BAB, INC.
Form 10-K
February 23, 2017
U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 10-K

(Mark one)

[X]	ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the fiscal year ended: November 30, 2016
[ ]	TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the transition period from ______ to ______

Commission file number: 0-31555

BAB, Inc.

(Exact name of registrant as specified in its charter)

Delaware	36-4389547
(State or other jurisdiction of incorporation)	(IRS Employer or organization Identification No.)

500 Lake Cook Road, Suite 475 Deerfield, Illinois 60015

(Address of principal executive offices) (Zip Code)

Registrant’s telephone number: (847) 948-7520

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

Title of each class Name of exchange on which registered

Common Stock NASDAQ/OTC

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

None

(Title of Class)

Indicate by check mark if the issuer is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. [ ] Yes [X] No

Indicate by check mark whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. [ ] Yes [X] No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.[ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one): Large Accelerated Filer [ ], Accelerated Filer [ ], Non-Accelerated Filer [ ], Smaller Reporting Company [X].

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

State issuer's revenues for its most recent fiscal year: $2,386,167.

The aggregate market value of the voting common equity held by nonaffiliates as of the last business day of the registrant's most recently completed second fiscal quarter was: $2,511,367 based on 4,329,943 shares held by nonaffiliates as of May 31, 2016; Closing price ($0.58) for said shares in the NASDAQ OTCQB Marketplace as of such date.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 7,263,508 shares of Common Stock, as of February 23, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

See index to exhibits

FORM 10-K INDEX

PART I

ITEM 1. BUSINESS

BAB, Inc (“the Company”) has three wholly owned subsidiaries: BAB Systems, Inc. (“Systems”), BAB Operations, Inc. (“Operations”) and BAB Investments, Inc. (“Investments”). Systems was incorporated on December 2, 1992, and was primarily established to franchise Big Apple Bagels® (“BAB”) specialty bagel retail stores. My Favorite Muffin (“MFM”) was acquired in 1997 and is included as a part of Systems. Brewster’s (“Brewster’s”) was established in 1996 and the coffee is sold in BAB and MFM locations. SweetDuet® (“SD”) frozen yogurt can be added as an additional brand in a BAB or MFM location. Operations was formed in 1995, primarily to operate Company-owned stores of which there are currently none. The assets of Jacobs Bros. Bagels (“Jacobs Bros.”) were acquired in 1999, and any branded wholesale business uses this trademark. Investments was incorporated in 2009 to be used for the purpose of acquisitions. To date there have been no acquisitions.

The Company was incorporated under the laws of the State of Delaware on July 12, 2000. The Company currently franchises and licenses bagel and muffin retail units under the BAB and MFM trade names. At November 30, 2016, the Company had 85 franchise units and 3 licensed units in operation in 23 states and one international location. There are 2 units under development. The Company additionally derives income from the sale of its trademark bagels, muffins and coffee through nontraditional channels of distribution including under licensing agreements with Kohr Bros. Frozen Custard, and Green Beans Coffee. Also, included in licensing fees and other income is Operations Sign Shop results. For franchise consistency and convenience, the Sign Shop provides the majority of signage to franchisees, including but not limited to, menu panels, build charts, interior and exterior signage and point of purchase materials.

The BAB franchised brand consists of units operating as “Big Apple Bagels®,” featuring daily baked bagels, flavored cream cheeses, premium coffees, gourmet bagel sandwiches and other related products. BAB units are primarily concentrated in the Midwest and Western United States. The MFM brand consists of units operating as "My Favorite Muffin®," featuring a large variety of freshly baked muffins, coffees and related products, and units operating as "My Favorite Muffin and Bagel Cafe," featuring these products as well as a variety of specialty bagel sandwiches and related products. The SweetDuet® brand is a fusion concept, pairing self-serve frozen yogurt with MFM’s exclusive line of My Favorite Muffin gourmet muffins. SD frozen yogurt can be added as an additional brand in a BAB or MFM location. Although the Company doesn't actively market Brewster's stand-alone franchises, Brewster's coffee products are sold in most franchised units.

The Company is leveraging on the natural synergy of distributing muffin products in existing BAB units and, alternatively, bagel products and Brewster's Coffee in existing MFM units. The Company expects to continue to realize efficiencies in servicing the combined base of BAB and MFM franchisees.

Net Income

The Company reported net income of $449,000 and $110,000 for the years ended November 30, 2016 and 2015, respectively.

Food Service Industry

Food service businesses are often affected by changes in consumer tastes; national, regional, and local economic conditions; demographic trends; traffic patterns; and the type, number and location of competing restaurants. Multi-unit food service chains, such as the Company's, can also be substantially adversely affected by publicity resulting from problems with food quality, illness, injury or other health concerns or operating issues stemming from one store or a limited number of stores. The food service business is also subject to the risk that shortages or interruptions in supply caused by adverse weather or other conditions could negatively affect the availability, quality and cost of ingredients and other food products. In addition, factors such as inflation, increased food and labor costs, regional weather conditions, availability and cost of suitable sites and the availability of experienced management and hourly employees may also adversely affect the food service industry in general and the Company's results of operations and financial condition in particular.

CUSTOMERS

The Company’s franchisees represent a varied geographic and demographic group. Among some of the primary services the Company provides to its franchisees are marketing assistance, training, time-tested successful recipes, bulk purchasing discounts, food service knowledgeable personnel and brand recognition.

SUPPLIERS

The Company's major suppliers are Coffee Bean International, Dawn Food Products, Inc., Schreiber Foods, Coca-Cola and U.S. Foods. The Company is not dependent on any of these suppliers for future growth and profitability since like products may be purchased from these suppliers are available from other sources.

LOCATIONS

The Company had 85 franchised locations and 3 licensed units in 23 states and one international location. There are 2 units under development.

STORE OPERATIONS

BIG APPLE BAGELS®--BAB franchised stores bake a variety of fresh bagels daily and offer up to 11 flavors of cream cheese spreads. Stores also offer a wide assortment of breakfast and lunch bagel sandwiches, salads, soups, various dessert items, fruit smoothies, gourmet coffees and other beverages. A typical BAB store is in an area with a mix of both residential and commercial properties and ranges from 1,500 to 2,000 square feet. The Company's current store design is approximately 1,800 square feet, with seating capacity for 20 to 30 persons, and includes approximately 750 square feet devoted to production and baking. A satellite store is typically smaller than a production store, averaging 800 to 1,200 square feet. Although franchise stores may vary in size from other franchise stores, store layout is generally consistent.

MY FAVORITE MUFFIN®--MFM franchised stores bake 20 to 25 varieties of muffins daily from over 250 recipes, plus a variety of bagels. They also serve gourmet coffees, beverages and, at My Favorite Muffin and Bagel Cafe locations, a variety of bagel sandwiches and related products. The typical MFM store design is approximately 1,800 square feet, with seating capacity for 20 to 30 persons.

SWEETDUET®--SD The Company has one SweetDuet franchised store which offers frozen yogurt and various toppings from which customers prepare their own yogurt creations. They also serve My Favorite Muffin® gourmet muffins and Brewster's® Coffee. Beginning in 2014, the SweetDuet concept is available as an added brand to a BAB or MFM location.

BREWSTER'S® COFFEE--Although the Company doesn't have, or actively market, Brewster's stand-alone franchises, Brewster's coffee products are sold in most of the franchised units.

FRANCHISING

The Company requires payment of an initial franchise fee per store, plus an ongoing 5% royalty on net sales. Additionally, BAB, MFM and SD franchisees are members of a marketing fund requiring an ongoing 3% contribution for general system-wide marketing. The Company currently requires a franchise fee of $25,000 on a franchisee's first full production BAB or MFM store. There is currently a $10,000 veterans discount for the franchise fee for the first location. The fee for subsequent production stores for BAB and MFM is $20,000. Beginning in 2014, the SD concept is available at no additional charge as an added brand to a BAB or MFM location.

The Company's current Franchise Disclosure Documents (“FDD”) provides for, among other things, the opportunity for prospective franchisees to enter into a Preliminary Agreement for their first production store. This agreement enables a prospective franchisee a period of 60 days in which to locate a site. The fee for this Preliminary Agreement is $10,000. If a site is not located and approved by the Company within the 60 days, the prospective franchisee will receive a refund of $7,000. If a site is approved, the entire $10,000 will be applied toward the initial franchise fee. See also last paragraph under "Government Regulation" section in this 10-K. The Company's Franchise Agreement provides a franchisee with the right to develop one store at a specific location. Each Franchise Agreement is for a term of 10 years with the right to renew. Franchisees are expected to be in operation no later than 10 months following the signing of the Franchise Agreement.

The Company will recognize revenue upon a signed and completed franchise agreement for a Master Franchise Agreement (“MFA”). The revenue for a MFA is a nonrefundable fee and the amount of the fee is dependent on the area covered by the MFA. In addition there will be an ongoing royalty fees as determined by the contract.

The Company currently advertises its franchising opportunities in directories, newspapers and the internet. In addition, prospective franchisees contact the Company as a result of patronizing an existing store.

