,525
Long term held to maturity securities	\$ 39,479	\$ 39,558	\$ 42,000	\$ 41,990

Proceeds from the redemption and sale of marketable securities were \$21,000,000 and \$81,023,000 in the three months and nine months ended June 23, 2012, respectively; and \$2,022,000 and \$27,547,000 in the three and nine months ended June 25, 2011, respectively, with no gain or loss recorded. We use the specific identification method to determine the cost of securities sold.

Note 13 In February 2010, we acquired the assets of Parrot Ice, a manufacturer and distributor of a premium brand frozen beverage sold primarily in convenience stores. Revenues from Parrot Ice were approximately \$1.5 million for our 2010 fiscal year.

On June 10, 2010 we acquired the assets of California Churros, Inc., a manufacturer and seller of a premium brand churro. Revenues from CALIFORNIA CHURROS were approximately \$2.5 million for our 2010 fiscal year.

In May 2011, we acquired the frozen handheld business of ConAgra Foods. This business had sales of approximately \$50 million over the prior twelve months to food service and retail supermarket customers and sales of \$18.3 million in our 2011 fiscal year from the acquisition date.

In June 2012, we acquired the assets of Kim & Scott's Gourmet Pretzels, Inc., a manufacturer and seller of a premium brand soft pretzel. This business had sales of approximately \$8 million over the prior twelve months to food service and retail supermarket customers.

These acquisitions were and will be accounted for under the purchase method of accounting, and their operations are and will be included in the consolidated financial statements from their respective acquisition dates.

The purchase price allocation for the handhelds acquisition is as follows:

	(in thousands)
Working Capital	\$ 6,955
Property, plant & equipment	11,036
Trade Names	1,325
Customer Relationships	207
Deferred tax liability	<u>(4,137)</u>
Net Assets Acquired	15,386
Purchase Price	<u>8,806</u>
Gain on bargain purchase	<u>\$ 6,580</u>

The purchase price allocation resulted in the recognition of a gain on bargain purchase of approximately \$6,580,000 which is included in other income in the consolidated statement of earnings for the three and nine months ended June 25, 2011. The gain on bargain purchase resulted from the fair value of the identifiable net assets acquired exceeding the purchase price.

Acquisition costs of \$464,000 and \$534,000 for the handhelds acquisition are included in other general expense in the consolidated statements of earnings for the three and nine months ended June 25, 2011, respectively.

The preliminary purchase price allocation for the Kim and Scott's acquisition is as follows:

	(in thousands)
Working Capital	\$ (89)
Property, plant & equipment	724
Trade Names	126
Customer Relationships	235
Non Compete Agreement	75
Goodwill	<u>6,829</u>
Purchase Price	<u>\$ 7,900</u>

Acquisition costs of \$133,000 for the Kim & Scott's acquisition are included in other general expense in the consolidated statements of earnings for the three and nine months ended June 23, 2012, respectively.

The goodwill and intangible assets acquired in the business combinations are recorded at fair value. To measure fair value for such assets, we use techniques including discounted expected future cash flows (Level 3 input).

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

Liquidity and Capital Resources

Our current cash and cash equivalents balances and cash expected to be provided by future operations are our primary sources of liquidity. We believe that these sources, along with our borrowing capacity, are sufficient to fund future growth and expansion. See Note 12 to these financial statements for a discussion of our investment securities.

The Company's Board of Directors declared a regular quarterly cash dividend of \$.13 per share of its common stock payable on July 5, 2012, to shareholders of record as of the close of business on June 15, 2012.

In the year ended September 25, 2010, we purchased and retired 203,507 shares of our common stock at a cost of \$7,768,000 under a million share buyback authorization approved by the Company's Board of Directors in February 2008 leaving 210,772 as the number of shares that may yet be purchased under the share buyback authorization.

We completed a building expansion of our St. Louis, Missouri, bakery and a line expansion at our Carrollton, Texas, facility during the March 2012 quarter at a combined cost of approximately \$12 million. Over time, we expect to generate an additional \$50 - \$60 million of net sales as a result of these expansions.

