CARRIAGE SERVICES INC
Form 10-K
February 25, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

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For the fiscal year ended, December 31, 2014

or

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

¨

For the transition period from ______________ to _____________

Commission file number: 1-11961

CARRIAGE SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware	76-0423828
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3040 Post Oak Blvd., Suite 300, Houston, Texas	77056
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (713) 332-8400

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

(Title of each class)	(Name of each exchange on which registered)
Common Stock, $.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes ¨ No ý

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ¨ No ý

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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 definitions of "large accelerator filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Securities Exchange Act of 1934. Yes ¨ No ý

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2014 was approximately $279.4 million based on the closing price of $17.13 per share on the New York Stock Exchange.

The number of shares of the registrant's Common Stock, $.01 par value per share, outstanding as of February 20, 2015 was 22,433,775.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2015 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission within 120 days of December 31, 2014, are incorporated in Part III of this Annual Report on Form 10-K.

Table of Contents

Table of Contents

Table of Contents

CAUTIONARY NOTE

Certain statements and information in this Annual Report on Form 10-K (this "Form 10-K") may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could" or other similar expressions are inten identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts for our existing operations and do not include the potential impact of any future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Known material factors that could cause our actual results to differ from those in the forward-looking statements are those described in Part I, Item 1A, Risk Factors.

Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. BUSINESS.

GENERAL

Carriage Services, Inc. ("Carriage," the "Company," "we," "us," or "our") was incorporated in the State of Delaware in December 1993 and is a leading provider of deathcare services and merchandise in the United States. We operate in two business segments: funeral home operations, which currently account for approximately 77% of our total revenue, and cemetery operations, which currently account for approximately 23% of our total revenue. At December 31, 2014, we operated 164 funeral homes in 27 states and 32 cemeteries in 11 states. We mainly serve suburban and rural markets, where we primarily compete with smaller, independent operators and believe we are a market leader (first or second) in most of our markets. We provide funeral and cemetery services and products on both an "at-need" (time of death) and "preneed" (planned prior to death) basis.

Our operations are reported in two business segments:

Funeral Home Operations. Funeral homes are principally service businesses that provide funeral services (traditional burial and cremation) and sell related merchandise, such as caskets and urns. Given the high fixed cost structure associated with funeral home operations, we believe the following key factors affect our profitability:

- demographic trends in terms of population growth and average age, which impact death rates and number of deaths;
- our ability to establish and maintain market share positions supported by strong local heritage and relationships;
- our ability to effectively respond to increasing cremation trends by packaging complimentary services and merchandise;
- our ability to control salary, merchandise and other controllable costs; and
- our ability to exercise pricing leverage related to our at-need business to increase average revenues per contract.

Cemetery Operations. Cemetery revenues generated from at-need services and merchandise sales generally are subject to many of the same key profitability factors as our funeral home business. Our cemetery operating results are primarily affected by the following key factors:

- size and success of our sales organization;
- our ability to adapt to changes in the economy and consumer confidence; and
- our response to fluctuations in capital markets and interest rates, which affect investment earnings on trust funds, finance charges on installment contracts and our securities portfolio within the trust funds.

Table of Contents

RECENT DEVELOPMENTS

Acquisitions. On May 15, 2014, we completed the acquisition of six businesses from certain subsidiaries of Service Corporation International ("SCI"). We acquired four businesses in New Orleans, Louisiana, consisting of four funeral homes, one of which was a combination funeral home and cemetery, and two funeral businesses in Alexandria, Virginia for approximately $54.9 million (collectively, the "SCI Acquisition"). The assets and liabilities were recorded at fair value and included goodwill of approximately $37.7 million. We acquired substantially all of the assets and assumed certain operating liabilities. The pro forma impact of the SCI Acquisition on prior periods is not presented as the impact is not material to our reported results. The results of the acquired businesses are included in our results of operations from the date of acquisition.

Convertible Subordinated Notes. On March 19, 2014, we issued $143.75 million aggregate principal amount of 2.75% Convertible Subordinated Notes due 2021 (the "Notes"). The Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") and were offered only to "qualified institutional buyers" in compliance with Rule 144A under the Securities Act. The Notes bear interest at 2.75% per annum. We used a portion of the proceeds to repay our outstanding balance on our revolving credit facility and to redeem our existing convertible junior subordinated debentures (as described below).

Convertible Junior Subordinated Debentures. On March 17, 2014, we called for the redemption of all our outstanding convertible junior subordinated debentures and the corresponding convertible preferred securities ("TIDES") at a price of $50 per $50 principal amount of the convertible junior subordinated debentures being redeemed, plus accrued and unpaid interest to the redemption date. We used a portion of the net proceeds from the issuance of the Notes to redeem the convertible junior subordinated debentures for approximately $61.9 million in principal amount of our existing convertible junior subordinated debentures and approximately $0.9 million associated with the call premium. The outstanding TIDES were fully redeemed as of April 16, 2014.

Credit Facility. On February 27, 2014, we entered into a fourth amendment to our Credit Facility (as described herein which (a) allowed us to issue senior unsecured debt in an amount not to exceed $150 million when aggregated with any subordinated debt or convertible subordinated debt issued by us and (b) allowed us to refinance our existing convertible junior subordinated debentures with the proceeds of certain of senior unsecured debt, subordinated debt or convertible subordinated debt.

On April 14, 2014, we entered into a fifth amendment to our Credit Facility (the "Fifth Amendment"), which provided for an increase in the revolving credit commitments from $125 million to $200 million and new funding under our term loan whereby $125 million became outstanding upon effectiveness of the Fifth Amendment. The Fifth Amendment became effective on May 15, 2014. Borrowings under the term loan facility are subject to installment payments equal to 7.5% of the principal amount in the first two years following the effective date, 10.0% for the third and fourth years following the effective date and 12.5% per year thereafter, with the remaining balance payable upon maturity on March 31, 2019. Installment payments are made quarterly and began on September 30, 2014. The Fifth Amendment also modified our financial covenants so that we must maintain a leverage ratio of 3.75 to 1.00 through March 30, 2015 and 3.50 to 1.00 thereafter. In connection with the Fifth Amendment, we recognized a loss of $1.0 million to write-off the related unamortized deferred loan costs.

Discontinued Operations. During the first quarter of 2014, we sold a cemetery in Florida which was reported as held-for-sale at December 31, 2013 for approximately $0.2 million in cash and recognized a gain of $0.9 million. During the third quarter of 2014, we sold a funeral home in Ohio and a funeral home in Kentucky for approximately $0.6 million and $1.1 million, respectively, and recognized a net gain of approximately $0.7 million on these funeral homes.

Executive Leadership Changes. On March 3, 2014, David J. DeCarlo joined our executive leadership team as President and Vice Chairman of the Board. On the same date, L. William Heiligbrodt resigned from our Board and is now our Executive Vice President and Secretary.

Performance-Based Stock Awards. On January 3, 2014, we cancelled all the outstanding Performance-Based Stock Awards (the "PBS Awards"). All holders of the PBS Awards surrendered their outstanding shares in exchange for a cash payout of approximately $16.2 million.

Capital. Our Board of Directors approved four quarterly dividends of $0.025 per share. For our 2014 fiscal year, we paid approximately $1.8 million in dividends.

Table of Contents

DEATHCARE INDUSTRY

Deathcare companies provide products and services to families in three principal areas: (i) ceremony and tribute, generally in the form of a funeral or memorial service; (ii) disposition of remains, either through burial or cremation; and (iii) memorialization, generally through monuments, markers or inscriptions. The deathcare industry in the United States is characterized by the following fundamental attributes (the statistics included in this Form 10-K are from reports compiled by Sundale Research which are based on information from the United States Department of Commerce).

Deaths and Death Rates

Death rates and the number of deaths in the United States have been relatively stable on a long-term historical basis. The number of deaths in the United States increased at an annual rate of approximately 1% for the period from 1980 to 2000. Beginning in 2001, the number of deaths has trended slightly lower as the general population is living longer and because of low birth rates in the period from the early 1930s to the mid-1940's during the Great Depression and World War II. The number of deaths fell 1.1% in 2012 and 0.2% in 2013; however, the number of deaths rose by 1.0% in 2014 and is unlikely to decrease again through 2018. As the average age of the population continues to rise, the number of deaths is expected to increase during the 2015 to 2018 period. Overall, from 2015 to 2018, the number of deaths in the United States is expected to increase by an average of 0.9% per year, reaching an estimated 2.6 million in 2018. Beyond 2018, the annual death rate is projected to spike in the early 2020s as older "baby boomers" start passing away. The rapidly growing and aging population is expected to result in a considerable increase in the number of deaths, fueling growth in the funeral and cremation services and supplies industry. The number of people age 65 and over is expected to increase from 44.0 million in 2013 to 50.9 million in 2018, reflecting an average annual growth rate of 3.0%.

Burial Rates and Cremation

While the number of deaths is expected to increase over the next few years, the burial rate is expected to fall significantly. In 2013, the number of burials in the United States decreased by 2.6% to 1.4 million, following a drop of 3.4% in 2012. A 4.0% drop in burials in 2009 was the largest since 2004, as poor economic conditions led many consumers to opt for less expensive cremations. The number of burials in the United States is estimated to fall by an average of 1.6% per year from 2013 to 2018, as the burial rate is expected to decrease by more than six percentage points during this time. In 2013, the burial rate was 55.3% and is estimated to to fall to 48.8% in 2018. However, the sheer volume of burials is expected to continue to outnumber cremations through 2016, before these figures even out in 2017.

