MARINEMAX INC
Form 10-Q
May 11, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009.
Commission File No. 1-14173
MARINEMAX, INC.
(Exact name of registrant as specified in its charter)

Delaware	**59-3496957**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

18167 U.S. Highway 19 North, Suite 300 Clearwater, Florida	**33764**
(Address of principal executive offices)	(ZIP Code)

727-531-1700
(Registrant s telephone number, including area code)

Indicate by check whether the registrant: (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

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 (§223.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No þ

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

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

Yes o No þ

The number of outstanding shares of the registrant s Common Stock on April 30, 2009 was 18,512,104.

MARINEMAX, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

MARINEMAX, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Amounts in thousands, except share and per share data)
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2008	2009	2008	2009
Revenue	$ 233,262	$ 129,608	$ 448,530	$ 229,832
Cost of sales	178,783	109,894	345,927	186,415
Gross profit	54,479	19,714	102,603	43,417
Selling, general, and administrative expenses	56,198	36,360	109,389	75,222
Loss from operations	(1,719)	(16,646)	(6,786)	(31,805)
Interest expense	5,952	3,774	11,833	7,836
Loss before income tax benefit	(7,671)	(20,420)	(18,619)	(39,641)
Income tax benefit	4,162	151	8,691	5,032
Net loss	$ (3,509)	$ (20,269)	$ (9,928)	$ (34,609)
Basic and Diluted net loss per common share	$ (0.19)	$ (1.09)	$ (0.54)	$ (1.87)
Weighted average number of common stock and common stock equivalent shares used in computing net loss per common share:				
Basic and Diluted	18,363,692	18,512,104	18,364,187	18,465,325

See accompanying notes to condensed consolidated financial statements.

MARINEMAX, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Amounts in thousands, except share and per share data)

	September 30, 2008	March 31, 2009 (Unaudited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 30,264	$ 14,982
Accounts receivable, net	35,675	28,228
Inventories, net	468,629	399,116
Prepaid expenses and other current assets	7,949	7,731
Deferred tax assets	307	298
Total current assets	542,824	450,355
Property and equipment, net	113,869	111,257
Other long-term assets	3,424	3,261
Deferred tax assets	1,206	1,206
Total assets	$ 661,323	$ 566,079
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 4,481	$ 21,922
Customer deposits	6,505	6,495
Accrued expenses	25,380	23,668
Short-term borrowings	372,000	294,000
Total current liabilities	408,366	346,085
Other long-term liabilities	4,374	2,522
Total liabilities	412,740	348,607
STOCKHOLDERS EQUITY:		
Preferred stock, $.001 par value, 1,000,000 shares authorized, none issued or outstanding at September 30, 2008 and March 31, 2009		
Common stock, $.001 par value, 24,000,000 shares authorized, 19,215,387 and 19,303,004 shares issued and 18,424,487 and 18,512,104 shares outstanding at September 30, 2008 and March 31, 2009, respectively	19	19
Additional paid-in capital	178,830	182,328
Retained earnings	85,544	50,935
	(15,810)	(15,810)

Treasury stock, at cost, 790,900 shares held at September 30, 2008 and March 31, 2009				
Total stockholders equity		248,583		217,472
Total liabilities and stockholders equity	$	661,323	$	566,079

See accompanying notes to condensed consolidated financial statements.

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MARINEMAX, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Loss
(Amounts in thousands)
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2008	**2009**	**2008**	**2009**
Net loss	$ (3,509)	(20,269)	$ (9,928)	$ (34,609)
Other comprehensive loss:				
Change in fair market value of derivative instruments, net of tax benefit of $105 for the three months ended March 31, 2008 and $137 for the six months ended March 31, 2008	(167)		(219)	
Comprehensive loss	$ (3,676)	$ (20,269)	$ (10,147)	$ (34,609)

See accompanying notes to condensed consolidated financial statements.

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MARINEMAX, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders Equity
(Amounts in thousands, except share data)
(Unaudited)

	Common Stock		Additional			Total
	Shares	Amount	Paid-in Capital	Retained Earnings	Treasury Stock	Stockholders Equity
BALANCE, September 30, 2008	18,424,487	$ 19	$ 178,830	$ 85,544	$ (15,810)	$ 248,583
Net loss				(34,609)		(34,609)
Shares issued under employee stock purchase plan	67,172		411			411
Net shares issued upon the vesting of equity awards	20,445		10			10
Stock-based compensation			3,077			3,077
BALANCE, March 31, 2009	18,512,104	$ 19	$ 182,328	$ 50,935	$ (15,810)	$ 217,472

See accompanying notes to condensed consolidated financial statements.

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MARINEMAX, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	Six Months Ended March 31, 2008	Six Months Ended March 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (9,928)	$ (34,609)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,604	4,289
Deferred income tax provision	(1,023)	9
Gain on sale of property and equipment	(22)	(45)
Cumulative effect of adoption of FIN 48	(554)	
Stock-based compensation expense	3,880	3,077
Tax benefits from equity awards	220	
Excess tax benefits from stock-based compensation	(177)	
(Increase) decrease in		
Accounts receivable, net	(3,004)	7,447
Inventories, net	(75,851)	69,513
Prepaid expenses and other assets	3,038	237
(Decrease) increase in		
Accounts payable	(3,616)	17,441
Customer deposits	(15,023)	(10)
Accrued expenses and other liabilities	4,581	(3,564)
Net cash provided by (used in) operating activities	(92,875)	63,785
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(5,066)	(1,578)
Proceeds from sale of property and equipment	22	90
Net cash used in investing activities	(5,044)	(1,488)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings (repayments) on short-term borrowings	93,000	(78,000)
Repayments of long-term debt	(2,189)	
Net proceeds from issuance of common stock under incentive compensation and employee purchase plans	1,707	421
Purchase of treasury stock	(1,035)	
Excess tax benefits from stock-based compensation	177	
Net cash provided by (used in) financing activities	91,660	(77,579)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(6,259)	(15,282)

CASH AND CASH EQUIVALENTS, beginning of period	30,375	30,624
CASH AND CASH EQUIVALENTS, end of period	$ 24,116	$ 14,982
Supplemental Disclosures of Cash Flow Information:		
Cash paid for:		
Interest	$ 11,683	$ 7,752
Income taxes	$ 2,093	$

See accompanying notes to condensed consolidated financial statements.

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MARINEMAX, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. COMPANY BACKGROUND:

We are the largest recreational boat retailer in the United States. We engage primarily in the retail sale, brokerage, and service of new and used boats, motors, trailers, marine parts, and accessories and offer slip and storage accommodations in certain locations. In addition, we arrange related boat financing, insurance, and extended service contracts. As of March 31, 2009, we operated through 74 retail locations in 22 states, consisting of Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Maryland, Minnesota, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Rhode Island, South Carolina, Tennessee, Texas, and Utah.

We are the nation s largest retailer of Sea Ray, Boston Whaler, Meridian, Cabo, and Hatteras recreational boats and yachts, all of which are manufactured by Brunswick Corporation (Brunswick). Sales of new Brunswick boats accounted for approximately 49% of our revenue for fiscal 2008. Brunswick is the world s largest manufacturer of marine products and marine engines. We believe we represented in excess of 10% of all Brunswick marine sales, including approximately 40% of its Sea Ray boat sales, for fiscal 2008.