COMPETITION

The quick service restaurant industry is intensely competitive with respect to product quality, concept, location, service and price. There are a number of national, regional and local chains operating both owned and franchised stores which compete with the Company on a national level or solely in a specific market or region. The Company believes that because the industry is extremely fragmented, there is a significant opportunity for expansion in the bagel, muffin, frozen yogurt and coffee concept chains.

The Company believes the primary direct competitors of its bagel units are Panera Bread Company, Bruegger's Bagel Bakery and Einstein Noah Restaurant Group, which operate Einstein Bros. Bagels. There are several other regional bagel chains with fewer than 50 stores, as well as numerous small, independently owned bagel bakeries and national fast food restaurants such as Dunkin' Donuts and McDonald's, all of which may compete with the Company. There is no major national competitor in the muffin business, but there are a number of regional and local operators. The Company believes the primary direct competitors for its yogurt concept are Red Mango, Yogurtland and TCBY. There are several regional and a number of local individual operators. Additionally, the Company competes directly with a number of national, regional and local coffee competitors.

Other competition includes supermarket bakery sections and prepackaged, fresh and frozen bagels, muffins and yogurt. Certain of these competitors may have greater product and name recognition and larger financial, marketing and distribution capabilities than the Company. The Company believes the startup costs associated with opening a retail food establishment offering similar products on a stand-alone basis are competitive with the startup costs associated with opening its stores and, accordingly, such startup costs are not an impediment to entry into the retail bagel, muffin, frozen yogurt or coffee businesses.

The Company believes that its stores compete favorably in terms of food quality, and taste, convenience and customer service and value, which the Company believes are important factors to its targeted customers. Competition in the food service industry is often affected by changes in consumer tastes, national, regional and local economic and real estate conditions, demographic trends, traffic patterns, the cost and availability of labor, consumer purchasing power, availability of product and local competitive factors. The Company attempts to manage or adapt to these factors, but not all such factors are within the Company's control. Such factors could cause the Company and some or all of its franchisees to be adversely affected.

The Company competes for qualified franchisees with a wide variety of investment opportunities in the restaurant business, as well as other industries. Investment opportunities in the bagel bakery cafe business include franchises offered by Einstein Noah Restaurant Group, Panera Bread Company and opportunities in the frozen yogurt business, including Red Mango, Yogurtland and TCBY. The Company's continued success is dependent on its reputation for providing high quality and value with respect to its service, products and franchises. This reputation is affected by the performance of its franchise stores and licensed units that sell branded products over which the Company has limited control.

TRADEMARKS AND SERVICE MARKS

The trademarks, trade names and service marks used by the Company contain common descriptive English words and thus may be subject to challenge by users of these words, alone or in combination with other words, to describe other services or products. Some persons or entities may have prior rights to these names or marks in their respective localities. Accordingly, there is no assurance that such names and marks are available in all locations. Any challenge, if successful, in whole or in part, could restrict the Company's use of the names and marks in areas in which the challenger is found to have used the name or mark prior to the Company's use. Any such restriction could limit the expansion of the Company's use of the names or marks into that region, and the Company and its franchisees may be materially and adversely affected.

The trademarks and service marks "Big Apple Bagels®," "My Favorite Muffin®," “SweetDuet®”and "Brewster's® Coffee" are registered under applicable federal trademark law. These marks are licensed by the Company to its franchisees pursuant to Franchise Agreements. In February 1999, the Company acquired the trademark of "Jacobs Bros. Bagels®" upon purchasing certain assets of Jacobs Bros. The "Jacobs Bros. Bagels®" mark is also registered under applicable federal trademark law.

The Company is aware of the use by other persons and entities in certain geographic areas of names and marks which are the same as, or similar to, the Company's names and marks. Some of these persons or entities may have prior rights to those names or marks in their respective localities; therefore, there is no assurance that the names and marks are available in all locations. It is the Company's policy to pursue registration of its names and marks whenever possible and to vigorously oppose any infringement of its names and marks.

GOVERNMENT REGULATION

The Company is subject to the Trade Regulation Rule of the Federal Trade Commission (the "FTC") entitled “Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures" (the "FTC Franchise Rule") and state and local laws and regulations that govern the offer, sale and termination of franchises and the refusal to renew franchises. Continued compliance with these broad federal, state and local regulatory networks is essential and costly. The failure to comply with such regulations may have a material adverse effect on the Company and its franchisees. Violations of franchising laws and/or state laws and regulations regulating substantive aspects of doing business in a particular state could limit the Company's ability to sell franchises or subject the Company and its affiliates to rescission offers, monetary damages, penalties, imprisonment and/or injunctive proceedings. In addition, under court decisions in certain states, absolute vicarious liability may be imposed upon franchisors based upon claims made against franchisees. Even if the Company is able to obtain insurance coverage for such claims, there can be no assurance that such insurance will be sufficient to cover potential claims against the Company.

The Company and its franchisees are required to comply with federal, state and local government regulations applicable to consumer food service businesses, including those relating to the preparation and sale of food, minimum wage requirements, overtime, working and safety conditions, citizenship requirements, as well as regulations relating to zoning, construction, health and business licensing. Each store is subject to regulation by federal agencies and to licensing and regulation by state and local health, sanitation, safety, fire and other departments. Difficulties or failures in obtaining the required licenses or approvals could delay or prevent the opening of a new Company-owned or franchise store, and failure to remain in compliance with applicable regulations could cause the temporary or permanent closing of an existing store. The Company believes that it is in material compliance with these provisions. Continued compliance with these federal, state and local laws and regulations is costly but essential, and failure to comply may have an adverse effect on the Company and its franchisees.

The Company's franchising operations are subject to regulation by the FTC under the Uniform Franchise Act which requires, among other things, that the Company prepare and periodically update a comprehensive disclosure document known as a FDD in connection with the sale and operation of its franchises. In addition, some states require a franchisor to register its franchise with the state before it may offer a franchise to a prospective franchisee. The Company believes its FDD, together with any applicable state versions or supplements, comply with both the FTC guidelines and all applicable state laws regulating franchising in those states in which it has offered franchises.

The Company is also subject to a number of state laws, as well as foreign laws (to the extent it offers franchises outside of the United States), that regulate substantive aspects of the franchisor-franchisee relationship, including, but not limited to, those concerning termination and non-renewal of a franchise.

EMPLOYEES

As of November 30, 2016, the Company employed 16 full time persons in the Corporate headquarters. The employees are responsible for corporate management and oversight, franchising, accounting, advertising and Sign Shop operations. None of the Company's employees are subject to any collective bargaining agreements and management considers its relations with its employees to be good.

ITEM 1A. RISK FACTORS

Not required for smaller reporting companies.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not required for smaller reporting companies.

ITEM 2. PROPERTIES

The Company's principal executive office, consisting of approximately 7,150 square feet, is located in Deerfield, Illinois and is leased. The Company elected to extend the lease term under the first amendment to the original lease and it expires September 30, 2018. There is an option to extend the lease for an additional five years.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of such proceedings or claims cannot be predicted with certainty, management does not believe that the outcome of any such proceedings or claims will have a material effect on our financial position. Except as stated below, we know of no pending or threatened proceeding or claim to which we are or will be a party.

On July 8, 2013, a judgment was entered in the Circuit Court of Cook County against BAB Operations, Inc. (“Operations”), a wholly owned subsidiary of BAB, Inc., and in favor of a former landlord of Operations, Alecta Real Estate USA, LLC. In September 2013, the Company filed an appeal. On March 23, 2015, the Appellate Court found in favor of the plaintiff and against Operations, affirming the trial court’s judgment. The legal settlement of $243,000 was recorded in the first quarter of 2015 and payment was made in the second quarter of 2015 and included the judgment, attorney’s fees and interest.

ITEM 4. MINE SAFETY DISCLOSURES

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table sets forth the quarterly high and low reported closing sales prices for the Company's common stock, as reported in the Nasdaq Small Cap Market for the two years ended November 30, 2016 and 2015. The Company's common stock is traded on the NASDAQ OTCQB Marketplace under the symbol "BABB."

Year Ended: November 30, 2016	Low	High
First quarter	0.55	0.65
Second quarter	0.56	0.64
Third quarter	0.56	0.74
Fourth quarter	0.70	0.91

Year Ended: November 30, 2015	Low	High
First quarter	0.70	0.76
Second quarter	0.59	0.78
Third quarter	0.55	0.72
Fourth quarter	0.54	0.74

As of February 15, 2017, the Company's Common Stock was held by 146 holders of record. Registered ownership includes nominees who may hold securities on behalf of multiple beneficial owners. The Company estimates that the number of beneficial owners of its common stock at February 15, 2017, is approximately 1,100 based upon information provided by a proxy services firm.

STOCK OPTIONS

In May 2001, the Company's Board of Directors approved a Long-Term Incentive and Stock Option Plan (Plan), with an amendment in May 2003 to increase the Plan from the reserve of 1,100,000 shares to 1,400,000 shares of Common Stock for grant. A total of 1,400,000 stock options have been granted to directors, officers and employees. In 2016 and 2015, no options were granted. As of November 30, 2016, all stock options had been exercised or forfeited under the Plan. (See Note 6 of the audited consolidated financial statements included herein.)