In 2013, the number of cremations in the United States increased by 2.8% to 1.1 million, after growing by 2.1% in 2012. The cremation rate has increased from 36.2% in 2008 to 44.7% in 2013. During this time, the number of cremations grew by an average of 4.4% per year. Slower growth is expected through 2018, due in part to the sheer size of the market for cremations; however, shifting preferences will likely continue to lead to a considerable rise in cremations. It is estimated that in 2018, there will be approximately 1.3 million cremations in the United States and a cremation rate of 51.2%. There are several factors leading to the increase in the number of cremations in the United States including the money savings and convenience of cremations compared to a traditional burial. Cremation has also become more acceptable as certain religions that once frowned upon it are adjusting their doctrines to accommodate cremation. Additionally, cremation is being increasingly accepted as part of a package of funeral services that includes memorials, merchandise and options for the interment of cremated remains. Cemeteries are more affected by the increasing cremation trend than funeral homes.

Highly Fragmented Ownership

Our industry, after almost 50 years of consolidation, remains highly fragmented, and succession planning issues have become more difficult and complex than ever. We believe Carriage offers a highly attractive succession planning option for owners who want their legacy family business to remain operationally prosperous in their local communities. We also believe that our decentralized operating framework will continue to attract some of the top, more entrepreneurial talent in our industry. We are the right size with the right models at the right time for Carriage as a consolidation and operating platform to prosper in the future.

The largest public operators, in terms of revenue, of both funeral homes and cemeteries in the United States are SCI, StoneMor Partners L.P. (“StoneMor”) and Carriage. In December 2013, SCI completed its acquisition of Stewart Enterprises, Inc., which, prior to the merger, was one of the largest public operators, in terms of revenue, of both funeral homes and cemeteries. We believe these three companies collectively represent approximately 20% of deathcare revenues in the United States. Independent businesses, along with a few privately owned consolidators, represent the remaining amount of industry revenue, accounting for an estimated 80% share. The top 50 deathcare companies account for about 25% of industry revenue.

Table of Contents

Heritage and Tradition

Deathcare businesses have traditionally been family-owned businesses that have built a local heritage and tradition through successive generations, providing a foundation for ongoing business opportunities from established client family relationships and related referrals. Given the sensitive nature of our business, we believe that relationships fostered at the local level build trust in the community and are a key driver of market share. While new entrants may enter any given market, the time and resources required to develop local heritage and tradition serve as important barriers to entry.

BUSINESS STRATEGY

Our business strategy is based on strong, local leadership and entrepreneurial principles that we believe drive market share, revenue growth, and profitability in our local markets. Carriage has the most innovative and transparent operating and reporting framework in the deathcare industry. We are able to achieve this through a decentralized, high-performance cultural operating framework with linked incentive compensation programs that attract top-quality industry talent at all levels.

We are defined by our Mission Statement which states that "we are committed to being the most professional, ethical and highest quality funeral and cemetery service organization in our industry" and our Guiding Principles which state our core values, which are comprised of:

- honesty, integrity and quality in all that we do;
- hard work, pride of accomplishment and shared success through employee ownership;
- belief in the power of people through individual initiative and teamwork;
- outstanding service and profitability go hand-in-hand; and
- growth of the Company is driven by decentralization and partnership.

Our five Guiding Principles collectively embody our Being the Best high-performance cultural, operating framework. Our general operations and business strategy are built upon the execution of the following three models:

- Standards Operating Model;
- 4E leadership Model; and
- Strategic Acquisition Model.

Standards Operating Model

Carriage’s Standards Operating Model eliminated the use of financial budgets which freed up enormous amounts of time to focus and work on growing each local business de-centrally and improving the quality and skills of the staff. Instead of the budget and control model, Carriage’s Standards Operating Model and the underlying standards which we refer to as “Being the Best,” focus on market share, people, and operating and financial metrics that drive long-term, sustainable revenue growth and earning power of our portfolio of businesses by employing leadership and entrepreneurial principles that fit the nature of our local, personal service, high-value business. Standards Achievement is the measure by which we judge the success of each business. The Standards are not designed to produce maximum short-term earnings because Carriage does not believe such performance is sustainable and will ultimately stress the business, which very often leads to declining market share, revenues and earnings. Our Standards Operating Model led to the development of our “Strategic Acquisition Model” during 2006, which guides our acquisition and disposition strategies. Both models, when executed effectively, will drive long-term, sustainable increases in market share, revenue and earnings.

4E Leadership Model

Our 4E Leadership Model requires strong local leadership in each business to grow an entrepreneurial, decentralized, high-value, personal service and sales business at sustainable profit margins. Carriage’s 4E Leadership Model is based upon principles established by Jack Welch during his tenure at General Electric, and is based upon 4E qualities essential to succeed in a high-performance culture: Energy to get the job done; the ability to Energize others; the Edge necessary to make difficult decisions; and the ability to Execute and produce results. To achieve a high level of Standards in a business year after year, we require “A Players” in charge that have the 4E Leadership skills to entrepreneurially grow the business by hiring, training and developing highly motivated and productive teams locally that produce results.

Our Managing Partners participate in a variable bonus plan in which they earn a percentage of their business' earnings based upon the actual standards achieved. In 2012, we began a five-year incentive plan, called “Good to Great,” which

Table of Contents

rewards the Managing Partners with a bonus at the end of five years, equal to four to six times their average annual bonus, if such Managing Partners are able to achieve an annual compound growth rate of 2% over a five-year period.

Strategic Acquisition Model

We believe a primary driver of higher revenue and profits in the future will be the execution of our Strategic Acquisition Model using strategic ranking criteria to assess acquisition and divestiture candidates. As we execute this strategy over time, we will acquire larger, higher margin strategic businesses and divest smaller businesses in non-strategic markets. All acquisition candidates will be prequalified to be able to perform under our Standards Operating Model.

We have learned that the long-term growth or decline of a local branded deathcare business is reflected by several criteria that correlate strongly with five to ten year performance in volumes (market share), revenues and sustainable field-level earnings before interest, taxes, depreciation and amortization ("EBITDA") margins. We use the following criteria, to name a few, to rank the strategic position of each potential acquisition:

- size of business;
- size of market;
- competitive standing;
- demographics;
- strength of brand;
- barriers to entry; and
- volume and price trends.

Our belief in our Mission Statement and Guiding Principles that define us and proper execution of the three models that define our strategy have given us the competitive advantage in any market in which we compete. We believe that we can execute our three models without proportionate incremental investment in our consolidation platform infrastructure or additional fixed regional and corporate overhead. This competitive advantage is evidenced by the sustained earning power of our portfolio as defined by our EBITDA margin. Carriage's deep understanding of each market landscape and our historical, successful competition in individual local markets more than reasonably ensures that we are promoting the interests of the consumer and supporting unfettered markets which, in turn, results in better pricing and more choices for the consumer.

Other elements of our overall business strategy include the following:

Enhancement of Funeral Services. A significant trend in the deathcare industry is an increasing preference of our client families for cremation. The percentage of funeral services performed by our funeral homes for which cremation was chosen as the manner in which to dispose of remains was 46.2% for the year ended December 31, 2012, 46.9% for the year ended December 31, 2013 and 47.3% for the year ended December 31, 2014. For the year ended December 31, 2014, 67.0% of our total cremation services were direct cremations (where no memorial service or visitation is involved, although merchandise may be sold) and 33.0% included services, as compared to 67.2% and 32.8%, respectively, for the year ended December 31, 2013. Shifting preferences will likely continue to lead to a considerable rise in cremations; as such, we are focused on increasing the percentage of our cremation customers that choose services. All of our funeral homes offer cremation products and services. While the average revenue for a cremation service is generally lower than that of an average traditional, full-service funeral, we have found that these revenues can be substantially enhanced by our emphasis on offering services and merchandise.

Preneed Funeral Sales Program. We operate under a local, decentralized preneed sales strategy whereby each business location customizes its preneed program to its local needs. The performance of preneed funeral contracts is usually secured by placing the funds collected in trust for the benefit of the customer or by the purchase of a life insurance policy, the proceeds of which will pay for such services at the time of need. Insurance-funded contracts allow us to earn commission income to improve our near-term cash flow and offset a significant amount of the up-front costs associated with preneed sales. Trust funded contracts typically provide cash that is invested in various securities with the expectation that returns will exceed the growth factor in the insurance contracts. The cash flow and earnings from insurance contracts are more stable, but are generally lower than traditional trust fund investments. In markets that depend on preneed sales for market share, we supplement the arrangements written by funeral directors with sales sourced by sales counselors and third party sellers.