We have dealer agreements with Sea Ray, Boston Whaler, Cabo, Hatteras, Meridian, and Mercury Marine, all subsidiaries or divisions of Brunswick. We also have a dealer agreement with Azimut Yachts. These agreements allow us to purchase, stock, sell, and service these manufacturers boats and products. These agreements also allow us to use these manufacturers names, trade symbols, and intellectual properties in our operations.

We are parties to a multi-year dealer agreement with Brunswick covering Sea Ray products that appoints us as the exclusive dealer of Sea Ray boats in our geographic markets. We are party to a multi-year dealer agreement with Hatteras Yachts that gives us the exclusive right to sell Hatteras Yachts throughout the states of Florida (excluding the Florida panhandle), New Jersey, New York, and Texas. We are also the exclusive dealer for Cabo Yachts throughout the states of Florida, New Jersey, and New York through a multi-year dealer agreement. We are also the exclusive dealer for Italy-based Azimut-Benetti Group s product line, Azimut Yachts, for the Northeast United States from Maryland to Maine and for the state of Florida through a multi-year dealer agreement. We believe the non-Brunswick brands offer a migration for our existing customer base or fill a void in our product offerings, and accordingly, do not compete with the business generated from our other prominent brands.

As is typical in the industry, we deal with manufacturers, other than Sea Ray, Hatteras, Cabo, and Azimut Yachts, under renewable annual dealer agreements, each of which gives us the right to sell various makes and models of boats within a given geographic region. Any change or termination of these agreements, or the agreements discussed above, for any reason, or changes in competitive, regulatory, or marketing practices, including rebate or incentive programs, could adversely affect our results of operations. Although there are a limited number of manufacturers of the type of boats and products that we sell, we believe that adequate alternative sources would be available to replace any manufacturer other than Sea Ray as a product source. These alternative sources may not be available at the time of any interruption, and alternative products may not be available at comparable terms, which could affect operating results adversely.

General economic conditions and consumer spending patterns can negatively impact our operating results. Unfavorable local, regional, national, or global economic developments or uncertainties regarding future economic prospects could reduce consumer spending in the markets we serve and adversely affect our business. Economic conditions in areas in which we operate dealerships, particularly Florida in which we generated 46%, 44%, and 43% of our revenue during fiscal 2006, 2007, and 2008, respectively, can have a major impact on our operations. Local influences, such as corporate downsizing and military base closings, also could adversely affect our operations in certain markets.

In an economic downturn, consumer discretionary spending levels generally decline, at times resulting in disproportionately large reductions in the sale of luxury goods. Consumer spending on luxury goods also may decline as a result of lower consumer confidence levels, even if prevailing economic conditions are favorable. Although we have expanded our operations during periods of stagnant or modestly declining industry trends, the cyclical nature of the recreational boating industry or the lack of industry growth may adversely affect our business, financial condition, or results of operations. Any period of adverse economic conditions or low consumer confidence has a negative effect on our business.

Lower consumer spending resulting from a downturn in the housing market and other economic factors adversely affected our business in fiscal 2007 and continued weakness in consumer spending resulting from substantial weakness in the financial markets and deteriorating economic conditions had a very substantial negative effect on our business in fiscal 2008 and 2009. These conditions caused us to defer our acquisition program, slow our new store openings, reduce our inventory purchases, engage in inventory reduction efforts, close some of our retail locations, and reduce our headcount. We cannot predict the length or severity of these unfavorable economic or financial conditions or the extent to which they will adversely affect our operating results nor can we predict the effectiveness of the measures we have taken to address this environment or whether additional measures will be necessary.

2. BASIS OF PRESENTATION:

These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Rule 10-01 of Regulation S-X and should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended September 30, 2008. Accordingly, these unaudited Condensed Consolidated Financial Statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. All adjustments, consisting of only normal recurring adjustments considered necessary for fair presentation, have been reflected in these unaudited condensed consolidated financial statements. The operating results for the six months ended March 31, 2009 are not necessarily indicative of the results that may be expected in future periods.

The preparation of unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us 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 unaudited condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. The estimates made by us in the accompanying unaudited condensed consolidated financial statements include valuation allowances, valuation of goodwill and intangible assets, valuation of long-lived assets, and valuation of accruals. Actual results could differ from those estimates.

Unless the context otherwise requires, all references to MarineMax mean MarineMax, Inc. prior to its acquisition of five previously independent recreational boat dealers in March 1998 (including their related real estate companies) and all references to the Company, our company, we, us, and our mean, as a combined company, MarineMax, I the 20 recreational boat dealers, two boat brokerage operations, and two full-service yacht repair operations acquired to date (the acquired dealers, and together with the brokerage and repair operations, operating subsidiaries or the acquired companies).

In order to provide comparability between periods presented, certain amounts have been reclassified from the previously reported unaudited condensed consolidated financial statements to conform to the unaudited condensed consolidated financial statement presentation of the current period. The unaudited condensed consolidated financial statements include our accounts and the accounts of our subsidiaries, all of which are wholly owned. All significant intercompany transactions and accounts have been eliminated.

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3. NEW ACCOUNTING PRONOUNCEMENTS:

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141R, Business Combinations (SFAS 141R). SFAS 141R will require among other things, the expensing of direct transaction costs, in process research and development to be capitalized, certain contingent assets and liabilities to be recognized at fair value and earn-out arrangements may be required to be measured at fair value. In addition, certain material adjustments will be required to be made to purchase accounting entries at the initial acquisition date and will cause revisions to previously issued financial information in subsequent filings. SFAS 141R is effective for transactions occurring after the beginning of the first annual reporting period beginning on or after December 15, 2008 and may have a material impact on our consolidated financial position, results from operations, and cash flows should we enter into a material business combination after the standards effective date.

4. INVENTORIES

Inventory costs consist of the amount paid to acquire the inventory, net of vendor consideration and purchase discounts, the cost of equipment added, reconditioning costs, and transportation costs relating to acquiring inventory for sale. We state new boat, motor, and trailer inventories at the lower of cost, determined on a specific-identification basis, or market. We state used boat, motor, and trailer inventories, including trade-ins, at the lower of cost, determined on a specific-identification basis, or market. We state parts and accessories at the lower of cost, determined on the first-in, first-out basis, or market. We utilize our historical experience, the aging of the inventories, and our consideration of current market trends as the basis for determining lower of cost or market valuation allowance. During the six months ended March 31, 2009, we incurred losses and increased our inventory reserves for expected losses associated with market declines in brands we no longer carry by approximately $4.9 million. As of March 31, 2009, our lower of cost or market valuation allowance was not material to the consolidated financial statements taken as a whole. If events occur and market conditions change, causing the fair value to fall below carrying value, the lower of cost or market valuation allowance could increase.

5. GOODWILL AND OTHER INTANGIBLE ASSETS:

We account for goodwill and identifiable intangible assets in accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). Under this standard, we assess the impairment of goodwill and identifiable intangible assets at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The first step in the assessment is the estimation of fair value. If step one indicates that impairment potentially exists, we perform the second step to measure the amount of impairment, if any. Goodwill and identifiable intangible asset impairment exists when the estimated fair value is less than its carrying value.