CASH DISTRIBUTION AND DIVIDEND POLICY

On December 5, 2016, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid on January 9, 2017.

The Board of Directors declared a cash distribution/dividend on March 3, June 6 and September 6, 2016 of $0.01 per share, paid April 13, July 11, and October 12, 2016, respectively. On December 3, 2015, a $0.01 quarterly and $.02 special cash distribution/dividend per share was declared and paid January 6, 2016.

The Board of Directors declared a $0.01 quarterly cash distribution/dividend per share on March 2, June 4 and September 2, 2015, paid April 10, July 8, and October 9, 2015, respectively. On December 3, 2014, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid January 6, 2015.

On May 6, 2013, the Board of Directors (“Board”) of BAB, Inc. authorized and declared a dividend distribution of one right for each outstanding share of the common stock of BAB, Inc. to stockholders of record at the close of business on May 13, 2013. Each right entitles the registered holder to purchase from the Company one one-thousandth of a share of the Series A Participating Preferred Stock of the Company at an exercise price of $0.90 per one-thousandth of a Preferred Share, subject to adjustment. The complete terms of the Rights are set forth in a Preferred Shares Rights Agreement, dated May 6, 2013, between the Company and IST Shareholder Services, as rights agent.

The Board adopted the Rights Agreement to protect stockholders from coercive or otherwise unfair takeover tactics. In general terms, it works by imposing a significant penalty upon any person or group that acquires 15% (or 20% in the case of certain institutional investors who report their holdings on Schedule 13G) or more of the Common Shares without the approval of the Board. As a result, the overall effect of the Rights Agreement and the issuance of the Rights may be to render more difficult a merger, tender or exchange offer or other business combination involving the Company that is not approved by the Board. However, neither the Rights Agreement nor the Rights should interfere with any merger, tender or exchange offer or other business combination approved by the Board.

Full details about the Rights Plan are contained in a Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on May 7, 2013.

On June 18, 2014 an amendment to the Preferred Shares Rights Agreement was filed appointing American Stock Transfer & Trust Company, LLC as successor to Illinois Stock Transfer Company. All original rights and provisions remain unchanged. On August 18, 2015, an amendment was filed to the Preferred Shares Rights Agreement changing the final expiration date to mean the fifth anniversary of the original date of the agreement. All other original rights and provisions remain the same.

ITEM 6. SELECTED FINANCIAL DATA

Not required for smaller reporting companies.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The selected financial data contained herein has been derived from the consolidated financial statements of the Company included elsewhere in this Report on Form 10-K. The data should be read in conjunction with the consolidated financial statements and notes thereto. Certain statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations, including statements regarding the development of the Company's business, the markets for the Company's products, anticipated capital expenditures, and the effects of completed and proposed acquisitions, and other statements and disclosures contained herein and throughout this Annual Report regarding matters that are not historical facts, are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). In such cases, we may use words such as "believe," "intend," "expect," "anticipate" and the like. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Certain risks and uncertainties are wholly or partially outside the control of the Company and its management, including its ability to attract new franchisees; the continued success of current franchisees; the effects of competition on franchisee store results; consumer acceptance of the Company's products in new and existing markets; fluctuation in development and operating costs; brand awareness; availability and terms of capital; adverse publicity; acceptance of new product offerings; availability of locations and terms of sites for store development; food, labor and employee benefit costs; changes in government regulation (including increases in the minimum wage); regional economic and weather conditions; the hiring, training, and retention of skilled corporate and restaurant management; and the integration and assimilation of acquired concepts. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

GENERAL

The Company has 85 franchised and 3 licensed units with 2 units under development at the end of 2016. Units in operation and under development at the end of 2015 included 84 franchised and 3 licensed units and 7 units under development. System-wide revenues were $35.5 million in 2016 and $34.8 million in 2015.

The Company's revenues are derived primarily from the ongoing royalties paid to the Company by its franchisees and from receipt of initial franchise fees. Additionally, the Company derives revenue from the sale of licensed products (My Favorite Muffin mix, Big Apple Bagels cream cheese and Brewster's coffee), and through licensing agreements (Kohr Bros. and Green Beans Coffee). Also included in licensing fees and other income is Operation’s Sign Shop results. For franchise consistency and convenience, the Sign Shop provides the majority of signage to franchisees, including but not limited to, posters, menu panels, build charts, outside window stickers and counter signs.

YEAR 2016 COMPARED TO YEAR 2015

Total revenues from all sources increased $170,000, or 7.7%, to $2,386,000 in 2016 from $2,216,000 in the prior year due to an increase in royalty revenue of $30,000, an increase in franchisee fee revenue of $28,000 and an increase in licensing fees and other income of $112,000.

Royalty revenue from franchise stores increased $30,000, or 1.7%, to $1,745,000 in 2016 as compared to $1,715,000 in 2015. Franchise fee revenue increased $28,000, or 32.9%, to $113,000 in 2016 versus $85,000 in 2015. During fiscal 2016 there were 3 store openings that had franchise fees, 6 transfers and one defaulted preliminary fee, compared to 3 store openings, 4 transfers in 2015. Licensing fees and other income increased $112,000, or 26.9%, to $528,000 in 2016 compared to $416,000 in 2015. The increase in licensing and other income was primarily due to an increase of $51,000 in settlement and other income, $54,000 in nontraditional revenues and $7,000 for Sign Shop revenues in 2016 as compared to 2015.

Total operating expenses in 2016 were $1,926,000, or 80.7% of revenues, compared to $2,113,000, or 95.4% of revenues in 2015. Total operating expenses decreased $187,000, or 8.8%, in 2016 compared to 2015. There was a judgment of $243,000 in 2015.

The decreases in operating expenses of $187,000 in 2016 were primarily due to the $243,000 judgment paid in 2015, a decrease in advertising and promotion of $16,000 and a decrease in travel of $7,000, offset by an increase in payroll of $27,000, an increase in legal and other professional fees of $17,000, an increase in franchise development of $7,000, Sign Shop expenses for cost of goods and obsolete inventory of $19,000, depreciation and amortization of $3,000, occupancy of $2,000 and other miscellaneous expenses increased $4,000 in 2016 compared to 2015.

Interest income decreased $1,000 to $1,000 in 2016 versus $2,000 in 2015.

Interest expense decreased $2,000 to $1,000 in 2016 versus $3,000 in 2015, as a result of a decrease in outstanding debt.

There was an income tax expense of $10,000 in 2016 compared to a benefit of $9,000 in 2015.

Net income totaled $449,000, or 18.8% of revenue in 2016 as compared to $110,000 or 5.0%, of revenue in the prior year. Earnings per share for basic and diluted outstanding shares is $.06 for 2016 and $.02 for 2015.

LIQUIDITY AND CAPITAL RESOURCES

At November 30, 2016, the Company had working capital of $557,000 and unrestricted cash of $907,000. At November 30, 2015, the Company had working capital of $527,000 and unrestricted cash of $837,000.

During fiscal 2016, the Company had net income of $449,000 and operating activities which provided cash of $543,000. The principal adjustments to reconcile net income to cash provided by operating activities were depreciation and amortization of $20,000, less the provision for uncollectible accounts of $8,000. In addition, changes in other operating assets and liabilities increased a total of $82,000. During fiscal 2015, the Company had net income of $110,000 and operating activities which provided cash of $526,000. The principal adjustments to reconcile net income to cash provided by operating activities were depreciation and amortization of $17,000, less the provision for uncollectible accounts of $8,000. In addition, changes in other operating assets and liabilities increased a total of $407,000.

During fiscal 2016, the Company used $4,000 for investing activities for trademark renewal. During fiscal 2015, the Company used $3,000 for investing activities for trademark renewals.

For financing activities in fiscal 2016, $33,000 was used for repayment of debt and $436,000 for cash distributions/dividend payments to common stockholders. For financing activities in fiscal 2015, $32,000 was used for repayment of debt and $363,000 for cash distributions/dividend payments to common stockholders.

Although there can be no assurances that the Company will be able to pay cash distributions/dividends in the future, it is the Company's intent that future cash distributions/dividends will be considered based on profitability expectations and financing needs and will be declared at the discretion of the Board of Directors. It is the Company's intent going forward to declare and pay cash distributions/dividends on a quarterly basis if warranted. On December 5, 2016, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid on January 9, 2017.

The Company believes execution of its cash distribution/dividend policy will not have any material adverse effects on its ability to fund current operations or future capital investments.

The Company has no financial covenants on its outstanding debt. The Company has no outstanding debt at November 30, 2016. On September 6, 2002, the Company signed a note payable requiring annual installments of $35,000, including interest at a rate of 4.75% per annum, for a term of 15 years, in the original amount, including principal and interest of $525,000. The Company purchased and retired an adjusted 1,380,040 shares of BAB, Inc. common stock from a former stockholder. A final payment of $35,000 was paid on October 1, 2016.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements, other than the lease commitments disclosed in Note 7 of the audited consolidated financial statements included herein.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are presented in the Notes to the Consolidated Financial Statements (see Note 2 of the audited consolidated financial statements included herein). While all of the significant accounting policies impact the Company's Consolidated Financial Statements, some of the policies may be viewed to be more critical. The more critical policies are those that are most important to the portrayal of the Company's financial condition and results of operations and that require management's most difficult, subjective and/or complex judgments and estimates. Management bases its judgments and estimates on historical experience and various other factors that are believed to be reasonable under the circumstances. The results of judgments and estimates form the basis for making judgments about the Company's value of assets and liabilities that are not readily apparent from other sources.