Preneed Cemetery Sales Program. A significant portion of our historical cemetery revenues are represented by sales of cemetery property sold by our sales professionals on a preneed basis and finance charges earned on preneed installment

Table of Contents
contracts. General consumer confidence and discretionary income have a significant impact on our preneed sales success rate. In 2014, our preneed cemetery sales increased 5.4% compared to 2013.
OUR STRENGTHS
Market Leader in our Suburban and Rural Markets. Our operations are located in principally suburban and rural markets, where we primarily compete with smaller, independent operators. We focus on markets that perform better than the industry average and are generally insulated from economic and demographic changes.
Partnership Culture. Our funeral homes and cemeteries are managed by Managing Partners, individuals with extensive deathcare experience, often within their local markets. Our Managing Partners have responsibility for day-to-day operations, but are required to follow operating and financial standards based on Carriage's Standards Operating Model that are custom designed for each of four business groupings. This strategy allows each local business to maintain its unique identity within its local market and to capitalize on its reputation and heritage while our senior management maintains supervisory controls and provides support services from our corporate headquarters. We believe our culture is very attractive to owners of premier independent businesses that fit our profile of suitable acquisition candidates.
Flexible Capital Structure. We have no near-term debt maturity issues. We believe that our capital structure provides us with financial flexibility by allowing us to invest our cash flow in growth opportunities, such as business acquisitions and cemetery inventory projects. Currently, we have four primary components in our capital structure:

- a $125 million term loan with a 2019 maturity, of which $120.3 million was outstanding at December 31, 2014;
- a $200 million revolving credit facility with a 2019 maturity, of which $40.5 million was outstanding at December 31, 2014;
- the $143.75 million 2.75% convertible subordinated notes with a 2021 maturity; and
- our common stock.

For additional information, please see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Liquidity and Capital Resources.
Stable Cash Flow. We have demonstrated the ability to generate strong and stable cash flow. Cash flow from continuing operations for 2014 totaled $36.6 million, which was used primarily for our working capital needs. Going forward, we intend to use our cash flow to acquire funeral home and cemetery businesses and to fund internal growth projects, such as cemetery inventory development. Our growth strategy is the primary way we expect to increase stockholder value. While we reassess our capital allocation strategy annually, we currently believe that our financial goals will best be achieved by continuing to improve the operating and financial performance of our existing portfolio of businesses while selectively investing our net cash flow in growth opportunities that generate a return on invested capital in excess of our weighted average cost of capital.
Strong Field-Level Gross Profit Margins. We believe that we have strong field-level gross profit margins and that this performance is a testament to the success of our business strategies. As a percentage of revenues, the total field-level gross profit margin was 31.0% for the year ended December 31, 2014. These strong margins and the ability to control costs are important advantages in a business such as ours that is characterized by a high fixed-cost structure. We will continue to seek ways to improve our financial performance, and we believe that our Standards Operating Model will continue to yield long-term improvement in our financial results.
Effective Management of Funeral Preneed Sales. We believe our local, decentralized strategy allows us to adapt our preneed sales selectively to best address the competitive situation in our particular markets. In highly competitive markets, we execute a more aggressive preneed sales program. In less competitive markets where we have a strong market position, we deploy a more passive preneed sales program. In certain of our markets, we do not deploy a formal preneed program. This approach allows us to target the investment in preneed sales to markets where we have the opportunity to reinforce our market share. Since approximately 80% of our funeral revenues are generated from at-need sales, we retain significant pricing leverage in our funeral business without having to rely on preneed sales.
Integrated Information Systems. We have implemented information systems to support local business decisions and to monitor performance of our businesses compared to financial and performance standards. All of our funeral homes and cemeteries are connected to our corporate headquarters, which allows us to monitor and assess critical operating and financial data and analyze the performance of individual locations on a timely basis. Furthermore, our information

system infrastructure provides senior management with a critical tool for monitoring and adhering to our established internal controls, which is critical given our decentralized model and the sensitive nature of our business operations.

Table of Contents

Proven Management Team. Our management team, headed by our founder, Chairman and Chief Executive Officer, Melvin C. Payne, our President and Vice Chairman of the Board, David J. DeCarlo, and our Executive Vice President and Secretary, L. William Heiligbrodt, is characterized by a dynamic culture that focuses on addressing changing market conditions and emerging trends in the funeral services industry. We believe our culture emphasizing the 4Es (Energy, Energize Others, Edge and Execution) leadership characteristics is critical and will provide an important advantage as the deathcare industry evolves. We are committed to continue operating an efficient corporate organization and strengthening our corporate and local business leadership. We believe that our Standards Operating Model will ensure this commitment at all levels of the organization. Our businesses are organized into three regions, each headed by a Regional Partner. This promotes more cooperation and synergy between our funeral and cemetery operations and supports the goal of market-share and volume growth in our most significant markets.

OPERATIONS

We conduct our funeral and cemetery operations only in the United States. Our operations are reported in two segments: funeral operations and cemetery operations. Information for each of our segments is presented below and in our financial statements set forth herein.

Funeral Home Operations

At December 31, 2014, we operated 164 funeral homes in 27 states. Funeral home revenues currently account for approximately 77% of our total revenues. The funeral home operations are managed by a team of experienced deathcare industry professionals and selected region-level individuals with substantial management experience in our industry. See Part II, Item 8, Financial Statements and Supplementary Data, Note 21 for segment data related to funeral home operations.

Our funeral homes offer a complete range of services to meet a family’s deathcare needs, including consultation, the removal and preparation of remains, the sale of caskets and related funeral merchandise, the use of funeral home facilities for visitation and services and transportation services. Most of our funeral homes have a non-denominational chapel on the premises, which permits family visitation and services to take place at one location and thereby reduces transportation costs and inconvenience to the family.

Funeral homes are principally service businesses that provide burial and cremation services and sell related merchandise, such as caskets and urns. The sources and availability of caskets and urns are from a small number of national providers that have distribution centers near our businesses. We typically order and receive the merchandise within twenty-four hours. Given the high fixed cost structure associated with funeral home operations, we believe the following are key factors affecting our profitability:

- demographic trends in terms of population growth and average age, which impact death rates and number of deaths;
- establishing and maintaining leading market share positions supported by strong local heritage and relationships;
- effectively responding to increasing cremation trends by packaging complementary services and merchandise;
- controlling salary, merchandise and other controllable costs; and
- increasing average revenues per contract.

Cemetery Operations

As of December 31, 2014, we operated 32 cemeteries in 11 states. The cemetery operations are managed by a team of experienced deathcare industry and sales professionals. Cemetery revenues currently account for approximately 23% of our total revenues. See Part II, Item 8, Financial Statements and Supplementary Data, Note 21 for segment data related to cemetery operations.

Our cemetery products and services include interment services, the rights to interment in cemetery sites (primarily grave sites, mausoleum crypts and niches) and related cemetery merchandise, such as memorials and vaults. Cemetery operations generate revenues through sales of interment rights and memorials, installation fees, fees for interment and cremation memorialization products, finance charges from installment sales contracts and investment income from preneed cemetery merchandise trusts and perpetual care trusts.

Table of Contents

Cemetery revenues generated from at-need services and merchandise sales generally are subject to many of the same key profitability factors as our funeral home business. Our cemetery operating results are affected by the following key factors:

- size and success of our sales organization;
- our ability to adapt to changes in the economy and consumer confidence; and
- our response to fluctuations in capital markets and interest rates which affect investment earnings on trust funds, finance charges on installment contracts and our securities portfolio within the trust funds.

Preneed Programs

As discussed in the preceding sections, we market funeral and cemetery services and products on a preneed basis. Preneed funeral or cemetery contracts enable families to establish, in advance, the type of service to be performed, the products to be used and the cost of such products and services. Preneed contracts permit families to eliminate issues of making deathcare plans at the time of need and allow input from other family members before the death occurs. We guarantee the price and performance of the preneed contracts to the customer.

Preneed funeral contracts are usually paid on an installment basis. The performance of preneed funeral contracts is usually secured by placing the funds collected in trust for the benefit of the customer or by the purchase of a life insurance policy, the proceeds of which will pay for such services at the time of need. Insurance policies, intended to fund preneed funeral contracts, cover the original contract price and generally include an element of growth (earnings) designed to offset future inflationary cost increases. Revenue from preneed funeral contracts, along with accumulated earnings, is not recognized until the time the funeral service is performed. The accumulated earnings from the trust investments and insurance policies are intended to offset the inflation in funeral prices. Additionally, we generally earn a commission from the insurance company from the sale of insurance-funded policies reflected as Preneed Insurance Commission within Funeral Revenues. The commission income is recognized as revenue when the period of refund expires (generally one year), which helps us defray the costs we incur to originate the preneed contract (primarily commissions we pay to our sales counselors).

In addition to preneed funeral contracts, we also offer “pre-planned” funeral arrangements whereby a client determines in advance substantially all of the details of a funeral service without any financial commitment or other obligation on the part of the client until the actual time of need. Pre-planned funeral arrangements permit a family to avoid issues of making deathcare plans at the time of need and enable a funeral home to establish relationships with a client that may eventually lead to an at-need sale.

Preneed sales of cemetery interment rights are usually financed through interest-bearing installment sales contracts, generally with terms of up to five years with such earnings reflected as Preneed Cemetery Finance Charges within Cemetery Revenues. In substantially all cases, we receive an initial down payment at the time the contract is signed. Preneed sales of cemetery interment rights are recorded as revenue when 10% of the contract amount related to the interment right has been collected. Merchandise and services may similarly be sold on an installment basis, but revenue is recorded when delivery has occurred. Allowances for bad debts and customer cancellations are recorded at the date that the contract is executed and periodically evaluated thereafter based upon historical experience.

We sold 8,125 and 6,940 preneed funeral contracts, net of cancellations, during the years ended December 31, 2013 and 2014, respectively. At December 31, 2014, we had a backlog of 82,842 preneed funeral contracts to be delivered in the future. Approximately 19% of our funeral contract volumes during the years ended December 31, 2013 and 2014 originated through preneed contracts. Cemetery revenues that originated from preneed contracts represented approximately 48% of our net cemetery revenues for 2013 and 2014.