During the three months ended June 30, 2008, we experienced a significant decline in stock market valuation, driven primarily by weakness in the marine retail industry and an overall soft economy, which adversely affected our financial performance. Accordingly, we completed a step one analysis (as noted above) and estimated the fair value of the reporting unit as prescribed by SFAS 142, which indicated potential impairment. As a result, we completed a fair value analysis of indefinite lived intangible assets and a step two goodwill impairment analysis, as required by SFAS 142. We determined that all indefinite lived intangible assets and goodwill were impaired and recorded a non-cash charge of $121.1 million based on our assessment. We will not be required to make any current or future cash expenditures as a result of this impairment charge.

6. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITY:

We account for derivative instruments in accordance with Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Certain Hedging Activities (SFAS 133), as amended by Statement of Financial Accounting Standards No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activity, an Amendment of SFAS 133 (SFAS 138) and Statement of Financial Accounting Standards No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities (SFAS 149), (collectively SFAS 133). Under these standards, all derivative instruments are recorded on the balance sheet at their respective fair values.

We utilize certain derivative instruments, from time to time, including interest rate swaps and forward contracts, to manage variability in cash flows associated with interest rates and forecasted purchases of boats and yachts from certain of our foreign suppliers in euros. At March 31, 2009, no such instruments were outstanding.

7. INCOME TAXES:

We account for income taxes in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (SFAS 109) and Financial Accounting Standard Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). Under SFAS 109, we recognize deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which we expect those temporary differences to be recovered or settled. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized by considering all available positive and negative evidence.

Substantially all of our goodwill and intangibles were deductible for tax purposes. During the fiscal year ended September 30, 2008, we wrote-off all of our goodwill and indefinite lived intangible assets. The write-off and our operating losses, combined with other timing differences, gave rise to a net operating loss, which resulted in a net deferred tax asset of approximately $41.3 million. Pursuant to SFAS 109, we must consider all positive and negative evidence regarding the realization of deferred tax assets, including past operating results and future sources of taxable income. Under the provisions of SFAS 109, we determined that our net deferred tax asset needed to be reserved given recent earnings and industry trends. Accordingly, recording of the valuation allowance resulted in a non-cash charge of approximately $39.2 million.

8. SHORT-TERM BORROWINGS:

During December 2008, we entered into an amendment of our second amended and restated credit and security agreement, originally entered into in June 2006. The amendment modified the amount of borrowing availability, financial covenants, inventory advance rates, and the collateral that secures the borrowings. With the amendment, the credit facility provides us a line of credit with asset-based borrowing availability of up to $425 million, stepping down to $350 million by September 30, 2009 and $300 million by May 31, 2010. However, the amendment also contains a provision that allows us to obtain commitments from existing or additional lenders, thereby increasing the capacity of the credit facility up to $500 million and enables us to obtain advances of up to $20 million against certain of our owned real estate. Amounts under the credit facility may be used for working capital and inventory financing, with the amount of permissible borrowings determined pursuant to a borrowing base formula. The credit facility also permits approved-vendor floorplan borrowings of up to $20 million. The amendment replaced the fixed charge coverage ratio with an interest coverage ratio for years ending on or after September 30, 2010; it includes a fiscal year-to-date earnings before interest, taxes, depreciation, and amortization, or EBITDA (as defined in the agreement), covenant for each quarter; it modifies the current ratio requirements; it reduces the amount of allowable capital expenditures; it requires approval for any stock repurchases; and it requires approval for acquisitions. The amended credit facility provides for interest at the London Interbank Offered Rate (LIBOR) plus 425 basis points through September 30, 2010 and thereafter at LIBOR plus 150 to 400 basis points, pursuant to a performance pricing grid based upon our interest coverage ratio, as defined. Borrowings under the credit facility are secured by our inventory, accounts receivable, equipment, furniture, fixtures, and real estate. The amended credit facility matures in May 2011, with two one-year renewal options, subject to lender approval. As of March 31, 2009, we were in compliance with all of the credit facility covenants and our additional available borrowings under our credit facility were approximately $48 million.

The availability and costs of borrowed funds can adversely affect our ability to obtain and maintain adequate boat inventory as well as the ability and willingness of our customers to finance boat purchases. As of March 31, 2009, we had no long-term debt. However, we rely on our credit facility to purchase and maintain our inventory of boats. Our ability to borrow under our credit facility depends on our ability to continue to satisfy our covenants and other obligations under our credit facility. Our EBITDA covenant requires that our fiscal year-to-date EBITDA loss not exceed $20 million as of March 31, 2009, $15 million as of June 30, 2009, and $10 million as of September 30, 2009. The aging of our inventory limits our borrowing capacity as defined provisions reduce the allowable advance rate as

our inventory ages. Our access to funds under our credit facility also depends upon the ability of the banks that are parties to that facility to meet their funding commitments, particularly if they experience shortages of capital or experience excessive volumes of borrowing requests from others during a short period of time. A continuation of

depressed economic conditions, weak consumer spending, turmoil in the credit markets, and lender difficulties could interfere with our ability to maintain compliance with our debt covenants and to utilize the credit agreement to fund our operations. Accordingly, it may be necessary for us to close additional stores, further reduce our expense structure or modify the covenants with our lenders. Any inability to utilize our credit facility or the acceleration of amounts owed, resulting from a covenant violation, insufficient collateral, or lender difficulties, could require us to seek other sources of funding to repay amounts outstanding under the credit agreement or replace or supplement our credit agreement, which may not be possible at all or under commercially reasonable terms.

Similarly, decreases in the availability of credit and increases in the cost of credit adversely affect the ability of our customers to purchase boats from us and thereby adversely affect our ability to sell our products and impact the profitability of our finance and insurance activities. Tight credit conditions, during fiscal 2008 and continuing in fiscal 2009, adversely affected the ability of customers to finance boat purchases, which had a negative affect on our operating results.

As is common in our industry, we receive interest assistance directly from boat manufacturers, including Brunswick. The interest assistance programs vary by manufacturer and generally include periods of free financing or reduced interest rate programs. The interest assistance may be paid directly to us or our lenders depending on the arrangements the manufacturer has established. We classify interest assistance received from manufacturers as a reduction of inventory cost and related cost of sales as opposed to netting the assistance against our interest expense incurred with our lenders.

9. STOCK-BASED COMPENSATION:

Upon adoption of Statement of Financial Accounting Standards No. 123R, Share-Based Payment (FAS 123R), we used the Black-Scholes valuation model for valuing all stock-based compensation and shares granted under the Employee Stock Purchase Plan (ESPP). We measure compensation for restricted stock awards and restricted stock units at fair value on the grant date based on the number of shares expected to vest and the quoted market price of our common stock. We recognize compensation cost for all awards in earnings, net of estimated forfeitures, on a straight-line basis over the requisite service period for each separately vesting portion of the award.