Actual results could differ from those estimates under different assumptions or conditions. Management believes the following are its most critical accounting policies because they require more significant judgments and estimates in preparation of its consolidated financial statements.

Revenue Recognition

Royalty fees from franchised stores represent a 5% fee on net retail and wholesale sales of franchised units. Royalty revenues are recognized on an accrual basis using actual franchise receipts. Generally, franchisees report and remit royalties on a weekly basis. The majority of month-end receipts are recorded on an accrual basis based on actual numbers from reports received from franchisees shortly after the month-end. Estimates are utilized in certain instances where actual numbers have not been received and such estimates are based on the average of the last 10 weeks' actual reported sales.

The Company recognizes franchise fee revenue on the store's opening. Direct costs associated with the sale of franchises are deferred until the franchise fee revenue is recognized. These costs include site approval, construction approval, commissions, blueprints and training costs.

The Company recognizes revenue upon a signed and completed franchise agreement for a Master Franchise Agreement ("MFA"). The revenue for a MFA is a nonrefundable fee and the amount of the fee is dependent on the area covered by the MFA. In addition there will be an ongoing royalty fees as determined by the contract.

The Company earns a licensing fee from the sale of BAB branded and nonbranded products, which includes coffee, cream cheese, muffin mix and par baked bagels from a third-party commercial bakery to the franchised and licensed units.

<u>Long-Lived Assets</u>

Property and equipment are recorded at cost. Improvements and replacements are capitalized, while expenditures for maintenance and routine repairs that do not extend the life of the asset are charged to expense as incurred. Depreciation is calculated on the straight-line basis over the estimated useful lives of the assets. Property, equipment and leasehold improvements are stated at cost, less accumulated depreciation. Estimated useful lives for the purpose of depreciation and amortization are 3 to 7 years for property and equipment and 10 years, or the term of the lease if less, for leasehold improvements.

Following the guidelines contained in ASC 350, the corporation tests goodwill and intangible assets that are not subject to amortization for impairment annually or more frequently if events or circumstances indicate that impairment is possible. Goodwill and intangible assets were tested at the end of fiscal 2016 and the first fiscal quarter in 2016 and 2015, and it was found that the carrying value of goodwill and intangible assets were not impaired.

The impairment test performed for fiscal 2016 was based on a discounted cash flow model using management's business plan projected for expected cash flows. Based on the computation it was determined that no impairment was needed. An impairment test was performed at February 28, 2016 and at the end of fiscal 2016 and it was found that based on the computations using discounted cash flows, it was also determined that no impairment occurred.

Management does not believe that any impairment exists at November 30, 2016.

Concentrations of Credit Risk

Certain financial instruments potentially subject the Company to concentrations of credit risk. These financial instruments consist primarily of royalty and wholesale accounts receivables. The Company believes it has maintained adequate reserves for doubtful accounts. The Company reviews the collectibility of receivables periodically taking into account payment history and industry conditions.

Valuation Allowance and Deferred Taxes

A valuation allowance is the portion of a deferred tax asset for which it is more likely than not that a tax benefit will not be realized.

As of November 30, 2016 the Company has net operating loss carryforwards of approximately $3,046,000 expiring between 2017 and 2029 for U.S. federal income tax purposes. The Company routinely reviews the future realization of tax assets based on projected future reversals of taxable temporary differences, available tax planning strategies and projected future taxable income. A valuation allowance has been established for $641,000 and $827,000 as of November 30, 2016 and 2015, respectively, for the deferred tax benefit related to those loss carryforwards and other deferred tax assets, that are more likely than not that the deferred tax asset will not be realized.

Recent Accounting Pronouncements

Revenue from Contracts with Customers, ASU 2014-09 establishes a comprehensive revenue recognition standard for virtually all industries in U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. The revenue standard’s core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. The standard requires five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, (v) recognize revenue when (or as) the entity satisfies a performance obligation. Entities will generally be required to make more estimates and use more judgment than under current guidance, which will be highlighted for users through increased disclosure requirements. The ASU is effective for the Company, for fiscal years beginning after December 15, 2017. The Company will adopt ASU 2014-09 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company’s financial position, cash flows or results of operations.

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases, requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. Lessors will continue to classify leases as operating, direct financing or sales-type leases. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company will adopt ASU 2016-02 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company’s financial position, cash flows or results of operations.

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In March 2016, the Financial Accounting Standards Board issued ASU 2016-04, Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products. The amendments in the ASU are designed to provide guidance and eliminate diversity in the accounting for derecognition of prepaid stored-value product liabilities. Typically, a prepaid stored-value product liability is to be derecognized when it is probable that a significant reversal of the recognized breakage amount will not subsequently occur. This is when the likelihood of the product holder exercising its remaining rights becomes remote. This estimate shall be updated at the end of each period. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2017, including the interim periods within that reporting period. Early adoption is permitted. The Company is still evaluating the impact the guidance will have on the Company's financial position, cash flows or results of operations.

In January 2017, the FASB issued ASU 2017-04, Intangibles- Goodwill and Other (Topic 350), which is intended to simplify the test for goodwill impairment. To simplify the subsequent measurement of goodwill, the standard eliminates Step 2 from the goodwill impairment test. Instead, an entity will perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity will recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2019, including the interim periods within that reporting period. Early adoption is permitted. The Company is evaluating the impact of adopting this guidance.

Management does not believe that there are any other recently issued and effective or not yet effective pronouncements as of November 30, 2016 that would have or are expected to have any significant effect on the Company's financial position, cash flows or results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In regard to interest, foreign currency and commodity price risk the Company does not believe that these are significant risk factors.

ITEM 8. FINANCIAL STATEMENTS

The Consolidated Financial Statements and Report of Independent Registered Public Accounting Firm is included immediately following.

BAB, Inc.

Years Ended November 30, 2016 and 2015

C o n t e n t s

Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors of BAB, Inc.

We have audited the accompanying consolidated balance sheets of BAB, Inc. and Subsidiaries as of November 30, 2016 and 2015 and the related consolidated statements of income, stockholders' equity and cash flows for the years then ended. BAB, Inc.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of BAB, Inc. and Subsidiaries as of November 30, 2016 and 2015, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

By: /s/ Sassetti LLC

Oak Park, Illinois
February 23, 2017

BAB, Inc

Consolidated Balance Sheets

November 30, 2016 and 2015

	2016	2015
ASSETS		
Current Assets		
Cash	$907,116	$837,382
Restricted cash	598,887	420,739
Receivables		
Trade accounts and notes receivable (net of allowance for doubtful accounts of $25,319 in 2016 and $33,077 in 2015)	50,844	75,079
Marketing fund contributions receivable from franchisees and stores	10,238	21,111
Inventories	16,130	26,824
Prepaid expenses and other current assets	81,021	83,796
Total Current Assets	1,664,236	1,464,931
Property, plant and equipment (net of accumulated depreciation of $152,334 in 2016 and $150,083 in 2015)	1,226	3,476
Trademarks	455,182	455,182
Goodwill	1,493,771	1,493,771
Definite lived intangible assets (net of accumulated amortization of $96,389 in 2016 and $81,689 in 2015)	9,108	22,987
Deferred tax asset	248,000	248,000
Total Noncurrent Assets	2,207,287	2,223,416
Total Assets	$3,871,523	$3,688,347
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	$-	$33,413
Accounts payable	43,383	13,055
Accrued expenses and other current liabilities	365,169	311,916
Unexpended marketing fund contributions	609,380	442,105
Deferred franchise fee revenue	40,000	105,000
Deferred licensing revenue	49,226	32,083
Total Current Liabilities	1,107,158	937,572
Long-term debt (net of current portion)	-	-
Total Liabilities	1,107,158	937,572
Stockholders' Equity		
Preferred shares -$.001 par value; 4,000,000 authorized; no shares outstanding as of November 30, 2016 and November 30, 2015	-	-

Preferred shares -$.001 par value; 1,000,000 Series A authorized; no shares outstanding as of November 30, 2016 and November 30, 2015	-	-
Common stock -$.001 par value; 15,000,000 shares authorized; 8,466,953 shares issued and 7,263,508 shares outstanding as of November 30, 2016 and November 30, 2015	13,508,257	13,508,257
Additional paid-in capital	987,034	987,034
Treasury stock	(222,781)	(222,781)
Accumulated deficit	(11,508,145)	(11,521,735)
Total Stockholders' Equity	2,764,365	2,750,775
Total Liabilities and Stockholders' Equity	$3,871,523	$3,688,347