At December 31, 2014, we employed a staff of 152 advance-planning and family service representatives for the sale of preneed products and services. Our advance-planning and family service representatives primarily assist families in making at-need and pre-need funeral, memorialization and cemetery arrangements through the selection and purchase of cemetery property, merchandise and services and ensuring that the expectations of our client families and their guests are exceeded.

Table of Contents

Trust Funds and Insurance Contracts

We have established a variety of trusts in connection with funeral home and cemetery operations as required under applicable state laws. Such trusts include (i) preneed funeral trusts; (ii) preneed cemetery merchandise and service trusts; and (iii) cemetery perpetual care trusts. These trusts are typically administered by independent financial institutions selected by us. Investment management and advisory services are provided either by our wholly-owned registered investment advisory firm, CSV RIA, or by independent financial advisors. At December 31, 2014, CSV RIA provided these services to two institutions, which have custody of 76% of our trust assets, for a fee based on the market value of trust assets.

Preneed funeral sales generally require deposits to a trust or purchase of a third-party insurance product. Trust fund income earned and the receipt and recognition of any insurance benefits are deferred until the service is performed. Trust fund holdings and deferred revenue are reflected on our Consolidated Balance Sheets, while the insurance contracts are not on our Consolidated Balance Sheets. In most states, we are not permitted to withdraw principal or investment income from such trusts until the funeral service is performed. Some states, however, allow for the retention of a percentage (generally 10%) of the receipts to offset any administrative and selling expenses. The aggregate balance of our preneed funeral contracts held in trust, insurance contracts and receivables from preneed trusts was approximately $423.4 million as of December 31, 2014.

We are generally required under applicable state laws to deposit a specified amount (which varies from state to state, generally 50% to 100% of the selling price) into a merchandise and service trust fund for preneed cemetery merchandise and services sales. The related trust fund income earned is recognized when the related merchandise and services are delivered. We are generally permitted to withdraw the trust principal and accrued income when the merchandise is actually purchased and delivered, when the service is provided or when the contract is canceled. However, certain states allow the withdrawal of income prior to delivery when the regulations identify excess earnings in the trusts. We were able to withdraw $1.7 million in trust income prior to delivery in those states in 2013 and $0.6 million in 2014. Cemetery merchandise and service trust fund balances totaled approximately $72.0 million as of December 31, 2014.

In most states, regulations require a portion (generally 10%) of the sale amount of cemetery property and memorials to be placed in a perpetual care trust. The income from these perpetual care trusts provides funds necessary to maintain cemetery property and memorials in perpetuity. This trust fund income is recognized, as earned, in Cemetery Revenues. While we are entitled to withdraw the income from perpetual care trusts to provide for maintenance of cemetery property and memorials, we are restricted from withdrawing any of the principal balances of the trust fund. Perpetual care trust balances totaled approximately $48.7 million at December 31, 2014.

For additional information with respect to our trusts, see Part II, Item 8, Financial Statements and Supplementary Data, Notes 6, 8 and 10.

SEASONALITY

Our business can be affected by seasonal fluctuations in the death rate. Generally, the number of deaths is higher during the winter months because the incidences of death from influenza and pneumonia are higher during this period than other periods of the year.

COMPETITION

The operating environment in the deathcare industry has been highly competitive. Publicly traded companies operating in the United States include SCI, StoneMor and Carriage. In addition, a number of smaller private consolidators have been active in acquiring and operating funeral homes and cemeteries.

Our funeral home and cemetery operations face competition in the markets that they serve. Our primary competition in most of our markets is from local independent operators. We have observed new start-up competition in certain areas of the country, which in any one market may have impacted our profitability because of the high fixed cost nature of funeral homes. Market share for funeral homes and cemeteries is largely a function of reputation and heritage, although competitive pricing, professional service and attractive, well-maintained and conveniently located facilities are also important. Because of the importance of reputation and heritage, market share increases are usually gained over a long period of time. The sale of preneed funeral services and cemetery property has increasingly been used by many companies as a marketing tool to build market share.

There has been increasing competition from providers specializing in specific services, such as cremations, who offer minimal service and low-end pricing. We also face competition from companies that market products and related merchandise over the Internet and non-traditional casket stores in certain markets. These competitors have been successful in capturing a portion of the low-end market and product sales.

Table of Contents

REGULATION

General. Our operations are subject to regulations, supervision and licensing under numerous federal, state and local laws, ordinances and regulations, including extensive regulations concerning trust funds, preneed sales of funeral and cemetery products and services and various other aspects of our business. We believe that we comply in all material respects with the provisions of these laws, ordinances and regulations.

Federal Trade Commission. Our funeral home operations are comprehensively regulated by the Federal Trade Commission ("FTC") under Section 5 of the Federal Trade Commission Act and a trade regulation rule for the funeral industry promulgated thereunder referred to as the "Funeral Rule." The Funeral Rule defines certain acts or practices as unfair or deceptive and contains certain requirements to prevent these acts or practices. The preventive measures require a funeral provider to give consumers accurate, itemized price information and various other disclosures about funeral goods and services and prohibit a funeral provider from: (i) misrepresenting legal, crematory and cemetery requirements; (ii) embalming for a fee without permission; (iii) requiring the purchase of a casket for direct cremation; (iv) requiring consumers to buy certain funeral goods or services as condition for furnishing other funeral goods or services; (v) misrepresenting state and local requirements for an outer burial container; and (vi) representing that funeral goods and services have preservative and protective value. Additionally, the Funeral Rule requires the disclosure of mark-ups, commissions, additional charges and rebates related to cash advance items.

Environmental. Our operations are also subject to stringent federal, regional, state and local laws and regulations relating to environmental protection, including legal requirements governing air emissions, waste management and disposal and wastewater discharges. For instance, the federal Clean Air Act and analogous state laws, which restrict the emission of pollutants from many sources, including crematories, may require us to apply for and obtain air emissions permits, install costly emissions control equipment, and conduct monitoring and reporting tasks. Also, in the course of our operations, we store and use chemicals and other regulated substances as well as generate wastes that may subject us to strict liability under the federal Resource Conservation and Recovery Act and comparable state laws, which govern the treatment, storage, and disposal of nonhazardous and hazardous wastes, and the federal Comprehensive Environmental Response, Compensation and Liability Act, a remedial statute that imposes cleanup obligations on current and past owners or operators of facilities where hazardous substance releases occurred and anyone who transported or disposed or arranged for the transportation or disposal of hazardous substances released into the environment from such sites. In addition, the Federal Water Pollution Control Act, also known as the federal Clean Water Act, and analogous state laws regulate discharges of pollutants to state and federal waters. Underground and aboveground storage tanks that store chemicals and fuels for vehicle maintenance or general operations are located at certain of our facilities and any spills or releases from those facilities may cause us to incur remedial liabilities under the Clean Water Act or analogous state laws. Failure to comply with environmental laws and regulations could result in the assessment of substantial administrative, civil, and criminal penalties, the imposition of investigatory and remedial obligations, and the issuance of injunctions restricting or prohibiting some or all of our activities. Moreover, accidental releases or spills may occur in the course of our operations, and we cannot assure you that we will not incur significant costs and liabilities as a result of such releases or spills, including any third party claims for damages to property, natural resources or persons. Also, it is possible that implementation of stricter environmental laws and regulations or more stringent enforcement of existing environmental requirements could result in additional, currently unidentifiable costs or liabilities to us, such as requirements to purchase pollution control equipment or implement operational changes or improvements. While we believe we are in substantial compliance with existing environmental laws and regulations, we cannot assure you that we will not incur substantial costs in the future.

Worker Health and Safety. We are subject to the requirements of the federal Occupational Safety and Health Act, as amended ("OSHA"), and comparable state statutes whose purpose is to protect the health and safety of workers. In addition, the OSHA hazard communication standard, the Emergency Planning and Community Right to Know Act and implementing regulations and similar state statutes and regulations require that we organize and/or disclose information about hazardous materials used or produced in our operations and that this information be provided to employees, state and local governmental authorities and citizens. We believe that we are in substantial compliance with all applicable laws and regulations relating to worker health and safety.

EMPLOYEES

As of December 31, 2014, we and our subsidiaries employed 2,187 employees, of whom 988 were full-time and 1,199 were part-time. All of our funeral directors and embalmers possess licenses required by applicable regulatory agencies. We believe that we maintain a good relationship with our employees. None of our employees are represented by unions.

Table of Contents

AVAILABLE INFORMATION

We file annual, quarterly and other reports, and any amendments to those reports, and information with the United States Securities and Exchange Commission ("SEC"). You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. You may obtain additional information about the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

Our website address is www.carriageservices.com. Available on this website under "Investors – SEC Filings," free of charge, are Carriage's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, insider reports on Forms 3, 4 and 5 filed on behalf of directors and officers and amendments to those reports as soon as reasonably practicable after such materials are electronically filed with or furnished to the SEC.

Also posted on our website, and available in print upon request, are charters for our Audit Committee, Compensation Committee and Corporate Governance Committee. Copies of the Code of Business Conduct and Ethics and the Corporate Governance Guidelines are also posted on our website under "Investors - Corporate Governance." Within the time period required by the SEC and the New York Stock Exchange, we will post on our website any modifications to the charters and any waivers applicable to senior officers as defined in the applicable charters, as required by the Sarbanes-Oxley Act of 2002.

ITEM 1A. RISK FACTORS.

RISKS RELATED TO OUR BUSINESS

Improved performance in our funeral and cemetery segments is highly dependent upon successful execution of our Standards Operating Model.