During the six months ended March 31, 2008 and 2009, we recognized stock-based compensation expense of approximately $3.9 million and $3.1 million, respectively, in selling, general, and administrative expenses on the condensed consolidated statements of operations. A tax benefit realized for tax deductions from option exercises for the six months ended March 31, 2008 was approximately $220,000. There was no tax benefit realized for the six months ended March 31, 2009.

Cash received from option exercises under all share-based compensation arrangements for the six months ended March 31, 2008, was approximately $1.7 million. There was no cash received from option exercises during the six months ended March 31, 2009. We currently expect to satisfy share-based awards with registered shares available to be issued.

10. THE INCENTIVE STOCK PLANS:

During February 2007, our stockholders approved a proposal to approve our 2007 Incentive Compensation Plan (2007 Plan), which replaced our 1998 Incentive Stock Plan (1998 Plan). Our 2007 Plan provides for the grant of stock options, stock appreciation rights, restricted stock, stock units, bonus stock, dividend equivalents, other stock related awards, and performance awards (collectively awards), that may be settled in cash, stock, or other property. Our 2007 Plan is designed to attract, motivate, retain, and reward our executives, employees, officers, directors, and independent contractors by providing such persons with annual and long-term performance incentives to expend their maximum efforts in the creation of stockholder value. The total number of shares of our common stock that may be subject to awards under the 2007 Plan is equal to 1,000,000 shares, plus (i) any shares available for issuance and not subject to an award under the 1998 Plan, (ii) the number of shares with respect to which awards granted under the 2007 Plan and the 1998 Plan terminate without the issuance of the shares or shares that are forfeited or repurchased; (iii) with respect to awards granted under the 2007 Plan and the 1998 Plan, the number of shares that are not issued as a result of the award being settled for cash or otherwise not issued in connection with the exercise or payment of the award; and (iv) the number of shares that are surrendered or withheld in payment of the exercise price of any award or any tax withholding requirements in connection with any award granted under the 2007 Plan and the 1998 Plan. The 2007

Plan terminates in February 2017, and awards may be granted at any time during the

life of the 2007 Plan. The date on which awards vest are determined by the Board of Directors or the Plan Administrator. The exercise prices of options are determined by the Board of Directors or the Plan Administrator and are at least equal to the fair market value of shares of common stock on the date of grant. The term of options under the 2007 Plan may not exceed ten years. The options granted have varying vesting periods. To date, we have not settled or been under any obligation to settle any awards in cash.

The following table summarizes option activity from September 30, 2008 through March 31, 2009:

	Shares Available for Grant	Options Outstanding	Aggregate Intrinsic Value (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Balance at September 30, 2008	1,215,006	1,740,128	$	$18.41	5.1
Options authorized					
Options granted	(1,185,700)	1,185,700		$ 2.96	
Options cancelled/forfeited/expired	650,986	(650,986)		$15.03	
Restricted stock awards forfeited	81,390				
Options exercised					
Balance at March 31, 2009	761,682	2,274,842	$	$11.33	7.3
Exercisable at March 31, 2009		856,149	$	$14.86	4.9

The weighted-average grant date fair value of options granted during the six months ended March 31, 2008 and 2009 was $7.27 and $1.73, respectively. The total intrinsic value of options exercised during the six months ended March 31, 2008 was approximately $533,000. There were no options exercised during the six months ended March 31, 2009.

As of March 31, 2008 and 2009, there was approximately $2.7 million and $2.4 million, respectively, of unrecognized compensation costs related to non-vested options that are expected to be recognized over a weighted average period of 2.9 years and 2.8 years, respectively. The total fair value of options vested during the six months ended March 31, 2008 was approximately $1.3 million. There was no fair value associated with options that vested during the six months ended March 31, 2009 since the grant price was in excess of the market price.

We continued using the Black-Scholes model to estimate the fair value of options granted during fiscal 2009. The expected term of options granted is derived from the output of the option pricing model and represents the period of time that options granted are expected to be outstanding. Volatility is based on the historical volatility of our common stock. The risk-free rate for periods within the contractual term of the options is based on the U.S. Treasury yield curve in effect at the time of grant.

The following are the weighted-average assumptions used for each respective period:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2008	2009	2008	2009
Dividend yield	0.0%	0.0%	0.0%	0.0%
Risk-free interest rate	2.9%	1.6%	3.3%	2.2%
Volatility	44.4%	71.3%	43.9%	63.5%

Expected life	7.5 years	5 years	7.5 years	6 years

11. EMPLOYEE STOCK PURCHASE PLAN (THE STOCK PURCHASE PLAN):

During February 2008, our stockholders approved our 2008 Employee Stock Purchase Plan (2008 Plan). The 2008 Plan provides for up to 500,000 shares of common stock to be available for purchase by our regular employees who have completed at least one year of continuous service. The Stock Purchase Plan provides for implementation of up to 10 annual offerings beginning on the first day of October starting in 2008, with each offering terminating on September 30 of the following year. Each annual offering may be divided into two six-month offerings. For each

offering, the purchase price per share will be the lower of (i) 85% of the closing price of the common stock on the first day of the offering or (ii) 85% of the closing price of the common stock on the last day of the offering. The purchase price is paid through periodic payroll deductions not to exceed 10% of the participant s earnings during each offering period. However, no participant may purchase more than $25,000 worth of common stock annually.

We continued using the Black-Scholes model to estimate the fair value of options granted to purchase shares issued pursuant to the Stock Purchase Plan. The expected term of options granted is derived from the output of the option pricing model and represents the period of time that options granted are expected to be outstanding. Volatility is based on the historical volatility of our common stock. The risk-free rate for periods within the contractual term of the options is based on the U.S. Treasury yield curve in effect at the time of grant.

The following are the weighted-average assumptions used for each respective period:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2008	2009	2008	2009
Dividend yield	0.0%	0.0%	0.0%	0.0%
Risk-free interest rate	2.9%	1.3%	2.9%	1.3%
Volatility	56.3%	178.6%	56.3%	178.6%
Expected life	six-months	six-months	six-months	six-months

12. RESTRICTED STOCK AWARDS:

During fiscal 2007 and 2008, we granted non-vested (restricted) stock awards or restricted stock units (collectively restricted stock awards) to certain key employees pursuant to the 1998 Plan or the 2007 Plan. The restricted stock awards have varying vesting periods, but generally become fully vested at either the end of year four or the end of year five, depending on the specific award. The awards granted in fiscal 2008 require certain levels of performance by us before they are earned. Such performance metrics must be achieved by September 2011 or the awards will be forfeited. The stock underlying the vested restricted stock units will be delivered upon vesting.

We accounted for the restricted stock awards granted during fiscal 2007 and 2008 using the measurement and recognition provisions of SFAS 123R. Accordingly, the fair value of the restricted stock awards is measured on the grant date and recognized in earnings over the requisite service period for each separately vesting portion of the award.

The following table summarizes restricted stock award activity from September 30, 2008 through March 31, 2009:

	Shares	Weighted Average Grant Date Fair Value
Non-vested balance at September 30, 2008	830,000	$ 23.25
Changes during the period		
Awards granted		
Awards vested	(221,012)	24.21
Awards forfeited	(81,390)	22.90
Non-vested balance at March 31, 2009	527,598	$ 22.90

As of March 31, 2009, we had approximately $4.7 million of total unrecognized compensation cost related to restricted stock awards granted under the plan. We expect to recognize that cost over a weighted-average period of 2.7 years.