See accompanying notes

BAB, Inc

Consolidated Statements of Income

Years Ended November 30, 2016 and 2015

	2016	2015
REVENUES		
Royalty fees from franchised stores	$1,744,640	$1,714,881
Franchise fees	113,000	85,000
Licensing fees and other income	528,527	415,899
Total Revenues	2,386,167	2,215,780
OPERATING EXPENSES		
Selling, general and administrative expenses:		
Payroll and payroll-related expenses	1,118,356	1,090,775
Occupancy	174,757	173,476
Advertising and promotion	40,650	57,491
Professional service fees	143,755	126,515
Travel	42,188	48,861
Employee benefit expense	156,125	154,206
Depreciation and amortization	20,152	17,145
Legal Settlement	-	243,046
Other	230,463	201,258
Total Operating Expenses	1,926,446	2,112,773
Income from operations	459,721	103,007
Interest income	502	1,705
Interest expense	(1,323)	(2,850)
Income before provision for income taxes	458,900	101,862
Provision for income taxes		
Current tax (benefit)/expense	9,500	(8,500)
Net Income	$449,400	$110,362
Earnings per share - Basic and Diluted	$0.06	$0.02
Weighted average shares outstanding - Basic and Diluted	7,263,508	7,263,508
Cash distributions declared per share	$0.06	$0.05

See accompanying notes

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BAB, Inc

Consolidated Statements of Stockholders' Equity

Years Ended November 30, 2016 and 2015

	Common Stock		Additional Paid-In	Treasury Stock		Accumulated	
	Shares	Amount	Capital	Shares	Amount	Deficit	Total
November 30, 2014	8,466,953	$13,508,257	$987,034	1,203,445	$(222,781)	$(11,268,922)	$3,003,588
Dividends Declared						(363,175)	(363,175)
Net Income						110,362	110,362
November 30, 2015	8,466,953	$13,508,257	$987,034	1,203,445	$(222,781)	$(11,521,735)	$2,750,775
Dividends Declared						(435,810)	(435,810)
Net Income						449,400	449,400
November 30, 2016	8,466,953	$13,508,257	$987,034	1,203,445	$(222,781)	$(11,508,145)	$2,764,365

See accompanying notes

BAB, Inc

Consolidated Statements of Cash Flows

Years Ended November 30, 2016 and 2015

	2016	2015
Operating activities		
Net income	$449,400	$110,362
Adjustments to reconcile net income to cash flows provided by operating activities:		
Depreciation and amortization	20,152	17,145
Provision for uncollectible accounts, net of recoveries	(7,733)	(8,376)
Changes in:		
Trade accounts receivable and notes receivable	31,968	116,272
Restricted cash	(178,148)	95
Marketing fund contributions receivable	10,873	2,597
Inventories	10,694	(1,305)
Prepaid expenses and other	2,775	(9,853)
Accounts payable	30,328	2,210
Accrued liabilities	53,253	3,601
Unexpended marketing fund contributions	167,275	228,355
Deferred revenue	(47,857)	65,000
Net Cash Provided by Operating Activities	542,980	526,103
Investing activities		
Capitalization of trademark renewals	(4,023)	(3,203)
Net Cash Used In Investing Activities	(4,023)	(3,203)
Financing activities		
Repayment of borrowings	(33,413)	(31,898)
Cash distributions/dividends	(435,810)	(363,175)
Net Cash Used In Financing Activities	(469,223)	(395,073)
Net Increase in Cash	69,734	127,827
Cash, Beginning of Period	837,382	709,555
Cash, End of Period	$907,116	$837,382
Supplemental disclosure of cash flow information:		
Interest paid	$1,323	$3,102
Income taxes paid	$8,171	$13,731

See accompanying notes

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 1 - Nature of Operations

BAB, Inc ("the Company") has three wholly owned subsidiaries: BAB Systems, Inc. ("Systems") and BAB Operations, Inc. ("Operations") and BAB Investments, Inc. ("Investments"). Systems was incorporated on December 2, 1992, and was primarily established to franchise Big Apple Bagels® ("BAB") specialty bagel retail stores. My Favorite Muffin ("MFM") was acquired in 1997 and is included as a part of Systems. Brewster's ("Brewster's") was established in 1996 and the coffee is sold in BAB and MFM locations. SweetDuet® ("SD") frozen yogurt can be added as an additional brand in a BAB or MFM location. Operations was formed in 1995, primarily to operate Company-owned stores of which there are currently none. The assets of Jacobs Bros. Bagels ("Jacobs Bros.") were acquired in 1999, and any branded wholesale business uses this trademark. Investments was incorporated in 2009 to be used for the purpose of acquisitions. To date there have been no acquisitions.

The Company was incorporated under the laws of the State of Delaware on July 12, 2000. The Company currently franchises and licenses bagel and muffin retail units under the BAB, MFM and SD trade names. At November 30, 2016, the Company had 85 franchise units and 3 licensed units in operation in 23 states and one international location. There are 2 units under development. The Company additionally derives income from the sale of its trademark bagels, muffins and coffee through nontraditional channels of distribution including under licensing agreements with Kohr Bros. Frozen Custard and Green Beans Coffee. Also, included in licensing fees and other income is Operations Sign Shop results. For franchise consistency and convenience, the Sign Shop provides the majority of signage to franchisees, including but not limited to, posters, menu panels, build charts, outside window stickers and counter signs.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Royalty fees from franchised stores represent a 5% fee on net retail and wholesale sales of franchised units. Royalty revenues are recognized on an accrual basis using actual franchise receipts. Generally, franchisees report and remit royalties on a weekly basis. The majority of month-end receipts are recorded on an accrual basis based on actual numbers from reports received from franchisees shortly after the period-end. Estimates are utilized in certain instances where actual numbers have not been received.

The Company recognizes franchise fee revenue on the store’s opening. Direct costs associated with the sale of franchises are deferred until the franchise fee revenue is recognized. These costs include site approval, construction approval, commissions, blueprints and training costs.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 2 -Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

The Company will recognize revenue upon a signed and completed franchise agreement for a Master Franchise Agreement ("MFA"). The revenue for a MFA is a nonrefundable fee and the amount of the fee is dependent on the area covered by the MFA. In addition there will be ongoing royalty fees as determined by the contract.

Big Apple Bagels®, SweetDuet Frozen Yogurt and Gourmet Muffins® and My Favorite Muffin® operating units, licensed units and unopened stores for which a Franchise Agreement has been executed, are as follows:

	2016	2015
Operating Units		
Franchise Owned	85	84
Licensed Units	3	3
	88	87
Unopened stores with Franchise Agreements:	2	7
Total operating units and units with Franchise Agreements	90	94

License fees and other income primarily consist of license fees, Sign Shop revenues and defaulted and terminated franchise contract revenues. Revenue is recorded on an accrual basis. Actual amounts are used to record the majority of license fees although at times it is necessary to use estimates. Revenues and expenses recorded for the Sign Shop, as well as defaulted and terminated franchise contract revenue, are actual amounts.

Segments

Accounting standards have established annual reporting standards for an enterprise’s operating segments and related disclosures about its products, services, geographic areas and major customers. The Company’s operations were a single reportable segment and an international segment. The international segment operations are immaterial.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Marketing Fund

A Marketing Fund has been established for BAB, MFM and SD. Franchised stores are required to contribute a fixed percentage of their net retail sales to the Marketing Fund. Liabilities for unexpended funds received from franchisees are included as a separate line item in accrued expenses and Marketing Fund cash accounts are included in restricted funds in the accompanying Balance Sheet. The Marketing Fund also derives revenues from rebates paid by certain vendors on the sale of BAB and MFM licensed products to franchisees.

Cash

As of November 30, 2016 and 2015, the Marketing Fund cash balances, which are restricted, were $599,000 and $421,000, respectively.

The FDIC maximum insurance on all interest and noninterest bearing checking accounts is $250,000 for each entity. The Company exceeded FDIC limits on its operating and marketing accounts but did not experience any losses.

Accounts and Notes Receivable

Receivables are carried at original invoice amount less estimates for doubtful accounts. Management determines the allowance for doubtful accounts by reviewing and identifying troubled accounts and by using historical collection experience. A receivable is considered to be past due if any portion of the receivable balance is outstanding 90 days past the due date. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded as income when received. Certain receivables have been converted to unsecured interest-bearing notes.

Inventories

Inventories are valued at the lower of cost or market under the first-in, first-out (FIFO) method.

Property, Plant and Equipment

Property and equipment and leasehold improvements are stated at cost less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Estimated useful lives are 3 to 7 years for property and equipment and 10 years, or term of lease if less, for leasehold improvements. Maintenance and repairs are charged to expense as incurred. Expenditures that materially extend the useful lives of assets are capitalized.

Goodwill and Other Intangible Assets

Accounting Standard Codification ("ASC") 350 "Goodwill and Other Intangible Assets" requires that assets with indefinite lives no longer be amortized, but instead be subject to annual impairment tests. The Company follows this guidance.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Goodwill and Other Intangible Assets (Continued)

The Company tests goodwill and trademarks that are not subject to amortization for impairment annually or more frequently if events or circumstances indicate that impairment is possible. Goodwill and trademarks were tested on February 28, 2016 and at the end of fiscal 2016, and it was found that the carrying value of goodwill and intangible assets were not impaired.