We have implemented our Standards Operating Model to improve and better measure performance in our funeral and cemetery operations. We developed standards according to criteria, each with a different weighting, designed around market share, people and operational and financial metrics. We also incentivize our location Managing Partners by giving them the opportunity to earn a fixed percentage of the field-level earnings before interest, taxes, depreciation and amortization based upon the number and weighting of the standards achieved. Our expectation is that, over time, the Standards Operating Model will result in improving field-level margins, market share, customer satisfaction and overall financial performance, but there is no assurance that these goals will be met. Failure to successfully implement our Standards Operating Model in our funeral and cemetery operations could have a material adverse effect on our financial condition, results of operations and cash flows.

The success of our businesses is typically dependent upon one or a few key employees for success because of the localized and personal nature of our business.

Deathcare businesses have built local heritage and tradition through successive generations, providing a foundation for ongoing business opportunities from established client family relationships and related referrals. We believe these relationships build trust in the community and are a key driver to market share. Our businesses, which tend to serve small local markets, usually have one or a few key employees that drive our relationships. Our ability to attract and retain qualified Managing Partners, sales force and other personnel is an important factor in achieving future success. We can give no assurance that we can retain these employees or that these relationships will drive market share. Our inability to maintain qualified and productive Managing Partners and sales force could have a material adverse effect on our financial condition, results of operations and cash flows.

Our ability to execute our growth strategy is highly dependent upon our ability to successfully identify suitable acquisition candidates and negotiate transactions on favorable terms.

There is no assurance that we will be able to continue to identify candidates that meet our criteria or that we will be able to reach terms with identified candidates for transactions that are acceptable to us, and even if we do, we may not be able to successfully complete the transaction or integrate the new business into our existing business. We intend to apply standards established under our Strategic Acquisition Model to evaluate acquisition candidates, and there is no assurance that we will continue to be successful in doing so or that we will find attractive candidates that satisfy these standards. Due in part to the presence of competitors who have been in certain markets longer than we have, such acquisitions or investments may be more difficult or expensive than we anticipate.

11

Table of Contents

Marketing and sales activities by existing and new competitors could cause us to lose market share and lead to lower revenues and margins.

We face competition in all of our markets. Most of our competitors are independently owned, and some are relatively recent market entrants. Certain of the recent entrants are individuals who were formerly employed by us or by our competitors and have relationships and name recognition within our markets. As a group, independent competitors tend to be aggressive in distinguishing themselves by their independent ownership, and they promote their independence through television, radio and print advertising, direct mailings and personal contact. Increasing pressures from new market entrants and continued advertising and marketing by competitors in local markets could cause us to lose market share and revenues. In addition, competitors may change the types or mix of products or services offered. These changes may attract customers, causing us to lose market share and revenue as well as to incur costs in response to competition to vary the types or mix of products or services offered by us. Also, increased use of the Internet by customers to research and/or purchase products and services could cause us to lose potential revenue.

Our ability to generate preneed sales depends on a number of factors, including sales incentives and local and general economic conditions.

Declines in preneed sales would reduce our backlog and revenue and could reduce our future market share. On the other hand, a significant increase in preneed sales can have a negative impact on cash flow as a result of commissions and other costs incurred initially without corresponding revenues.

As we have localized our preneed sales strategies, we are continuing to refine the mix of service and product offerings in both our funeral and cemetery segments, including changes in our sales commission and incentive structure. These changes could cause us to experience declines in preneed sales in the short-run. In addition, economic conditions at the local or national level could cause declines in preneed sales either as a result of less discretionary income or lower consumer confidence. Declines in preneed cemetery property sales reduces current revenue, and declines in other preneed sales would reduce our backlog and future revenue and could reduce future market share.

Increased preneed sales could have a negative impact on our cash flows.

Preneed sales of funeral and cemetery products and services generally have an initial negative impact on our cash flows, as we are required to deposit a portion of the sales proceeds into trusts or escrow accounts and often incur other expenses at the time of sale. Furthermore, many preneed purchases are paid for in installments over a period of several years, further reducing our cash flows at the time of sale. Because preneed sales generally provide positive cash flows over the long term, we emphasize the sale of such contracts. If our efforts to increase such sales are successful, however, our current cash flows could be adversely affected.

Price competition could also reduce our market share or cause us to reduce prices to retain or recapture market share, either of which could reduce revenues and margins.

We have historically experienced price competition primarily from independent funeral home and cemetery operators, and from monument dealers, casket retailers, low-cost funeral providers and other non-traditional providers of services or products. New market entrants tend to attempt to build market share by offering lower cost alternatives. In the past, this price competition has resulted in our losing market share in some markets. In other markets, we have had to reduce prices or offer discounts thereby reducing profit margins in order to retain or recapture market share. Increased price competition in the future could further reduce revenues, profits and our preneed backlog.

Our funeral and cemetery trust funds own investments in equity securities, fixed income securities, and mutual funds, which are affected by market conditions that are beyond our control.

In connection with our backlog of preneed funeral and preneed cemetery merchandise and service contracts, funeral and cemetery trust funds own investments in equity securities, fixed income securities and mutual funds. Our returns on these investments are affected by financial market conditions that are beyond our control.

Table of Contents

The following table summarizes our investment returns (realized and unrealized), excluding certain fees, on our trust funds for the years ended December 31, 2012, 2013 and 2014:

	2012	2013	2014
Preneed funeral trust funds	14.3 %	13.2 %	7.4 %
Preneed cemetery trust funds	19.3 %	14.2 %	8.3 %
Perpetual care trust funds	20.1 %	14.2 %	8.4 %

Generally, earnings or gains and losses on our preneed funeral and cemetery trust investments are recognized, and we withdraw cash, when the underlying service is performed, merchandise is delivered, or upon contract cancellation. Our cemetery perpetual care trusts recognize earnings, and in certain states, capital gains and losses, and we withdraw cash when we incur qualifying cemetery maintenance costs. If the investments in our trust funds experience significant declines in subsequent years, there could be insufficient funds in the trusts to cover the costs of delivering services and merchandise or maintaining cemeteries in the future. We may be required to cover any such shortfall with cash flows from operations, which could have a material adverse effect on our financial condition, results of operations or cash flows. For more information related to our trust investments, see Part II, Item 8, Financial Statements and Supplementary Data, Notes 6 and 10.

If the fair market value of these trusts, plus any other amount due to us upon delivery of the associated contracts, were to decline below the estimated costs to deliver the underlying products and services, we would record a charge to earnings to record a liability for the expected losses on the delivery of the associated contracts. As of December 31, 2014, no such charge was required. Our preneed trusts are currently over funded based on performance for the past five years. For additional information, see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Critical Accounting Policies and Estimates.

Earnings from and principal of trust funds could be reduced by changes in financial markets and the mix of securities owned.

Earnings and investment gains and losses on trust funds are affected by financial market conditions and the specific fixed-income and equity securities that we choose to maintain in the funds. We may not choose the optimal mix for any particular market condition. Declines in earnings from perpetual care trust funds would cause a decline in current revenues, while declines in earnings from other trust funds could cause a decline in future cash flows and revenues.

We may be required to replenish our funeral and cemetery trust funds in order to meet minimum funding requirements, which would have a negative effect on our earnings and cash flow.

In certain states, we have withdrawn allowable distributable earnings including gains prior to the maturity or cancellation of the related contract. Additionally, some states have laws that either require replenishment of investment losses under certain circumstances or impose various restrictions on withdrawals of future earnings when trust fund values drop below certain prescribed amounts. In the event of realized losses or market declines, we may be required to deposit portions or all of these amounts into the respective trusts in some future period.

Increasing death benefits related to preneed funeral contracts funded through life insurance contracts may not cover future increases in the cost of providing a price-guaranteed funeral service.

We sell price-guaranteed preneed funeral contracts through various programs providing for future funeral services at prices prevailing when the agreements are signed. For preneed funeral contracts funded through life insurance contracts, we receive in cash a general agency commission from the third-party insurance company. Additionally, there is an increasing death benefit associated with the contract that may vary over the contract life. There is no guarantee that the increasing death benefit will cover future increases in the cost of providing a price-guaranteed funeral service, and any such excess cost could be materially adverse to our future cash flows, revenues, and operating margins.

The financial condition of third-party insurance companies that fund our preneed funeral contracts may impact our future revenues.

Where permitted, customers may arrange their preneed funeral contract by purchasing a life insurance policy from third-party insurance companies. The customer/policy holder assigns the policy benefits to our funeral home to pay for the preneed funeral contract at the time of need. If the financial condition of the third-party insurance companies were to deteriorate materially because of market conditions or otherwise, there could be an adverse effect on our ability to collect all or part of the proceeds of the life insurance policy, including the annual increase in the death benefit, when we fulfill the preneed contract at

13

the time of need. Failure to collect such proceeds could have a material adverse effect on our financial condition, results of operations, or cash flows.

Increased or unanticipated costs, such as insurance or taxes, may have a negative impact on our earnings and cash flow.

We may experience material increases in certain costs, such as insurance or taxes, which result from recent federal legislation or state and local governments raising taxes in an effort to balance budgets. These costs are difficult to quantify in the future and may impair our ability to achieve earnings growth in excess of revenue growth. Our forecast assumes that we will be successful in increasing earnings at a rate that is greater than revenue growth. We can give no assurance that we will be successful in achieving such increases.

Covenant restrictions under our debt instruments may limit our flexibility in operating and growing our business.