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13. NET LOSS PER SHARE:

The following is a reconciliation of the shares used in the denominator for calculating basic and diluted loss per share:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2008	**2009**	**2008**	**2009**
Weighted average common shares outstanding used in calculating basic loss per share	18,363,692	18,512,104	18,364,187	18,465,325
Effect of dilutive options				
Weighted average common and common equivalent shares used in calculating diluted loss per share	18,363,692	18,512,104	18,364,187	18,465,325

Options to purchase 2,027,785 and 2,274,842 shares of common stock were outstanding at March 31, 2008 and 2009, respectively, but as a result of our net loss, were not included in the computation of diluted loss per share because their effect would be anti-dilutive. Additionally, the options were not included in the computation of loss per share because the options exercise prices were greater than the average market price of our common stock, and therefore, their effect would be anti-dilutive.

14. COMMITMENTS AND CONTINGENCIES:

We are party to various legal actions arising in the ordinary course of business. The ultimate liability, if any, associated with these matters was not believed to be material at March 31, 2009. While it is not feasible to determine the actual outcome of these actions as of March 31, 2009, we do not believe that these matters will have a material adverse effect on our consolidated financial condition, results of operations, or cash flows.

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

This Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include statements relating to the success of the steps we have taken to preserve and grow market share and yield an increase in future revenue, the possibility that our core strengths and retailing strategies will position us to capitalize on growth opportunities as they occur and enable us to emerge from the challenging retail environment with greater earnings potential, our future economic performance, plans and objectives for future operations, and projections of revenue and other financial items that are based on our beliefs as well as assumptions made by and information currently available to us. Actual results could differ materially from those currently anticipated as a result of a number of factors, including those listed under Business-Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

General

We are the largest recreational boat retailer in the United States with fiscal 2008 revenue in excess of $880 million. Through 74 retail locations in 22 states, we sell new and used recreational boats and related marine products, including engines, trailers, parts, and accessories. We also arrange related boat financing, insurance, and extended warranty contracts; provide boat repair and maintenance services; offer yacht and boat brokerage services, and where available, offer slip and storage accommodations.

MarineMax was incorporated in January 1998. We commenced operations with the acquisition of five independent recreational boat dealers on March 1, 1998. Since the initial acquisitions in March 1998, we have significantly expanded our operations through the acquisition of 20 recreational boat dealers, two boat brokerage operations, and two full-service yacht repair facilities. As a part of our acquisition strategy, we frequently engage in discussions with various recreational boat dealers regarding their potential acquisition by us. Potential acquisition discussions frequently take place over a long period of time and involve difficult business integration and other issues, including, in some cases, management succession and related matters. As a result of these and other factors, a number of potential acquisitions that from time to time appear likely to occur do not result in binding legal agreements and are not consummated.

General economic conditions and consumer spending patterns can negatively impact our operating results. Unfavorable local, regional, national, or global economic developments or uncertainties regarding future economic prospects could reduce consumer spending in the markets we serve and adversely affect our business. Economic conditions in areas in which we operate dealerships, particularly Florida in which we generated 46%, 44%, and 43% of our revenue during fiscal 2006, 2007, and 2008, respectively, can have a major impact on our operations. Local influences, such as corporate downsizing and military base closings, also could adversely affect our operations in certain markets.

In an economic downturn, consumer discretionary spending levels generally decline, at times resulting in disproportionately large reductions in the sale of luxury goods. Consumer spending on luxury goods also may decline as a result of lower consumer confidence levels, even if prevailing economic conditions are favorable. Although we have expanded our operations during periods of stagnant or modestly declining industry trends, the cyclical nature of the recreational boating industry or the lack of industry growth could adversely affect our business, financial condition, or results of operations. Any period of adverse economic conditions or low consumer confidence has a negative effect on our business.

Lower consumer spending resulting from a downturn in the housing market and other economic factors adversely affected our business in fiscal 2007 and continued weakness in consumer spending resulting from substantial weakness in the financial markets and deteriorating economic conditions had a very substantial negative effect on our business in fiscal 2008 and 2009. These conditions caused us to defer our acquisition program, slow our new store openings, reduce our inventory purchases, engage in inventory reduction efforts, close some of our retail locations, and reduce our headcount. We cannot predict the length or severity of these unfavorable economic or financial conditions or the extent to which they will adversely affect our operating results nor can we predict the

effectiveness of the measures we have taken to address this environment or whether additional measures will be necessary.

Although economic conditions have adversely affected our operating results, we have capitalized on our core strengths to substantially outperform the industry and deliver market share gains. Our ability to deliver an increase in market share supports the alignment of our retailing strategies with the desires of consumers. We believe the steps we have taken to preserve and grow market share will yield an increase in future revenue. As general economic trends improve, we expect our core strengths and retailing strategies will position us to capitalize on growth opportunities as they occur and will allow us to emerge from this challenging economic environment with greater earnings potential.

Application of Critical Accounting Policies

We have identified the policies below as critical to our business operations and the understanding of our results of operations. The impact and risks related to these policies on our business operations is discussed throughout Management s Discussion and Analysis of Financial Condition and Results of Operations when such policies affect our reported and expected financial results.

In the ordinary course of business, we make a number of estimates and assumptions relating to the reporting of results of operations and financial condition in the preparation of our financial statements in conformity with accounting principles generally accepted in the United States. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ significantly from those estimates under different assumptions and conditions. We believe that the following discussion addresses our most critical accounting policies, which are those that are most important to the portrayal of our financial condition and results of operations and require our most difficult, subjective, and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Revenue Recognition

We recognize revenue from boat, motor, and trailer sales and parts and service operations at the time the boat, motor, trailer, or part is delivered to or accepted by the customer or the service is completed. We recognize commissions earned from a brokerage sale at the time the related brokerage transaction closes. We recognize revenue from slip and storage services on a straight-line basis over the term of the slip or storage agreement. We recognize commissions earned by us for placing notes with financial institutions in connection with customer boat financing when we recognize the related boat sales. We also recognize marketing fees earned on credit life, accident, disability, and hull insurance products sold by third-party insurance companies at the later of customer acceptance of the insurance product as evidenced by contract execution or when the related boat sale is recognized. We also recognize commissions earned on extended warranty service contracts sold on behalf of third-party insurance companies at the later of customer acceptance of the service contract terms, as evidenced by contract execution or recognition of the related boat sale.

Certain finance and extended warranty commissions and marketing fees on insurance products may be charged back if a customer terminates or defaults on the underlying contract within a specified period of time. Based upon our experience of repayments and defaults, we maintain a chargeback allowance that was not material to our financial statements taken as a whole as of March 31, 2009. Should results differ materially from our historical experiences, we would need to modify our estimate of future chargebacks, which could have a material adverse effect on our operating margins.

Vendor Consideration Received

We account for consideration received from our vendors in accordance with Emerging Issues Task Force Issue No. 02-16, Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor (EITF 02-16). EITF 02-16 most significantly requires us to classify interest assistance received from manufacturers as a reduction of inventory cost and related cost of sales as opposed to netting the assistance against our interest

expense incurred with our lenders. Pursuant to EITF 02-16, amounts received by us under our co-op assistance programs from our manufacturers are netted against related advertising expenses.