The impairment test performed for fiscal 2016 was based on a discounted cash flow model using management's business plan projected for expected cash flows. Based on the computation it was determined that no impairment was needed. An impairment test was performed at February 28, 2015 and based on the computations using discounted cash flows, it was also determined that no impairment occurred.

The net book value of goodwill and intangible assets with indefinite and definite lives are as follows:

	Goodwill	Trademarks	Definite Lived Intangibles	Total
Net Balance as of November 30, 2014	$1,493,771	$ 454,479	$ 35,187	$1,983,437
Additions	-	703	2,500	3,203
Amortization expense	-	-	(14,700)	(14,700)
Net Balance as of November 30, 2015	1,493,771	455,182	22,987	1,971,940
Additions	-	-	4,022	4,022
Amortization expense	-	-	(17,901)	(17,901)
Net Balance as of November 30, 2016	$1,493,771	$ 455,182	$ 9,108	$1,958,061

Definite lived intangible assets are being amortized over their useful lives and will be fully amortized at the end of fiscal 2017.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Advertising and Promotion Costs

The Company expenses advertising and promotion costs as incurred. Advertising and promotion expense was $41,000 and $57,000 in 2016 and 2015, respectively. All advertising and promotion costs were related to the Company's franchise operations.

Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The benefits from net operating losses carried forward may be impaired or limited in certain circumstances. In addition, a valuation allowance can be provided for deferred tax assets when it is more likely than not that all or some portion of the deferred tax asset will not be realized.

The Company files a consolidated U.S. income tax return and tax returns in various state jurisdictions. Review of the Company's possible tax uncertainties as of November 30, 2016 did not result in any positions requiring disclosure. Should the Company need to record interest and/or penalties related to uncertain tax positions or other tax authority assessments, it would classify such expenses as part of the income tax provision. The Company has not changed any of its tax policies or adopted any new tax positions during the fiscal year ended November 30, 2016 and believes it has filed appropriate tax returns in all jurisdictions for which it has nexus.

The Company's income tax returns for the years ending November 30, 2013, 2014 and 2015 are subject to examination by the IRS and corresponding states, generally for three years after they are filed. (See Note 3.)

Earnings Per Share

The Company computes earnings per share ("EPS") under ASC 260 "Earnings per Share." Basic net earnings are divided by the weighted average number of common shares outstanding during the year to calculate basic net earnings per common share. Diluted net earnings per common share are calculated to give effect to the potential dilution that could occur if options or other contracts to issue common stock were exercised and resulted in the issuance of additional common shares.

	2016	2015
Numerator:		
Net income available to common shareholders	$449,400	$110,632
Denominator:		
Weighted average outstanding shares		
Basic	7,263,508	7,263,508
Earnings per Share - Basic	$0.06	$0.02
Effect of dilutive common stock	-	-
Weighted average outstanding shares		
Diluted	7,263,508	7,263,508
Earnings per share - Diluted	$0.06	$0.02

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Earnings Per Share (Continued)

At November 30, 2016, there are no unexercised options includable in the computation because all outstanding expired as of November 28, 2016. In 2015, there were 237,500 unexercised options that are not included in the computation of dilutive EPS because their impact would be antidilutive due to the market price of the common stock being lower than the option prices. In addition, the weighted average shares do not include any effects for potential shares related to the Preferred Shares Rights Agreement.

Stock-Based Compensation

The Company recognizes compensation cost using a fair-value based method for all share-based payments granted after November 30, 2006, plus any awards granted to employees up through November 30, 2006 that remain unvested at that time. The Company had no recorded compensation expense arising from share-based payment arrangements for the Company’s stock option plan in 2016 or 2015.

Fair Value of Financial Instruments

The carrying amounts of financial instruments including cash, accounts receivable, notes receivable, accounts payable and short-term debt approximate their fair values because of the relatively short maturity of these instruments. The carrying value of long-term debt, including the current portion, approximate fair value based upon market prices for the same or similar instruments.

Recent Accounting Pronouncements

Revenue from Contracts with Customers, ASU 2014-09 establishes a comprehensive revenue recognition standard for virtually all industries in U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. The revenue standard’s core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. The standard requires five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, (v) recognize revenue when (or as) the entity satisfies a performance obligation. Entities will generally be required to make more estimates and use more judgment than under current guidance, which will be highlighted for users through increased disclosure requirements. The ASU is effective for the Company, for fiscal years beginning after December 15, 2017. The Company will adopt ASU 2014-09 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company’s financial position, cash flows or results of operations.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Recent Accounting Pronouncements (continued)

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases, requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. Lessors will continue to classify leases as operating, direct financing or sales-type leases. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company will adopt ASU 2016-02 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company's financial position, cash flows or results of operations.

In March 2016, the Financial Accounting Standards Board issued ASU 2016-04, Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products. The amendments in the ASU are designed to provide guidance and eliminate diversity in the accounting for derecognition of prepaid stored-value product liabilities. Typically, a prepaid stored-value product liability is to be derecognized when it is probable that a significant reversal of the recognized breakage amount will not subsequently occur. This is when the likelihood of the product holder exercising its remaining rights becomes remote. This estimate shall be updated at the end of each period. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2017, including the interim periods within that reporting period. Early adoption is permitted. The Company is still evaluating the impact the guidance will have on the Company's financial position, cash flows or results of operations.

In January 2017, the FASB issued ASU 2017-04, Intangibles- Goodwill and Other (Topic 350), which is intended to simplify the test for goodwill impairment. To simplify the subsequent measurement of goodwill, the standard eliminates Step 2 from the goodwill impairment test. Instead an entity will perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity will recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2019, including the interim periods within that reporting period. Early adoption is permitted. The Company is evaluating the impact of adopting this guidance.

Management does not believe that there are any other recently issued and effective or not yet effective pronouncements as of November 30, 2016 that would have or are expected to have any significant effect on the Company's financial position, cash flows or results of operations.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 3 – Income Taxes

The components of the Company's current (benefit)/provision for income taxes are as follows:

	2016	2015
Current		
Federal	$8,000	$-
State	1,500	(8,500)
Deferred	-	-
Total	$9,500	$(8,500)

The effective tax rate used to compute income tax expense and deferred tax assets and liabilities is a federal rate of 34% and a state rate of 4.95%, net of the federal tax effect.

A reconciliation of the expected income tax expense to the recorded income tax expense is as follows for the years ended November 30:

	2016	2015
Federal income tax provision computed at federal statutory rate	$157,883	$37,400
State income taxes, net of federal tax provision	22,986	5,445
Other adjustments	14,906	21,657
Change in valuation allowance and expiration of certain net operating losses	(186,275)	(73,002)
Income Tax Provision	$9,500	$(8,500)

The components of the Company's deferred tax assets and liabilities for federal and state income taxes consist of the following:

	2016	2015
Deferred revenue	$34,754	$53,394
Deferred rent	15,867	18,229
Marketing Fund net contributions	233,266	163,878
Allowance for doubtful accounts and notes receivable	9,862	12,883
Accrued expenses	57,468	68,748
Net operating loss carryforwards	1,186,361	1,404,222
Valuation allowance	(641,170)	(827,445)
Total Deferred Income Tax Asset	$896,408	$893,909
Depreciation and amortization	$(648,408)	$(645,909)
Total Deferred Income Tax Liabilities	$(648,408)	$(645,909)
Total Net Deferred Tax Asset	$248,000	$248,000

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 3 – Income Taxes (Continued)

As of November 30, 2016 the Company has net operating loss carryforwards expiring between 2017 and 2029 for U.S. federal income tax purposes of approximately $3,046,000. The Company routinely reviews the future realization of tax assets based on projected future reversals of taxable temporary differences, available tax planning strategies and projected future taxable income. A valuation allowance has been established for $641,000 and $827,000 as of November 30, 2016 and 2015, respectively, for the deferred tax benefit related to those loss carryforwards and other deferred tax assets, that are more likely than not that the deferred tax asset will not be realized.

Note 4 - Long-Term Debt

On September 6, 2002, the Company signed a note payable requiring annual installments of $35,000, including interest at a rate of 4.75% per annum, for a term of 15 years, in the original amount of $386,000. The Company purchased and retired 1,380,040 shares of BAB, Inc. common stock from a former stockholder. The balance of the note payable as of November 30, 2015 is all current debt. The final debt payment was made on October 1, 2016, and there was no note payable balance as of November 30, 2016. The outstanding at November 30, 2015 was $33,000 and all was current debt.

Note 5 - Stockholders' Equity

On December 5, 2016, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid on January 9, 2017.

The Board of Directors declared a cash distribution/dividend on March 3, June 6 and September 6, 2016 of $0.01 per share, paid April 13, July 11, and October 12, 2016, respectively. On December 3, 2015, a $0.01 quarterly and $.02 special cash distribution/dividend per share was declared and paid January 6, 2016.