The terms of our Credit Facility and the convertible subordinated notes may limit our ability and the ability of our subsidiaries to, among other things: incur additional debt; pay dividends or make distributions or redeem or repurchase stock; make investments; grant liens; make capital expenditures; enter into transactions with affiliates; enter into sale-leaseback transactions; sell assets; and acquire the assets of, or merge or consolidate with, other companies.

Our Credit Facility also requires us to maintain certain financial ratios. Complying with these restrictive covenants and financial ratios, as well as those that may be contained in any future debt agreements, may limit our ability to finance our future operations or capital needs or to take advantage of other favorable business opportunities. Our ability to comply with these restrictive covenants and financial ratios will depend on our future performance, which may be affected by events beyond our control. Our failure to comply with any of these covenants or restrictions when they apply could result in a default under any future debt instrument, which could result in acceleration of the debt under that instrument and, in some cases, the acceleration of debt under other instruments that contain cross-default or cross-acceleration provisions. In the case of an event of default, or in the event of a cross-default or cross-acceleration, we may not have sufficient funds available to make the required payments under our debt instruments. If we are unable to repay amounts owed under the terms of our Credit Facility, the lenders thereunder may be entitled to sell certain of our funeral assets to satisfy our obligations under the agreement.

Economic, financial and stock market fluctuations could affect future potential earnings and cash flows and could result in future goodwill, intangible assets and long-lived asset impairments.

In addition to an annual review, we assess the impairment of goodwill, intangible assets and other long-lived assets whenever events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, a significant decline in the market value of our stock or debt values, significant under-performance relative to historical or projected future operating results, and significant negative industry or economic trends. If these factors occur, we may have a triggering event, which could result in an impairment of our goodwill. Based on the results of our annual goodwill impairment test we performed as of August 31, 2014 and our annual review of intangible assets and long-lived assets as of December 31, 2014, we concluded that there was no impairment of our goodwill, intangible assets or other long-lived assets. However, if current economic conditions weaken causing deterioration in our operating revenues, operating margins and cash flows, we may have a triggering event that could result in an impairment of our goodwill, intangible assets and/or long-lived assets.

Health care reform could increase health care costs and may have a negative impact on earnings and cash flows.

In March 2010, comprehensive health care reform legislation under the Patient Protection and Affordable Care Act and the Health Care Education and Affordability Reconciliation Act was passed and signed into law. Provisions of the health reform legislation become effective at various dates over the next several years, and many of the regulations and guidance with respect to the health care reform legislation have not been implemented. Due to the breadth and complexity of the health reform legislation, the lack of implementing regulations and interpretive guidance, and the phased-in nature of the implementation, it is difficult to predict the overall impact of the health reform legislation on our business over the coming years. To the extent that we are unable to pass these cost increases on to our customers, they could have a negative impact on our earnings and cash flows.

Our “Good to Great” incentive program could result in significant future payments to our Managing Partners.

In January, 2012, in order to continue to align our Managing Partners' incentives with the long-term interests of our stockholders, we implemented our “Good to Great” incentive program, which rewards our Managing Partners for achieving an average net revenue compounded annual growth rate equal to at least 2% (the “Minimum Growth Rate”) over a five-year performance period (the “Performance Period”) with respect to our funeral homes that they operate. The initial Performance

Table of Contents

Period commenced on January 1, 2012 and will end on December 31, 2016. The Performance Periods for new Managing Partners commences each year after 2012. Each Managing Partner that achieves the Minimum Growth Rate during the applicable Performance Period and remains continuously employed as a Managing Partner of the same business throughout the Performance Period will receive a one-time bonus, payable in cash, shares of our common stock or a combination of cash and shares our common stock determined at our discretion. We believe this incentive program will result in improved field-level margins, market share and overall financial performance. In the event that a large number of our Managing Partners earn a bonus under this program, we could incur a material outlay of capital beginning in 2017, and this incentive program could result in a decrease in net income.

RISKS RELATED TO THE DEATHCARE INDUSTRY

Declines in the number of deaths in our markets can cause a decrease in revenues. Changes in the number of deaths are not predictable from market to market or over the short term.

Declines in the number of deaths could cause at-need sales of funeral and cemetery services, property and merchandise to decline, which could decrease revenues. Although the United States Bureau of the Census estimates that the number of deaths in the United States will increase in the future, longer life spans could reduce the rate of deaths. In addition, changes in the number of deaths can vary among local markets and from quarter to quarter, and variations in the number of deaths in our markets or from quarter to quarter are not predictable. These variations may cause our revenues to fluctuate and our results of operations to lack predictability.

The increasing number of cremations in the United States could cause revenues to decline because we could lose market share to firms specializing in cremations. In addition, direct cremations produce minimal revenues for cemetery operations and lower funeral revenues.

Our traditional cemetery and funeral service operations face competition from the increasing number of cremations in the United States. Industry studies indicate that the percentage of cremations has increased every year and this trend is expected to continue into the future. The trend toward cremation could cause cemeteries and traditional funeral homes to lose market share and revenues to firms specializing in cremations. In addition, direct cremations (with no funeral service, casket, urn, mausoleum niche, columbarium niche or burial) produce no revenues for cemetery operations and lower revenues than traditional funerals and, when delivered at a traditional funeral home, produce lower profits as well.

If we are not able to respond effectively to changing consumer preferences, our market share, revenues and profitability could decrease.

Future market share, revenues and profits will depend in part on our ability to anticipate, identify and respond to changing consumer preferences. In past years, we have implemented new product and service strategies based on results of customer surveys that we conduct on a continuous basis. However, we may not correctly anticipate or identify trends in consumer preferences, or we may identify them later than our competitors do. In addition, any strategies we may implement to address these trends may prove incorrect or ineffective.

Because the funeral and cemetery businesses are high fixed-cost businesses, changes in revenue can have a disproportionately large effect on cash flow and profits.

Companies in the funeral home and cemetery business must incur many of the costs of operating and maintaining facilities, land and equipment regardless of the level of sales in any given period. For example, we must pay salaries, utilities, property taxes and maintenance costs on funeral homes and maintain the grounds of cemeteries regardless of the number of funeral services or interments performed. Because we cannot decrease these costs significantly or rapidly when we experience declines in sales, declines in sales can cause margins, profits and cash flow to decline at a greater rate than the decline in revenues.

Table of Contents

Changes or increases in, or failure to comply with, regulations applicable to our business could increase costs or decrease cash flows.

The deathcare industry is subject to extensive and evolving regulation and licensing requirements under federal, state and local laws. For example, the funeral home industry is regulated by the FTC, which requires funeral homes to take actions designed to protect consumers. State laws impose licensing requirements and regulate preneed sales. Embalming and cremation facilities are subject to stringent environmental and health regulations. Compliance with these regulations is burdensome, and we are always at risk of not complying with the regulations or facing costly and burdensome investigations from regulatory authorities.

In addition, from time to time, governments and agencies propose to amend or add regulations, which could increase costs or decrease cash flows. Several states and regulatory agencies have considered or are considering regulations that could require more liberal refund and cancellation policies for preneed sales of products and services, limit or eliminate our ability to use surety bonding, increase trust requirements and/or prohibit the common ownership of funeral homes and cemeteries in the same market. If adopted by the regulatory authorities of the jurisdictions in which we operate, these and other possible proposals could have a material adverse effect on us, our financial condition, our results of operations and our future prospects. For additional information regarding the regulation of the deathcare industry, see Part I, Item 1, Business, Regulation.

We are subject to environmental and worker health and safety laws and regulations that may expose us to significant costs and liabilities.

Our cemetery and funeral home operations are subject to stringent federal, regional, state and local laws and regulations governing worker health and safety aspects of the operations, the release or disposal of materials into the environment or otherwise relating to environmental protection. These laws and regulations may restrict or impact our business in many ways, including requiring the acquisition of a permit before conducting regulated activities, restricting the types, quantities and concentration of substances that can be released into the environment, applying specific health and safety criteria addressing worker protection, and imposing substantial liabilities for any pollution resulting from our operations. We may be required to make significant capital and operating expenditures to comply with these laws and regulations and any failure to comply may result in the assessment of administrative, civil and criminal penalties, imposition of investigatory or remedial obligations and the issuance of injunctions restricting or prohibiting our activities. Failure to appropriately transport and dispose of generated wastes, used chemicals or other regulated substances, or any spills or other unauthorized releases of regulated substances in the course of our operations could expose us to material losses, expenditures and liabilities under applicable environmental laws and regulations, and result in neighboring landowners and other third parties filing claims for personal injury, property damage and natural resource damage allegedly caused by such non-compliant activities or spills or releases. Certain of these laws may impose strict, joint and several liabilities upon us for the remediation of contaminated property resulting from our or a predecessor owner's or operator's operations. We may not be able to recover some or any of these costs from insurance or contractual indemnifications. Moreover, changes in environmental laws, regulations and enforcement policies occur, and any changes that result in more stringent or costly emissions control or waste handling, storage, transport, disposal or cleanup requirements could require us to make significant expenditures to attain and maintain compliance and may otherwise have a material adverse effect on our results of operations, competitive position or financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

At December 31, 2014, we operated 164 funeral homes in 27 states and 32 cemeteries in 11 states. We own the real estate and buildings for 134 of our funeral homes and lease 30 facilities. We owned 28 cemeteries and operated four cemeteries under long-term contracts with municipalities and non-profit organizations at December 31, 2014. We operate 12 funeral homes in combination with cemeteries as these locations are physically located on the same property or very close proximity and under the same management. The 32 cemeteries operated by us have an inventory of unsold developed lots totaling approximately 161,084 and 152,115 at December 31, 2013 and 2014, respectively. In addition, approximately 458 acres are available for future development. We anticipate having a sufficient inventory of lots to maintain our property sales for the foreseeable future. The specialized nature of our business requires that our facilities be well-maintained. Management believes we currently meet this standard.