Inventories

Inventory costs consist of the amount paid to acquire the inventory, net of vendor consideration and purchase discounts, the cost of equipment added, reconditioning costs, and transportation costs relating to acquiring inventory for sale. We state new boat, motor, and trailer inventories at the lower of cost, determined on a specific-identification basis, or market. We state used boat, motor, and trailer inventories, including trade-ins, at the lower of cost, determined on a specific-identification basis, or market. We state parts and accessories at the lower of cost, determined on the first-in, first-out basis, or market. We utilize our historical experience, the aging of the inventories, and our consideration of current market trends as the basis for determining lower of cost or market valuation allowance. During the six months ended March 31, 2009, we incurred losses and increased our inventory reserves for expected losses associated with market declines in brands we no longer carry by approximately $4.9 million. As of March 31, 2009, our lower of cost or market valuation allowance was not material to the consolidated financial statements taken as a whole. If events occur and market conditions change, causing the fair value to fall below carrying value, the lower of cost or market valuation allowance could increase.

Valuation of Goodwill and Other Intangible Assets

We account for goodwill and identifiable intangible assets in accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). Under this standard, we assess the impairment of goodwill and identifiable intangible assets at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The first step in the assessment is the estimation of fair value. If step one indicates that impairment potentially exists, we perform the second step to measure the amount of impairment, if any. Goodwill and identifiable intangible asset impairment exists when the estimated fair value is less than its carrying value.

During the three months ended June 30, 2008, we experienced a significant decline in stock market valuation driven primarily by weakness in the marine retail industry and an overall soft economy, which adversely affected our financial performance. Accordingly, we completed a step one analysis (as noted above) and estimated the fair value of the reporting unit as prescribed by SFAS 142, which indicated potential impairment. As a result, we completed a fair value analysis of indefinite lived intangible assets and a step two goodwill impairment analysis, as required by SFAS 142. We determined that all indefinite lived intangible assets and goodwill were impaired and recorded a non-cash charge of $121.1 million based on our assessment. We will not be required to make any current or future cash expenditures as a result of this impairment charge.

Impairment of Long-Lived Assets

Statement of Financial Accounting Standards No. 144, Accounting for Impairment or Disposal of Long-Lived Assets (SFAS 144), requires that long-lived assets, such as property and equipment and purchased intangibles subject to amortization, be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the asset is measured by comparison of its carrying amount to undiscounted future net cash flows the asset is expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the asset exceeds its fair market value. Estimates of expected future cash flows represent our best estimate based on currently available information and reasonable and supportable assumptions. Any impairment recognized in accordance with SFAS 144 is permanent and may not be restored. As of March 31, 2009, we had not recognized any impairment of long-lived assets in connection with SFAS 144 based on our reviews.

We are party to a joint venture in Gulfport Marina, LLC (Gulfport) that operates a marina and service operation. During the three months ended June 30, 2008, we experienced a significant decline in stock market valuation driven primarily by weakness in the marine retail industry and an overall soft economy, which has adversely affected our financial performance. As a result of this weakness, we realized a goodwill and intangible asset impairment charge, as noted above. Based on these events, we reviewed the valuation of our investment in Gulfport in accordance with APB 18 and recoverability of the assets contained within the joint venture. APB 18 requires that a loss in value of an investment which is other than a temporary decline should be recognized. We reviewed our investment and assets

contained within the Gulfport joint venture, which consists of land, buildings, equipment, and goodwill. As a result, we determined that our investment in the joint venture was impaired and recorded a non-cash charge of $1.0 million

based on our assessment. We will not be required to make any current or future cash expenditures as a result of this impairment charge.

Income Taxes

We account for income taxes in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (SFAS 109) and Financial Accounting Standard Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). Under SFAS 109, we recognize deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which we expect those temporary differences to be recovered or settled. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized by considering all available positive and negative evidence.

Substantially all of our goodwill and intangibles were deductible for tax purposes. During the year ended September 30, 2008, we wrote-off all of our goodwill and indefinite lived intangible assets. The write-off combined with other timing differences, gave rise to a net operating loss, which resulted in a net deferred tax asset of approximately $41.3 million. Pursuant to SFAS 109, we must consider all positive and negative evidence regarding the realization of deferred tax assets, including past operating results and future sources of taxable income. Under the provisions of SFAS 109, we determined that our net deferred tax asset needed to be reserved given recent earnings and industry trends. Accordingly, recording of the valuation allowance resulted in a non-cash charge of approximately $39.2 million.

Stock-Based Compensation

Upon adoption of SFAS 123R, we used the Black-Scholes valuation model for valuing all stock-based compensation and shares issued under the ESPP. We measure compensation for restricted stock awards and restricted stock units at fair value on the grant date based on the number of shares expected to vest and the quoted market price of our common stock. We recognize compensation cost for all awards in earnings, net of estimated forfeitures, on a straight-line basis over the requisite service period for each separately vesting portion of the award.

Consolidated Results of Operations

The following discussion compares the three and six months ended March 31, 2009 with the three and six months ended March 31, 2008 and should be read in conjunction with the Condensed Consolidated Financial Statements, including the related notes thereto, appearing elsewhere in this Report.

Three Months Ended March 31, 2009 Compared with Three Months Ended March 31, 2008

Revenue. Revenue decreased $103.7 million, or 44.4%, to $129.6 million for the three months ended March 31, 2009 from $233.3 million for the three months ended March 31, 2008. Of this decrease, $88.5 million was attributable to a 41% decline in comparable-store sales and approximately $15 million, net, was attributable to stores closed that are not eligible for inclusion in the comparable-store base for the three months ended March 31, 2009. The decline in our comparable-store sales was due to the widely reported soft economic conditions and difficult retail financing environment, which have adversely impacted our retail sales.

Gross Profit. Gross profit decreased $34.8 million, or 63.8%, to $19.7 million for the three months ended March 31, 2009 from $54.5 million for the three months ended March 31, 2008. Gross profit as a percentage of revenue decreased to 15.2% for the three months ended March 31, 2009 from 23.4% for the three months ended March 31, 2008. The decrease in gross profit as a percentage of revenue was the result of increased margin pressure in the current soft economic environment. During the three months ended March 31, 2009 we incurred losses and increased our inventory reserves by approximately $4.1 million for actual and expected losses associated with market value declines in brands we no longer carry. Additionally, gross profit was negatively impacted by the difficult retail financing environment, which has resulted in a reduction in the percentage of units financed and accordingly, finance income.

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses decreased $19.8 million, or 35.3%, to $36.4 million for the three months ended March 31, 2009 from $56.2 million for the three months ended March 31, 2008. The decrease in selling, general, and administrative expenses was primarily attributable to cost-cutting initiatives, including reductions in workforce, reduced personnel costs, and reductions in the level of our marketing expenditures. Additionally, we incurred approximately $900,000 in store closing costs, as we adjust the number of store locations we maintain given the current economic environment.