In the three months ended June 23, 2012 and June 25, 2011, fluctuations in the valuation of the Mexican and Canadian currencies and the resulting translation of the net assets of our Mexican and Canadian subsidiaries caused an increase of \$880,000 in accumulated other comprehensive loss in the 2012 third quarter and a decrease of \$29,000 in accumulated other comprehensive loss in the 2011 third quarter. In the nine months period, fluctuations in the valuation of the Mexican and Canadian currencies and the resulting translation of the net assets of our Mexican and Canadian subsidiaries caused an increase of \$105,000 in accumulated other comprehensive loss in the 2012 nine month period and a decrease of \$510,000 in accumulated other comprehensive loss in the 2011 nine month period.

Our general-purpose bank credit line which expires in December 2016 provides for up to a \$50,000,000 revolving credit facility. The agreement contains restrictive covenants and requires commitment fees in accordance with standard banking practice. There were no outstanding balances under this facility at June 23, 2012.

Results of Operations

Net sales increased \$20,007,000 or 10% for the three months to \$226,335,000 and \$63,884,000 or 12% to \$588,575,000 for the nine months ended June 23, 2012 compared to the three and nine months ended June 25, 2011.

Excluding sales resulting from the acquisitions of the frozen handheld business of ConAgra Foods in May 2011 and Kim & Scott's Gourmet Pretzels in June 2012 in the twelve months post acquisitions, sales increased 6% for the three months and 6% for the nine months.

FOOD SERVICE

Sales to food service customers increased \$17,085,000 or 14% in the third quarter to \$138,464,000 and increased \$41,380,000 or 12% for the nine months. Excluding handheld and Kim & Scott's sales in the twelve months post acquisitions, food service sales increased 10% for the quarter and increased 7% for nine months. Soft pretzel sales to the food service market increased 11% to \$29,579,000 in the third quarter and increased 8% to \$82,592,000 in the nine months due to increased sales to restaurant chains, warehouse club stores and throughout our customer base. Increased sales to one customer accounted for approximately 75% and 28% of the pretzels sales increase in the third quarter and year to date, respectively. Frozen juices and ices sales increased 15% to \$19,680,000 in the three months and 9% to \$39,106,000 in the nine months resulting from increased sales to warehouse club stores and throughout our customer base. Churro sales to food service customers increased 12% to \$12,330,000 in the third quarter and were up 10% to \$34,263,000 in the nine months with sales increasing generally throughout our customer base, with sales to international customers accounting for 85% of the increase in the third quarter and just under half of the increase in the nine months.

Sales of bakery products increased \$8,674,000 or 15% in the third quarter to \$66,754,000 and increased \$18,729,000 or 11% for the nine months as sales increases were spread throughout our customer base. Handheld sales to food service customers were \$7,249,000 in the third quarter and \$21,242,000 in the nine months.

Funnel cake product sales decreased by \$2,609,000 or 51% to \$2,544,000 in the quarter and by \$7,938,000 or 58% to \$5,671,000 in the nine months as lower sales to two customers accounted for all of the decrease in the third quarter and lower sales to three customers accounted for all of the decrease in the nine months.

Sales of new products in the first twelve months since their introduction were approximately \$5.4 million in this quarter and \$10.5 million in the nine months. Price increases accounted for approximately \$4.2 million of sales in the June quarter and \$12.3 million in the nine months and net volume increases, including new product sales as defined above and sales resulting from the acquisition of the handheld business, accounted for approximately \$12.9 million of sales in the June quarter and \$29.1 million of sales in the nine months.

Operating income in our Food Service segment increased from \$13,875,000 to \$15,203,000 in the quarter and decreased from \$36,795,000 to \$35,205,000 for the nine months. Operating income for the quarter benefited from increased sales volume and price increases which offset higher ingredient and packaging costs of about \$1 million and the negative impact of the sharp decline in funnel cake product sales. Additionally, operating income in the quarter benefitted from other general income this year of \$99,000 compared to other general expense of \$515,000, primarily acquisition costs, last year. For the nine months, the decrease in operating income resulted from higher ingredient and packaging costs of about \$9 million, the sharp decline in funnel cake product sales and a management and sales meeting expense of about \$550,000, which were partially offset by price increases.