The Board of Directors declared a $0.01 quarterly cash distribution/dividend per share on March 2, June 4 and September 2, 2015, paid April 10, July 8, and October 9, 2015, respectively. On December 3, 2014, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid January 6, 2015.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

On May 6, 2013 BAB Inc. adopted a Preferred Shares Rights Agreement ("Rights Plan") and declared a dividend distribution of one right (equivalent to one one-thousandth of a preferred share), for each outstanding share of common stock. The Rights Plan is intended to protect BAB, Inc. and its stockholders from efforts to obtain control of BAB, Inc. that the Board of Directors determines are not in the best interest of BAB, Inc. and its stockholders. BAB, Inc. issued one Right for each current share of stock outstanding at the close of business on May 13, 2013. The rights will not be exercisable unless a person or group acquires 15% (20% institutional investors) or more of BAB, Inc.'s common stock ("trigger event"). Should a trigger event occur, each right entitles the registered holder to purchase from the Company one one-thousandth of a share of the Series A Participating Preferred Stock of the Company at an exercise price of $0.90 per one-thousandth of a Preferred Share, subject to adjustment. The Rights will expire in three years from the date of declaration.

On June 18, 2014 an amendment to the Preferred Shares Rights Agreement was filed appointing American Stock Transfer & Trust Company, LLC as successor to Illinois Stock Transfer Company. All original rights and provisions remain unchanged. On August 18, 2015 an amendment was filed to the Preferred Shares Rights Agreement changing the final expiration date to mean the fifth anniversary of the date of the original agreement. All other original rights and provisions remain the same.

Note 6 - Stock Options

In May 2001, the Company approved a Long-Term Incentive and Stock Option Plan ("Plan"). The Plan reserved 1,400,000 shares of common stock for grant, all of which have been granted as of November 30, 2009. The Plan terminated on May 25, 2011. The Plan permitted granting of awards to employees and non-employee Directors and agents of the Company in the form of stock appreciation rights, stock awards and stock options. The Plan was administered by a Committee of the Board of Directors appointed by the Board. The Plan gave broad powers to the Board and Committee to administer and interpret the Plan, including the authority to select the individuals to be granted options and rights and to prescribe the particular form and conditions of each option or right granted.

Under the Plan, the exercise price of each option equals the market price of the Company's stock on the date of grant. The options granted vary in vesting from immediate to a vesting period over five years. The options granted are exercisable within a 10 year period from the date of grant. All stock issued from the granted options must be held for one year from date of exercise. Options issued and outstanding expired on various dates through November 28, 2016. There are no options outstanding as of November 30, 2016.

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 6 - Stock Options (Continued)

During fiscal 2016 and 2015 no options were granted or exercised. On November 28, 2016 all remaining options outstanding expired. Activity under the Plan during the two years ended November 30 is as follows:

	2016		2015	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Options outstanding at beginning of year	237,500	1.275	314,400	$ 1.16
Forfeited or expired	(237,500)	1.275	(76,900)	0.93
Outstanding at end of year	-	$ -	237,500	$ 1.275

In fiscal 2016 and 2015 the Company recorded no compensation cost arising from share-based payment arrangements.

Note 7 - Commitments

The Company rents its Corporate office under a lease which requires it to pay base rent, real estate taxes, insurance and general repairs and maintenance. The lease is through September 30, 2018. Rent expense for the years ended November 30, 2016 and 2015 was $171,000 and $169,000, respectively. Monthly rent is recorded on a straight-line basis over the term of the lease with a deferred rent liability being recognized. As of November 30, 2016, future minimum annual rental commitments under the Corporate lease are as follows:

Year Ending November 30:

2017	$134,843
2018	115,197
Total	$250,040

BAB, Inc

Notes to the Consolidated Financial Statements

November 30, 2016 and 2015

Note 8 – Employee Benefit Plan

The Company maintains a qualified 401(k) plan which allows participants to make pretax contributions. In fiscal 2015, the Company amended the 401(k) plan, establishing it as a Safe Harbor plan effective January 1, 2015. Employee contributions are matched by the Company in accordance with the Plan up to a maximum of 4% of employee earnings. The Company may also make discretionary contributions to the Plan. In fiscal 2016 and 2015 the Company's employer match was $44,000 and $35,000, respectively. There were no Company discretionary contributions in 2016 or 2015.

Note 9 – Contingencies

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of such proceedings or claims cannot be predicted with certainty, management does not believe that the outcome of any such proceedings or claims will have a material effect on our financial position. Except as stated below, we know of no pending or threatened proceeding or claim to which we are or will be a party.

On July 8, 2013, a judgment was entered in the Circuit Court of Cook County against BAB Operations, Inc. ("Operations"), a wholly owned subsidiary of BAB, Inc., and in favor of a former landlord of Operations, Alecta Real Estate USA, LLC. In September 2013, the Company filed an appeal. On March 23, 2015, the Appellate Court found in favor of the plaintiff and against Operations, affirming the trial court's judgment. The legal settlement of $243,000 was recorded in the first quarter of 2015 and payment was made in the second quarter of 2015 and included the judgment, attorney's fees and interest.

Item 9. changes in and disagreements with accountants on accounting and financial disclosure

In connection with the audits of the Company's consolidated financial statements for each of the fiscal years ended November 30, 2016 and 2015, and through the date of this Current Report, there were: (1) no disagreements between the Company and Sassetti LLC on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedures.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

BAB, Inc.'s Chief Executive Officer and Chief Financial Officer have evaluated the Company's disclosure controls and procedures, as defined in Item 307 of Regulation S-K of the Securities Exchange Act of 1934, as of the end of the period covered by this report, and they have concluded that these controls and procedures were effective (i) to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) to ensure that information required to be disclosed by us in the reports that we submit under the Exchange Act is accumulated and communicated to our management, including our executive and financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Internal Control Over Financial Reporting

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and the Chief Financial Officer, management and other personnel, 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.

Our evaluation of internal control over financial reporting includes using the COSO framework, an integrated framework for the evaluation of internal controls issued by the Committee of Sponsoring Organizations of the

Treadway Commission, to identify the risks and control objectives related to the evaluation of our control environment.

Based on our evaluation under the framework described above, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's internal controls and procedures were effective over financial reporting as of November 30, 2016.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation requirements by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permits the Company to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls or in other factors that could materially affect these controls over financial reporting during the last fiscal quarter. We have not identified any significant deficiencies or material weaknesses in our internal controls, and therefore there were no corrective actions taken.

Item 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who beneficially own more than ten percent of the Company's Common Stock, to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission (the "SEC"). Executive officers, directors and greater than ten percent beneficial owners are required by the SEC to furnish the Company with copies of all Section 16(a) forms they file.

Based upon a review of the copies of such forms furnished to the Company, the Company believes that all Section 16(a) filing requirements applicable to its executive officers and directors were met during the year ended November 30, 2016.

BAB, Inc. (the Company) has a formally established Code of Ethics, pursuant to Section 406 of the Sarbanes-Oxley Act. In order to view the Code of Ethics in its entirety, see the BAB, Inc. Annual Report, Part III, Item 9, dated November 30, 2007 and filed with the Securities and Exchange Commission on February 28, 2008.

Identification of Directors

The following two directors are independent directors:

Steven G. Feldman became a director of the Company in May 2003. Mr. Feldman brings 25 plus years of experience in business, sales and marketing as the CEO of Techcare, LLC (1987-2011), an IT managed services firm in Deerfield, IL that was purchased in 2011 by All Covered, a Division of Konica Minolta Solutions, USA, Inc.   Since 2014 Mr. Feldman has been working with and investing in a variety of startup companies in the Chicago area. Mr. Feldman earned his degree in accounting and his CPA at the University of Illinois at Champaign-Urbana.

James A. Lentz became a director of the Company in May 2004. From 1971 until 2000, Mr. Lentz was a business professor for Moraine Valley Community College (MVCC). During his tenure at MVCC, Mr. Lentz taught a variety of business related classes, including accounting, finance and marketing. In addition, Mr. Lentz has 10 years of experience in the food industry, including holding the position of Director of Franchise Training for BAB Systems, Inc. from 1992 through 1996. Mr. Lentz received both his undergraduate degree and a Masters in Business Administration from Northern Illinois University.

Executive Officers and Directors

Michael W. Evans has served as Chief Executive Officer, President and Director of the Company since its inception. Mr. Evans oversees all aspects of BAB, Inc., including franchise development, marketing, as well as all corporate franchise sales performance, corporate finance and corporate and franchise operations.

Michael K. Murtaugh has served as Vice President and General Counsel and Director of the Company since its inception. Mr. Murtaugh is responsible for dealing directly with state franchise regulatory officials, for the negotiation and enforcement of franchise and area development agreements and for negotiations of acquisition and other business arrangements. Before joining the Company, Mr. Murtaugh was a partner with the law firm of Baker & McKenzie, where he practiced law from 1971 to 1993.

Executive Officer

Geraldine Conn joined the Company as Controller in 2001. In 2014 she became the Chief Financial Officer and Treasurer upon the resignation of the prior Chief Financial Officer. She is responsible for accounting, financial reporting, risk management and human resource administration. Ms. Conn has over 25 years of accounting and finance experience in a management role. Ms. Conn received her CPA in 1986 and a Masters in Business Administration in 1990 from DePaul University.

Directors and Executive Officers

The following tables set forth certain information with respect to each of the Directors and Executive Officers of the Company and certain key management personnel.