Interest Expense. Interest expense decreased $2.2 million, or 36.6%, to $3.8 million for the three months ended March 31, 2009 from $6.0 million for the three months ended March 31, 2008. The decrease in interest expense was primarily the result of a more favorable interest rate environment and reduced average borrowings on our line of credit. Interest expense as a percentage of revenue increased to 2.9% for the three months ended March 31, 2009 from 2.6% for the three months ended March 31, 2008, due to the significant drop in revenue.

Income Tax Benefit. Income tax benefit decreased $4.0 million to $151,000 for the three months ended March 31, 2009 from $4.2 million for the three months ended March 31, 2008. Our effective income tax rate decreased significantly to approximately 1% for the three months ended March 31, 2009 from 54.3% for the three months ended March 31, 2008 based on significantly lower 2009 earnings and the limitation on our net operating loss carry back which limited the tax benefit we were able to record and changes in our valuation allowances associated with our deferred tax assets.

Six Months Ended March 31, 2009 Compared with Six Months Ended March 31, 2008

Revenue. Revenue decreased $218.7 million, or 48.8%, to $229.8 million for the six months ended March 31, 2009 from $448.5 million for the six months ended March 31, 2008. Of this decrease, $196.9 million was attributable to a decline in comparable-store sales and approximately $22 million was attributable to stores closed that were not eligible for inclusion in the comparable-store base for the six months ended March 31, 2009. The decline in our comparable-store sales was due to softer economic conditions and difficult retail financing environment, which have adversely impacted our retail sales. While revenue generated from service, parts, and accessories declined during the six months ended March 31, 2009, they have done so at a lower rate than boat sales.

Gross Profit. Gross profit decreased $59.2 million, or 57.7%, to $43.4 million for the six months ended March 31, 2009 from $102.6 million for the six months ended March 31, 2008. Gross profit as a percentage of revenue decreased to 18.9% for the six months ended March 31, 2009 from 22.9% for the six months ended March 31, 2008. The decrease in gross profit as a percentage of revenue was a result increased margin pressure given the current soft economic environment. The decrease in gross profit as a percentage of revenue was partially offset by the shift in product mix of boat sales to our higher margin service, parts and accessories business. Additionally, during the six months ended March 31, 2009, we incurred losses and increased our inventory reserves for expected losses associated with market declines in brands we no longer carry by approximately $4.9 million.

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses decreased $34.2 million, or 31.2%, to $75.2 million for the six months ended March 31, 2009 from $109.4 million for the six months ended March 31, 2008. Selling, general, and administrative expenses as a percentage of revenue increased approximately 830 basis points to 32.7% for the six months ended March 31, 2009 from 24.4% for the six months ended March 31, 2008. The increase in selling, general, and administrative expenses as a percentage of revenue was due to the lack of leverage caused by the decline in comparable-store sales for the six months ending March 31, 2009. During the six months ended March 31, 2009, selling, general, and administrative expenses included approximately $1.3 million in store closing costs, as we reduce the number of store locations to the current economic environment.

Interest Expense. Interest expense decreased $4.0 million, or 33.8%, to $7.8 million for the six months ended March 31, 2009 from $11.8 million for the six months ended March 31, 2008. The decrease in interest expense was primarily the result of the more favorable interest rate environment and reduced average borrowings on our line of credit. Interest expense as a percentage of revenue increased to 3.4% for the six months ended March 31, 2009 from 2.6% for the six months ended March 31, 2008, because of the significant drop in revenue.

Income Tax Benefit. Income tax benefit decreased $3.7 million to $5.0 million for the six months ended March 31, 2009 from $8.7 million for the six months ended March 31, 2008. Our effective income tax rate decreased to

approximately 12.7% for the six months ended March 31, 2009 from approximately 46.7% for the six months ended March 31, 2008, primarily due to the limitation on our net operating loss carry back which limited the tax benefit we were able to record and changes in our valuation allowances associated with our deferred tax assets.

Liquidity and Capital Resources

Our cash needs are primarily for working capital to support operations, including new and used boat and related parts inventories, off-season liquidity, and growth through acquisitions and new store openings. We regularly monitor the aging of our inventories and current market trends to evaluate our current and future inventory needs. We also use this evaluation in conjunction with our review of our current and expected operating performance to determine the adequacy of our financing needs. These cash needs have historically been financed with cash generated from operations and borrowings under our credit facility. Our ability to utilize our credit facility to fund operations depends upon the collateral levels and compliance with the covenants of the credit facility. Turmoil in the credit markets and weakness in the retail markets may interfere with our ability to remain in compliance with the covenants of the credit facility and therefore utilize the credit facility to fund operations. At March 31, 2009, we were in compliance with all of the credit facility covenants. We currently depend upon dividends and other payments from our dealerships and our credit facility to fund our current operations and meet our cash needs. Currently, no agreements exist that restrict this flow of funds from our dealerships.

For the six months ended March 31, 2009, cash provided in operating activities approximated $63.8 million. For the six months ended March 31, 2008, cash used in operating activities approximated $92.9 million. For the six months ended March 31, 2009, cash provided in operating activities was primarily due to a decrease in inventory levels and an increase in accounts payable. This was partially offset by the net loss for the period. For the six months ended March 31, 2008, cash used in operating activities was primarily used to increase inventories to ensure appropriate inventory levels, decrease accounts payable to tax authorities, and a decrease customer deposits.

For the six months ended March 31, 2009 and 2008, cash used in investing activities approximated $1.5 million and $5.0 million, respectively, and was primarily used to purchase property and equipment associated with improving and relocating existing retail facilities.

For the six months ended March 31, 2009, cash used by financing activities approximated $77.6 million and was primarily attributable to net repayments of short-term borrowings as a result of decreased inventory levels. For the six months ended March 31, 2008, cash provided by financing activities approximated $91.7 million and was primarily attributable to net borrowings of short-term borrowings as a result of increased inventory levels and net proceeds from common shares issued upon the exercise of stock options and stock purchases under the ESPP, partially offset by repayments of long-term debt.

During December 2008, we entered into an amendment of our second amended and restated credit and security agreement originally entered into in June 2006. The amendment modified the amount of borrowing availability, financial covenants, inventory advance rates, and the collateral that secures the borrowings. With the amendment, the credit facility provides us a line of credit with asset-based borrowing availability of up to $425 million, stepping down to $350 million by September 30, 2009 and $300 million by May 31, 2010. However, the amendment also contains a provision that allows us to obtain commitments from existing or additional lenders, thereby increasing the capacity of the credit facility, up to $500 million, and enables us to obtain advances of up to $20 million against certain of our owned real estate. Amounts under the credit facility may be used for working capital and inventory financing, with the amount of permissible borrowings determined pursuant to a borrowing base formula. The credit facility also permits approved-vendor floorplan borrowings of up to $20 million. The amendment replaces the fixed charge coverage ratio with an interest coverage ratio for years ending on or after September 30, 2010; it includes a fiscal year-to-date earnings before interest, taxes, depreciation, and amortization, or EBITDA (as defined in the agreement), covenant for each quarter; it modifies the current ratio requirements; it reduces the amount of allowable capital expenditures; it requires approval for any stock repurchases; and it requires approval for acquisitions. The amended credit facility provides for interest at the London Interbank Offered Rate (LIBOR) plus 425 basis points through September 30, 2010 and thereafter at LIBOR plus 150 to 400 basis points, pursuant to a performance pricing grid based upon our interest coverage ratio, as defined. Borrowings under the credit facility are secured by our inventory, accounts receivable, equipment, furniture, fixtures, and real estate. The amended credit facility matures in May 2011, with two

one-year renewal options, subject to lender approval. As of March 31, 2009, we were in compliance with all of the credit facility covenants.