RETAIL SUPERMARKETS

Sales of products to retail supermarkets increased \$2,015,000 or 7% to \$29,855,000 in the third quarter and were up 25% to \$74,123,000 in the nine months. Excluding handheld sales in the twelve months post acquisition, sales decreased 2% for the third quarter and increased 1% for the nine months. Soft pretzel sales for the third quarter were up 1% to \$7,635,000 and were up 1% to \$24,242,000 for the nine months on flat unit volume for the quarter and a decrease of 2% for the nine months. Sales of frozen juices and ices decreased \$314,000 or 2% to \$17,629,000 in the third quarter and were up 2% to \$34,204,000 in the nine months on a unit volume decrease of 2% in this quarter and an increase of 1% for the nine months. Sales increases in excess of volume changes were due to pricing and mix changes. Coupon redemption costs, a reduction of sales, decreased 9% or about \$83,000 for the quarter and decreased \$81,000 or 4% for the nine months. Handheld sales to retail supermarket customers were \$5,193,000 in the quarter and \$16,861,000 for the nine months.

Sales of new products in the first twelve months since their introduction were approximately \$2.2 million in the third quarter and \$5.2 million in the nine months. Price increases accounted for approximately \$1.0 million of sales in the quarter and \$3.0 million in the nine months and net volume increases, including new product sales as defined above and handheld sales and net of increased coupon costs, accounted for approximately \$1.0 million of sales in this quarter and \$12.0 million of sales in the nine months. Operating income in our Retail Supermarkets segment increased from \$3,545,000 to \$4,115,000 in the quarter primarily because of operating income generated by handheld sales. Operating income decreased from \$7,677,000 to \$7,597,000 in the nine months primarily as a result of higher trade spending for the introduction of new products and higher products costs related to ingredient and packaging cost increases.

FROZEN BEVERAGES

Frozen beverage and related product sales increased 2% to \$58,016,000 in the third quarter and increased \$7,531,000 or 6% to \$138,595,000 in the nine month period. Beverage related sales alone were essentially unchanged in the third quarter and were up 2% to \$91,616,000 in the nine months. Gallon sales were down 5% for the three months and 2% for the nine months as we had double digit sales decline at several of our larger customers during the quarter. Service revenue increased 12% to \$12,386,000 in the third quarter and 16% to \$35,875,000 for the nine months with about 75% of the increase coming from three new service customers.

Sales of beverage machines, which tend to fluctuate from year to year while following no specific trend, were \$360,000 lower this year than last in the three month period and \$834,000 higher in the nine months. The approximate number of company owned frozen beverage dispensers was 42,000 and 39,900 at June 23, 2012 and September 24, 2011, respectively. Operating income in our Frozen Beverage segment increased \$932,000 to \$10,573,000 in the third quarter and to \$11,825,000 from \$7,516,000 in the nine months as a result of increased sales as discussed above and controlled expenses. Higher gasoline costs of approximately \$80,000 and \$572,000 impacted the June quarter and nine months, respectively.

CONSOLIDATED

Gross profit as a percentage of sales decreased to 32.04% in the three month period from 32.73% last year and decreased to 29.38% in the nine month period from 31.00% a year ago. Higher ingredient and packaging costs compared to last year of approximately \$1.5 million for the quarter and \$10 million for the nine months and the lower gross margin percentage of handhelds sales through the anniversary of the acquisition date were primarily responsible for the decreased gross profit percentage. Without this handhelds impact, gross profit as a percentage of sales would have been about 32.6% in the quarter and 30.5% in the nine months. Ingredient and packaging costs can be extremely volatile and may be significantly different from what we are presently expecting and therefore we cannot project the impact of ingredient and packaging costs on our business going forward; however, there has been a very significant increase in the market cost of ingredient and packaging over the past 24 months. We anticipate these continuing market cost increases may result in higher costs to the company over the remaining three months of our fiscal year 2012. Although we have implemented price increases to defray the impact of a portion or all of these cost increases, the impact of these higher costs and increased costs in operational areas may result in lower net earnings over the remaining three months of our fiscal year 2012 compared to our fiscal year 2011.