Table of Contents

The following table sets forth certain information as of December 31, 2014, regarding our properties used by the funeral home segment and by the cemetery segment identified by state:

State	Number of Funeral Homes Owned	Leased(1)	Number of Cemeteries Owned	Managed
California	21	7	4	—
Connecticut	8	2	—	—
Florida	7	9	5	3
Georgia	5	—	—	—
Idaho	5	1	3	—
Illinois	2	2	1	—
Kansas	2	—	—	—
Kentucky	9	1	1	—
Louisiana	3	1	1	—
Maryland	1	—	—	—
Massachusetts	12	—	—	—
Michigan	2	—	—	—
Montana	2	1	1	—
Nevada	2	—	2	1
New Jersey	4	1	—	—
New Mexico	1	—	—	—
New York	2	—	—	—
North Carolina	3	1	1	—
Ohio	4	—	—	—
Oklahoma	6	—	2	—
Pennsylvania	1	—	—	—
Rhode Island	4	—	—	—
Tennessee	4	—	—	—
Texas	17	1	7	—
Virginia	4	2	—	—
Washington	2	—	—	—
West Virginia	1	1	—	—
Total	134	30	28	4

(1) The leases, with respect to these funeral homes, generally have remaining terms ranging from four to 65 months, and generally, we have the right to renew past the initial terms and have a right of first refusal on any proposed sale of the property where these funeral homes are located.

Our corporate headquarters occupy approximately 48,000 square feet of leased office space in Houston, Texas. At December 31, 2014, we owned and operated 705 vehicles and leased two vehicles.

ITEM 3. LEGAL PROCEEDINGS.

We and our subsidiaries are parties to a number of legal proceedings that arise from time to time in the ordinary course of our business. While the outcome of these proceedings cannot be predicted with certainty, we do not expect these matters to have a material adverse effect on our financial statements. Information regarding litigation is set forth in Part II, Item 8, Financial Statements and Supplementary Data, Note 16.

We self-insure against certain risks and carry insurance with coverage and coverage limits for risks in excess of the coverage amounts consistent with our assessment of risks in our business and of an acceptable level of financial exposure. Although there can be no assurance that self-insurance reserves and insurance will be sufficient to mitigate all damages, claims

17

Table of Contents

or contingencies, we believe that the reserves and our insurance provide reasonable coverage for known asserted and unasserted claims. In the event we sustain a loss from a claim and the insurance carrier disputes coverage or coverage limits, we may record a charge in a different period than the recovery, if any, from the insurance carrier.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

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

MARKET INFORMATION

Our common stock is traded on the New York Stock Exchange under the symbol "CSV." The following table presents the quarterly high and low sale prices as reported by the New York Stock Exchange:

2014	High	Low
First Quarter	$22.48	$16.71
Second Quarter	$18.90	$15.25
Third Quarter	$19.16	$15.76
Fourth Quarter	$21.30	$17.18

2013	High	Low
First Quarter	$21.25	$12.90
Second Quarter	$21.63	$16.60
Third Quarter	$19.40	$17.36
Fourth Quarter	$20.44	$17.20

As of February 20, 2015, there were 22,433,775 shares of our common stock outstanding and the closing price as reported by the New York Stock Exchange was $22.68 per share. The shares of common stock outstanding are held by approximately 530 stockholders of record. Each share is entitled to one vote on matters requiring the vote of stockholders. We believe there are approximately 5,000 beneficial owners of our common stock.

DIVIDENDS

Our Board declared four quarterly dividends of $0.025 per share, totaling approximately $1.8 million, which were paid on March 3, 2014, June 2, 2014, September 2, 2014 and December 1, 2014, respectively, to record holders of our common stock as of February 13, 2014, May 15, 2014, August 15, 2014 and November 13, 2014, respectively. We intend to pay dividends in 2015.

EQUITY PLANS

For information regarding securities authorized for issuance under our equity compensation plans, see Part III, Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

PURCHASES OF SECURITIES BY THE ISSUER

The Company has a share repurchase program in which repurchases are executed in the open market and through privately negotiated transactions subject to market conditions, normal trading restrictions and other relevant factors. No repurchases were made in 2013 or 2014.

Table of Contents

PERFORMANCE

The following graph compares the cumulative 5-year total return provided to shareholders on our common stock relative to the cumulative total returns of the Russell 3000 Index, and a customized peer group of two companies that includes SCI and StoneMor. The returns of each member of the peer group are weighted according to each member's stock market capitalization as of the beginning of each period measured. The graph assumes that the value of the investment in our common stock, the Russell 3000 Index and the peer group was $100 on the last trading day of December 2009, and that all dividends were reinvested. Performance data for Carriage Services, Inc., the Russell 3000 Index and the peer group is provided as of the last trading day of each of our last five fiscal years.

The following graph and related information shall not be deemed "soliciting material" or "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each as amended, except to the extent that we specifically incorporate it by reference.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Carriage Services, Inc., the Russell 3000 Index and a Peer Group

* $100 invested on December 31, 2009 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31. Peer Group includes SCI and StoneMor.

	12/09	12/10	12/11	12/12	12/13	12/14
Carriage Services, Inc.	$100.00	$123.41	$144.39	$309.95	$512.96	$553.27
Russell 3000	100.00	116.93	118.13	137.52	183.66	206.72
Peer Group	100.00	102.64	134.98	171.60	228.96	286.80

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA.

The table on the following page sets forth selected consolidated financial information for us that has been derived from the audited Consolidated Financial Statements of the Company as of and for each of the years ended December 31, 2010, 2011, 2012, 2013 and 2014. These historical results are not indicative of our future performance.

You should read this historical financial data together with “Management's Discussion and Analysis of Financial Condition and Results of Operations” included in this Form 10-K and our Consolidated Financial Statements and notes thereto included elsewhere in this Form 10-K.

Table of Contents

Selected Consolidated Financial Information

	Year ended December 31,				
	2010	2011	2012	2013	2014
	(dollars in thousands, except per share amounts)				
INCOME STATEMENT DATA:					
Revenues:					
Funeral	$132,309	$139,911	$150,803	$163,082	$173,735
Cemetery	43,783	42,402	47,388	49,992	52,389
Total revenues	176,092	182,313	198,191	213,074	226,124
Gross profit:					
Funeral	37,356	41,880	47,260	48,874	54,102
Cemetery	9,064	9,536	13,967	15,411	15,906
Total gross profit	46,420	51,416	61,227	64,285	70,008
General and administrative expenses	17,312	23,557	24,960	27,379	30,293
Operating income	29,108	27,859	36,267	36,906	39,715
Interest expense	(18,246)	(18,089)	(17,088)	(12,622)	(10,308)
Accretion of discount on convertible subordinated notes	—	—	—	—	(2,452)
Gain on repurchase of junior subordinated debentures	317	846	—	—	—
Loss on early extinguishment of debt and other costs	—	(201)	(3,031)	—	(1,042)
Loss on redemption of convertible junior subordinated debentures	—	—	—	—	(3,779)
Other, net	751	52	963	81	567
Income before income taxes	11,930	10,467	17,111	24,365	22,701
Provision for income taxes, net	(4,760)	(4,448)	(6,794)	(9,245)	(7,255)
Net income from continuing operations	7,170	6,019	10,317	15,120	15,446
Income from discontinued operations	909	959	1,086	4,176	392
Preferred stock dividend	14	14	14	4	—
Net income attributable to common shareholders	$8,065	$6,964	$11,389	$19,292	$15,838
Earnings per share					
Basic:					
Continuing operations	$0.41	$0.33	$0.57	$0.83	$0.84
Discontinued operations	0.05	0.05	0.06	0.23	0.02
Basic earnings per share	$0.46	$0.38	$0.63	$1.06	$0.86
Diluted:					
Continuing operations	$0.40	$0.33	$0.57	$0.82	$0.83
Discontinued operations	0.05	0.05	0.06	0.18	0.02
Diluted earnings per share	$0.45	$0.38	$0.63	$1.00	$0.85
Dividends declared per share	$—	$0.075	$0.100	$0.100	$0.100
Weighted average number of common and common equivalent shares outstanding:					
Basic	17,635	18,359	18,126	17,826	18,108
Diluted	17,938	18,397	18,226	22,393	18,257
OPERATING AND FINANCIAL DATA:					
Funeral homes at end of period	147	159	167	161	164

Cemeteries at end of period	33	33	33	32	32
Funeral services performed	24,403	26,245	27,864	29,854	31,402
Preneed funeral contracts sold	6,313	6,980	6,792	8,125	6,940
Backlog of preneed funeral contracts	79,842	81,030	81,585	80,714	82,842
Average revenue per funeral contract	$5,329	$5,262	$5,347	$5,365	$5,453
Cremation rate	43.2 %	45.3 %	46.2 %	46.9 %	47.3 %
Depreciation and amortization	$9,819	$9,450	$9,916	$11,635	$11,923
BALANCE SHEET DATA:					
Total assets	$671,012	$672,777	$738,085	$746,599	$827,528
Working capital	2,535	(1,097)	(9,036)	(11,503)	3,755
Long-term debt, net of current maturities	132,416	135,000	163,541	142,542	152,387
Convertible junior subordinated debenture	92,858	89,770	89,770	89,770	—
Convertible subordinated notes	—	—	—	—	114,542
Stockholders' equity	119,673	126,778	134,818	155,973	179,875

Table of Contents

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

OVERVIEW

General

We operate two types of businesses: funeral homes, which account for approximately 77% of our revenues, and cemeteries, which account for approximately 23% of our revenues. Funeral homes are principally a service business that provide funeral services (traditional burial and cremation) and sell related merchandise, such as caskets and urns. Cemeteries are primarily a sales business that sells interment rights (grave sites and mausoleum spaces) and related merchandise, such as markers and outer burial containers. At December 31, 2014, we operated 164 funeral homes in 27 states and 32 cemeteries in 11 states within the United States. Substantially all administrative activities are conducted in our home office in Houston, Texas.