Directors and Executive Officers	Age	Position Held with Company
Michael W. Evans	60	Chief Executive Officer, President and Director
Michael K. Murtaugh	72	Vice President, General Counsel, Secretary and Director
Geraldine Conn	65	Chief Financial Officer and Treasurer
Steven G. Feldman	60	Director
James A. Lentz	69	Director

AUDIT COMMITTEE

The Audit Committee consists of two members, who are both independent directors and both have been deemed to be financial experts as defined in Regulation S-K, Item 407. The function of the Audit Committee is to interact with the independent registered public accounting firm of the Company and to recommend to the Board of Directors the appointment of the independent registered public accounting firm.

The current Audit Committee consists of Steven G. Feldman and James A. Lentz. The two independent directors comply with the definition of "independent directors" as required by current law and regulations. The Audit Committee has adopted a written Audit Charter. See Appendix I in the Proxy, Form14A filed on April 19, 2006 for the Charter in its entirety.

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ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth the cash compensation by executive officers that received annual salary and bonus compensation of more than $100,000 during years 2016 and 2015 (the "Named Executive Officers"). The Company has no employment agreements with any of its executive officers.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Options Awards ($)	Nonequity Incentive Plan Compensation (S)	Non-qualified deferred Compensation earnings (S)	All other compensation ($)	Total ($)
Michael W. Evans	2016	232,886	40,425	-	-	-	-	-	273,311
President and CEO	2015	232,886	-	-	-	-	-	-	232,886
Michael K. Murtaugh	2016	174,671	30,319	-	-	-	-	-	204,990
Vice President and General Counsel	2015	174,671	-	-	-	-	-	-	174,671
Geraldine Conn	2016	105,000	8,000	-	-	-	-	-	113,000
Chief Financial Officer	2015	105,000	5,000	-	-	-	-	-	110,000

The following tables set forth any stock or stock options awarded to executive officers that that are exercisable and not yet exercised or unexercisable as of November 30, 2016:

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Number of	Number of	Equity incentive plan awards: number of securities underlying unexercised unearned options	Option exercise

	securities underlying unexercised options (#) Exercisable	securities underlying unexercised options (#) Unexercisable	(#)	price ($)	Option expiration date
Michael W. Evans	-	-	-	-	
President and CEO	-	-	-	-	
Michael K. Murtaugh	-	-	-	-	
Vice President and General Counsel	-	-	-	-	

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

(Continued)

Name	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested ($)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested ($)
Michael W. Evans	-	-	-	-
President and CEO	-	-	-	-
Michael K. Murtaugh	-	-	-	-
Vice President and General Counsel	-	-	-	-

The following table sets forth any compensation paid to directors during fiscal year ended November 30, 2016:

DIRECTOR COMPENSATION

Compensation for fiscal year ended November 30, 2016

Name	Fees earned or paid in cash ($)	Stock awards ($)	Option awards ($)	Non-equity incentive plan compensation ($)	Non-qualifies deferred compensation earnings ($)	All other compensation ($)	Total ($)
Steven Feldman	2,200	-	-	-	-	-	2,200
James Lentz	2,200	-	-	-	-	-	2,200

Indemnification of Directors and Officers

The Company's Certificate of Incorporation limits personal liability for breach of fiduciary duty by its directors to the fullest extent permitted by the Delaware General Corporation Law (the "Delaware Law"). Such Certificate eliminates the personal liability of directors to the Company and its shareholders for damages occasioned by breach of fiduciary duty, except for liability based on breach of the director's duty of loyalty to the Company, liability for acts or omissions not made in good faith, liability for acts or omissions involving intentional misconduct, liability based on payments or improper dividends, liability based on violation of state securities laws, and liability for acts occurring prior to the date such provision was added. Any amendment to or repeal of such provisions in the Company's Certificate of Incorporation shall not adversely affect any right or protection of a director of the Company for with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

In addition to the Delaware Law, the Company's Bylaws provide that officers and directors of the Company have the right to indemnification from the Company for liability arising out of certain actions to the fullest extent permissible by law. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers or persons controlling the Company pursuant to such indemnification provisions, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth as of February 20, 2017 the record and beneficial ownership of Common Stock held by (i) each person who is known to the Company to be the beneficial owner of more than 5% of the Common Stock of the Company; (ii) each current director; (iii) each "named executive officer" (as defined in Regulation S-B, Item 402 under the Securities Act of 1933); and (iv) all executive officers and directors of the Company as a group. Securities reported as "beneficially owned" include those for which the named persons may exercise voting power or investment power, alone or with others. Voting power and investment power are not shared with others unless so stated. The number and percent of shares of Common Stock of the Company beneficially owned by each such person as of February 20, 2017 includes the number of shares which such person has the right to acquire within sixty (60) days after such date.

Name and Address	Shares	Percentage
Michael W. Evans		
500 Lake Cook Road, Suite 475	1,463,579 (1)(2)	20.15
Deerfield, IL 60015		
Michael K. Murtaugh		
500 Lake Cook Road, Suite 475	968,054	13.33
Deerfield, IL 60015		
Geraldine Conn		
500 Lake Cook Road, Suite 475	20,300	.28
Deerfield, IL 60015		
Steven G. Feldman		
750 Estate Drive, Suite 104	10,000	.14
Deerfield, IL 60015		
James A. Lentz		
1415 College Lane South	14,932	.21
Wheaton, IL 60189		

Joseph P. Daly		
497 Circle Freeway	450,000	6.20
Cincinnati, OH 45246		
Executive officers and directors as a group (5 persons)	2,476,865 [(1)(2)]	34.10

(1) Includes 31,111 shares held by child.

(2) Includes 3,500 shares inherited by spouse.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

There are no transactions between the Company and related parties, including officers and directors of the Company. It is the Company's policy that it will not enter into any transactions with officers, directors or beneficial owners of more than 5% of the Company's Common Stock, or any entity controlled by or under common control with any such person, on terms less favorable to the Company than could be obtained from unaffiliated third parties and all such transactions require the consent of the majority of disinterested members of the Board of Directors.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Board of Directors upon recommendation of the Audit Committee, appointed the firm Sassetti LLC, certified public accountants, for 2016 audit and tax services.

The audit reports of Sassetti LLC on the consolidated financial statements of BAB, Inc. and Subsidiaries as of and for the years ended November 30, 2016 and 2015 did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

Audit fees relate to audit work performed on the financial statements as well as work that generally only the independent auditor can reasonably be expected to provide, including discussions surrounding the proper application of financial accounting and/or reporting standards and reviews of the financial statements included in quarterly reports filed on Form 10-Q. Fees for audit services provided by Sassetti LLC in each of fiscal 2016 and 2015 were $63,000.

Tax compliance services provided by Sassetti LLC were $13,000 for each of 2016 and 2015.

During the years ended November 30, 2016 and 2015, Sassetti LLC did not perform any other services for the Company.

<u>Preapproval of Policies and Procedures by Audit Committee</u>

The accountants provide a quote for services to the Audit Committee before work begins for the fiscal year. After discussion, the Audit Committee then makes a recommendation to the Board of Directors on whether to accept the proposal.

Percentage of Services Approved by Audit Committee

All services were approved by the Audit Committee.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

(1) Financial Statements
Consolidated Balance Sheets as at November 30, 2016 and 2015 and the Consolidated Statements of Income, Shareholders' Equity and Cash Flows for the years ended November 30, 2016 and 2015 are reported on by Sassetti LLC. These statements are prepared in accordance with United States GAAP.
(2) Financial Statement Schedules - none.

(b) INDEX TO EXHIBITS

The following Exhibits are filed herewith or incorporated by reference:

INDEX NUMBER	DESCRIPTION
3.1	Articles of Incorporation (See Form 10-KSB for year ended November 30, 2006)
3.2	Bylaws of the Company (See Form 10-KSB for year ended November 30, 2006)
4.1	Preferred Shares Rights Agreement (See Form 8-K filed May 6, 2013 and as amended June 18, 2014, August 18, 2015)
10.1	Long-Term Debt (Stock Redemption Agreement)(See Form 10-K filed February 24, 2016)
10.2	Long-Term Incentive and Stock Option Plan (See Form 10-K filed February 24, 2016)
21.1	List of Subsidiaries of the Company
31.1, 31.2	Section 302 of the Sarbanes-Oxley Act of 2002
32.1, 32.2	Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation
*XBRL	Information is furnished and not filed or a part of a registration statement or prospectus For purpose of sections 110 or 12 of the Securities Act of 1933, as amended is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

BAB, INC.

By /s/ Michael W. Evans
Michael W. Evans, Director, Chief Executive Officer and President (Principal Executive Officer)
Dated: February 23, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report on Form 10-K has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: February 23, 2017
By /s/ Michael W. Evans
Michael W. Evans, Director, Chief Executive Officer and President (Principal Executive Officer)

Dated: February 23, 2017
By /s/ Michael K. Murtaugh
Michael K. Murtaugh, Director and Vice President/General Counsel and Secretary

Dated: February 23, 2017
By /s/ Geraldine Conn
Geraldine Conn, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)

Dated: February 23, 2017
By /s/ Steven G. Feldman
Steven G. Feldman, Director

Dated: February 23, 2017
By /s/ James A. Lentz
James A. Lentz, Director