Total operating expenses increased \$2,136,000 in the third quarter but as a percentage of sales decreased from 20% percent to 19%. For the nine months, operating expenses increased \$7,597,000, but as a percentage of sales decreased from 21% to 20% of sales. The drops in percentages were generally because of increased sales. Additionally, other general income of \$183,000 in this year's quarter compared to other general expense of \$530,000, primarily acquisition costs, in last year's quarter. Marketing expenses were 9% of sales in both years' quarter and decreased about 1/2 of one percent in the nine months, from 10% of sales to 9% of sales. Distribution expenses were 7% of sales in both years' quarter and 8% of sales in both years' nine months. Administrative expenses were 3% of sales in all periods.

Operating income increased \$2,830,000 or 10% to 29,891,000 in the third quarter and increased \$2,639,000 or 5% to \$54,627,000 in the nine months as a result of the aforementioned items. Additionally, for the nine months of this year operating income was impacted by approximately \$800,000 of costs of a management and sales meeting held in October, which historically has been held every five years.

Gain on the bargain purchase of a business of \$6,580,000 in last year's quarter resulted from the fair value of the identifiable assets acquired in the handhelds acquisition exceeding the purchase price.

Investment income increased by \$146,000 and \$438,000 in the third quarter and nine months, respectively, due primarily to increased investments of marketable securities.

The effective income tax rate has been estimated at 38% and 31% for the quarter this year and last year, respectively, and at 38% and at 34% for the nine months this year and last year, respectively. Adjusting out the effect of last year's gain on bargain purchase of a business, the effective income tax rate was estimated at 39% and 38% for the quarter and nine months of last year, respectively. We are estimating an effective income tax rate of between 37 1/2% and 38 1/2% for the year.

Net earnings decreased \$4,654,000 or 20% in the current three month period to \$18,672,000 and decreased 12% to \$34,580,000 for the nine months this year from \$39,079,000 last year as a result of the aforementioned items. Without the benefit of last year's gain on bargain purchase of a business, net earnings were \$18,672,000 in this year's quarter compared to \$16,746,000 last year and were \$34,580,000 for the nine months compared to \$32,499,000 last year.

There are many factors which can impact our net earnings from year to year and in the long run, among which are the supply and cost of raw materials and labor, insurance costs, factors impacting sales as noted above, the continuing consolidation of our customers, our ability to manage our manufacturing, marketing and distribution activities, our ability to make and integrate acquisitions and changes in tax laws and interest rates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the Company's assessment of its sensitivity to market risk since its presentation set forth, in item 7a. "Quantitative and Qualitative Disclosures About Market Risk," in its 2011 annual report on Form 10-K filed with the SEC.

Item 4. Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of June 23, 2012, that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting during the quarter ended June 23, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit No.

31.1 & Certification Pursuant to Section 302 of
31.2 the Sarbanes-Oxley Act of 2002

99.5 & Certification Pursuant to the 18 U.S.C.
99.6 Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.1 The following financial information from J&J Snack Foods Corp.'s Quarterly Report on Form 10-Q for the quarter ended June 23, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Earnings, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows and (iv) the Notes to the Consolidated Financial Statements

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.

J & J SNACK FOODS CORP.

Dated: July 23, 2012

/s/ Gerald B. Shreiber

Gerald B. Shreiber
Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

Dated: July 23, 2012

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Dennis G. Moore, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
-

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's third fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 23, 2012

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Gerald B. Shreiber, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
-

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's third fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 23, 2012

/s/ Gerald B. Shreiber

Gerald B. Shreiber

Chairman of the Board,

President, Chief Executive

Officer and Director

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), each of the undersigned officers of J & J Snack Foods Corp. (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarter ended June 23, 2012 (the "Report") that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 23, 2012

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), each of the undersigned officers of J & J Snack Foods Corp. (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarter ended June 23, 2012 (the "Report") that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 23, 2012

/s/ Gerald B. Shreiber

Gerald B. Shreiber
Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.