The availability and costs of borrowed funds can adversely affect our ability to obtain and maintain adequate boat inventory as well as the ability and willingness of our customers to finance boat purchases. As of March 31, 2009, we had no long-term debt. However, we rely on our credit facility to purchase and maintain our inventory of boats. Our ability to borrow under our credit facility depends on our ability to continue to satisfy our covenants and other obligations under our credit facility. Our EBITDA covenant requires that our fiscal year-to-date EBITDA loss not exceed $20 million as of March 31, 2009, $15 million as of June 30, 2009, and $10 million as of September 30, 2009. The aging of our inventory limits our borrowing capacity as defined provisions reduce the allowable advance rate as our inventory ages. Our access to funds under our credit facility also depends upon the ability of the banks that are parties to that facility to meet their funding commitments, particularly if they experience shortages of capital or experience excessive volumes of borrowing requests from others during a short period of time. A continuation of depressed economic conditions, weak consumer spending, turmoil in the credit markets, and lender difficulties could interfere with our ability to maintain compliance with our debt covenants and to utilize the credit agreement to fund our operations. Accordingly, it may be necessary for us to close additional stores, further reduce our expense structure or modify the covenants with our lenders. Any inability to utilize our credit facility or the acceleration of amounts owed, resulting from a covenant violation, insufficient collateral, or lender difficulties, could require us to seek other sources of funding to repay amounts outstanding under the credit agreement or replace or supplement our credit agreement, which may not be possible at all or under commercially reasonable terms.

As of March 31, 2009, our indebtedness totaled approximately $294 million associated with financing our inventory and working capital needs. At March 31, 2008 and 2009, the interest rate on the outstanding short-term borrowings was 4.6% and 4.7%, respectively. At March 31, 2009, our additional available borrowings under our credit facility were approximately $48 million.

We issued a total of 87,617 shares of our common stock in conjunction with our Incentive Stock Plans and ESPP during the six months ended March 31, 2009 in exchange for approximately $470,000 in cash. Our Incentive Stock Plans provide for the grant of incentive and non-qualified stock options to acquire our common stock, the grant of restricted stock awards and restricted stock units, the grant of common stock, the grant of stock appreciation rights, and the grant of other cash awards to key personnel, directors, consultants, independent contractors, and others providing valuable services to us. Our Employee Stock Purchase Plan is available to all our regular employees who have completed at least one year of continuous service.

Except as specified in this Management s Discussion and Analysis of Financial Condition and Results of Operations and in the attached unaudited condensed consolidated financial statements, we have no material commitments for capital for the next 12 months. We believe that our existing capital resources will be sufficient to finance our operations for at least the next 12 months, except for possible significant acquisitions.

Impact of Seasonality and Weather on Operations

Our business, as well as the entire recreational boating industry, is highly seasonal, with seasonality varying in different geographic markets. With the exception of Florida, we generally realize significantly lower sales and higher levels of inventories, and related short-term borrowings, in the quarterly periods ending December 31 and March 31. Historically, the onset of the public boat and recreation shows in January stimulates boat sales and allows us to reduce our inventory levels and related short-term borrowings throughout the remainder of the fiscal year. Our business could become substantially more seasonal if we acquire dealers that operate in colder regions of the United States.

Our business is also subject to weather patterns, which may adversely affect our results of operations. For example, drought conditions (or merely reduced rainfall levels) or excessive rain may close area boating locations or render boating dangerous or inconvenient, thereby curtailing customer demand for our products. In addition, unseasonably cool weather and prolonged winter conditions may lead to a shorter selling season in certain locations. Hurricanes and other storms could result in disruptions of our operations or damage to our boat inventories and facilities, as has been the case when Florida and other markets were hit by hurricanes. Although our geographic diversity is likely to reduce the overall impact to us of adverse weather conditions in any one market area, these conditions will continue to represent potential, material adverse risks to us and our future financial performance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

At March 31, 2009, all of our short-term debt bore interest at a variable rate, tied to LIBOR as a reference rate. Changes in the underlying LIBOR interest rate or the spread charged under our performance pricing grid on our short-term debt could affect our earnings. For example, a hypothetical 100 basis point increase in the interest rate on our short-term debt would result in an increase of approximately $2.9 million in annual pre-tax interest expense. This estimated increase is based upon the outstanding balance of our short-term debt as of March 31, 2009 and assumes no mitigating changes by us to reduce the outstanding balances, no additional interest assistance that could be received from vendors due to the interest rate increase, and no changes in the base LIBOR rate.

Products purchased from Italian-based manufacturers are subject to fluctuations in the euro to U.S. dollar exchange rate, which ultimately may impact the retail price at which we can sell such products. Accordingly, fluctuations in the value of the euro as compared with the U.S. dollar may impact the price points at which we can sell profitably Italian products, and such price points may not be competitive with other product lines in the United States. Accordingly, such fluctuations in exchange rates ultimately may impact the amount of revenue, cost of goods sold, cash flows, and earnings we recognize for Italian product lines. We cannot predict the effects of exchange rate fluctuations on our operating results. In certain cases, we may enter into foreign currency cash flow hedges to reduce the variability of cash flows associated with forecasted purchases of boats and yachts from Italian-based manufacturers. We are not currently engaged in foreign currency exchange hedging transactions to manage our foreign currency exposure. If and when we do engage in foreign currency exchange hedging transactions, we cannot assure that our strategies will adequately protect our operating results from the effects of exchange rate fluctuations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed by us in Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Controls

During the quarter ended March 31, 2009, there were no changes in our internal controls over financial reporting that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of

compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CEO and CFO Certifications

Exhibits 31.1 and 31.2 are the Certifications of the CEO and the CFO, respectively. The Certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This Item of this report, which you are currently reading is the information concerning the Evaluation referred to in the Section 302 Certifications, and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

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PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Not applicable.

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Our 2009 Annual Meeting of Stockholders was held on February 17, 2009. The following nominees were elected to our Board of Directors to serve as a Class II directors for a three-year term expiring in 2012, or until a respective successor has been elected and qualified:

Nominee	Votes in Favor	Withheld
William H. McGill, Jr.	16,892,228	4,795
John B. Furman	15,523,373	5,847
Robert S. Kant	15,357,082	53,091

The following directors terms of office continued after the 2009 Annual Meeting of Stockholders:

Director
William H. McGill, Jr.
Hilliard M. Eure III
John B. Furman
Robert S. Kant
Joseph A. Watters
Dean S. Woodman

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		MARINEMAX, INC.
May 11, 2009	By:	/s/ Michael H. McLamb
		Michael H. McLamb
		Executive Vice President,
		Chief Financial Officer, Secretary, and Director
		(Principal Accounting and Financial Officer)

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