We have implemented a long-term strategy in our operations designed to improve operating and financial results by growing market share and increasing profitability. We have a decentralized, entrepreneurial and local operating model that includes operating and financial standards developed from our best operations, along with an incentive compensation plan to reward Managing Partners for successfully meeting or exceeding the standards. The model essentially eliminated the use of line-item financial budgets at the location level in favor of the standards. The operating model and its standards, which we refer to as the "Standards Operating Model," focus on the key drivers of a successful operation, organized around three primary areas - market share, people and operating financial metrics that drive long-term performance. The model and standards are the measures by which we judge the success of each business. In 2012, we began a five year incentive plan, called "Good to Great," which reward business managers, known as "Managing Partners," with a bonus at the end of five years, equal to a ratio of 4 to 6 times their average annual bonus, if they are able to achieve an annual compound growth rate of 2% over a five year period. To date, the Standards Operating Model has driven significant changes in our organization, leadership and operating practices. Most importantly, the Standards Operating Model enables us to determine the sustainable revenue growth and earning power of our portfolio of deathcare businesses. The Standards Operating Model led to the development of our Strategic Acquisition Model, described below under "Acquisitions," which guides our acquisition and disposition strategy. We expect both models to drive longer term, sustainable increases in market share, revenue, earnings and cash flow. The standards are not designed to produce maximum short-term earnings because we do not believe such performance is sustainable without ultimately stressing the business, which often leads to declining market share, revenues and earnings. Important elements of the Standards Operating Model include:

- Balanced Operating Model – We believe a decentralized structure works best in the deathcare industry. Successful execution of the Standards Operating Model is highly dependent on strong local leadership, intelligent risk taking, entrepreneurial drive and corporate support aligned with the key drivers of a successful operation organized around three primary areas - market share, people and operating financial metrics.
- Incentives Aligned with Standards – Empowering Managing Partners to do the right things in their operations and local communities, and providing appropriate support with operating and financial practices, will enable long-term growth and sustainable profitability. Each Managing Partner participates in a variable bonus plan whereby he or she earns a percentage of his or her respective business' earnings based upon the actual standards achieved as long as the performance exceeds our minimum standards.
- The Right Local Leadership – Successful execution of our operating model is highly dependent on strong local leadership as defined by our 4E Leadership Model, intelligent risk taking and entrepreneurial empowerment. A Managing Partner's performance is judged according to achievement of the standards for that business.

Funeral and Cemetery Operations

Factors affecting our funeral operating results include: demographic trends relating to population growth and average age, which impact death rates and number of deaths; establishing and maintaining leading market share positions supported by strong local heritage and relationships; effectively responding to increasing cremation trends by selling complementary services and merchandise; controlling salary and merchandise costs; and exercising pricing leverage related to our at-need business to increase average revenue per contract. In simple terms, volume and price are the two variables that affect funeral revenues. The average revenue per contract is influenced by the mix of traditional and cremation services because our average cremation service revenue is approximately one-third of the average revenue earned from a traditional burial service. Funeral homes have a relatively fixed cost structure. Thus, small changes in revenues, up or down, normally cause significant changes to our profitability.

Our funeral volumes, including contracts from acquisitions, have increased from 24,403 in 2010 to 31,402 in 2014 (compound annual increase of 6.5%). Our funeral operating revenue, excluding financial revenue, has increased from $124.2

million in 2010 to $164.2 million in 2014 (compound annual increase of 7.2%). The increases are primarily a result of businesses we have acquired in the last five years and our ability to increase the average revenue per funeral through expanded service offerings and packages. Additional funeral revenue from preneed commissions and preneed funeral trust earnings has increased from $8.1 million in 2010 to $9.5 million in 2014. We experienced a 1.2% decrease in volumes in comparing the year ended December 31, 2014 to the year ended December 31, 2013 on a same store basis, while the average revenue per contract for the year ended December 31, 2014 increased 0.6% compared to the year ended December 31, 2013 on a same store basis. For the year ended December 31, 2014, funeral revenue from preneed commissions and preneed funeral trust earnings was $9.5 million compared to $9.2 million for the year ended December 31, 2013.

The percentage of funeral services involving cremations has increased from 43.2% for the year ended December 31, 2010 to 47.3% for the year ended December 31, 2014. On a same store basis, the cremation rate has risen from 42.1% in 2010 to 47.4% for the year ended December 31, 2014. The cremation rate for our acquired funeral home businesses was 67.3% for the year ended December 31, 2010 compared to 47.1% for the year ended December 31, 2014. Our acquisitions made in 2010 were in states that generally have a high cremation rate which caused the cremation rate for 2010 to be significantly higher than the cremation rate for 2014.

Cemetery operating results are affected by the size and success of our sales organization. Approximately 48.0% of our cemetery revenues related to preneed sales of interment rights and related merchandise and services for the years ended December 31, 2013 and 2014. We believe that changes in the economy and consumer confidence affect the amount of preneed cemetery operating revenues. Cemetery revenues from investment earnings on trust funds grew from $4.5 million in 2010 to $8.1 million in 2014. Changes in the capital markets and interest rates affect this component of our cemetery revenues.

Our cemetery financial performance from 2010 through 2014 was characterized by varying levels of operating revenues yet increasing field-level cemetery profit margins. Cemetery operating revenue increased from $37.8 million in 2010 to $42.9 million in 2014 and increased 5.9% over 2013. Our goal is to build broader and deeper teams of sales leaders and counselors in our larger and more strategically located cemeteries in order to focus on growth of our preneed property sales. Additionally, a portion of our capital expenditures in 2015 is designed to expand our cemetery product offerings.

Financial Revenue

We market funeral and cemetery services and products on a preneed basis. Preneed funeral or cemetery contracts enable families to establish, in advance, the type of service to be performed, the products to be used and the cost of such products and services. Preneed contracts permit families to eliminate issues of making deathcare plans at the time of need and allow input from other family members before the death occurs. We guarantee the price and performance of the preneed contracts to the customer.

Preneed funeral contracts are usually paid on an installment basis. The performance of preneed funeral contracts is usually secured by placing the funds collected in trust for the benefit of the customer or by the purchase of a life insurance policy, the proceeds of which will pay for such services at the time of need. Insurance policies, intended to fund preneed funeral contracts, cover the original contract price and generally include an element of growth (earnings) designed to offset future inflationary cost increases. Revenue from preneed funeral contracts, along with accumulated earnings, is not recognized until the time the funeral service is performed. The accumulated earnings from the trust investments and insurance policies are intended to offset the inflation in funeral prices. Additionally, we generally earn a commission from the insurance company from the sale of insurance-funded policies reflected as Preneed Funeral Commission Income within Funeral Revenue. The commission income is recognized as revenue when the period of refund expires (generally one year), which helps us defray the costs we incur to originate the preneed contract (primarily commissions we pay to our sales counselors).

Preneed sales of cemetery interment rights are usually financed through interest-bearing installment sales contracts, generally with terms of up to five years with such earnings reflected as Preneed Cemetery Finance Charges within Cemetery Revenue. In substantially all cases, we receive an initial down payment at the time the contract is signed. In most states, regulations require a portion (generally 10%) of the sale amount of cemetery property and memorials to be placed in a perpetual care trust.

We have established a variety of trusts in connection with funeral home and cemetery operations as required under applicable state laws. Such trusts include (i) preneed funeral trusts; (ii) preneed cemetery merchandise and service trusts; and (iii) perpetual care trusts. These trusts are typically administered by independent financial institutions selected by us. Investment management and advisory services are provided either by our wholly-owned registered investment advisor (CSV RIA) or independent financial advisors. At December 31, 2014, CSV RIA provided these services to two institutions, which have custody of 76% of our trust assets, for a fee based on the market value of trust assets. Under state trust laws, we are allowed to charge the trust a fee for advising on the investment of the trust assets and these fees are recognized as income as the advisory services are provided. The investment advisors establish an investment policy that gives guidance on asset allocation,

Table of Contents

investment requirements, investment manager selection and performance monitoring. The investment objectives are tailored to generate long-term investment returns without assuming undue risk, while ensuring the management of assets is in compliance with applicable laws.

Preneed funeral trust fund income earned, along with the receipt and recognition of any insurance benefits, are deferred until the service is performed. Applicable state laws generally require us to deposit a specified amount (which varies from state to state, generally 50% to 100% of the selling price) into a merchandise and service trust fund for preneed cemetery merchandise and service sales. The related trust fund income earned is recognized when the related merchandise and services are delivered. In most states, regulations require a portion (generally 10%) of the sale amount of cemetery property to be placed in a perpetual care trust. The income from perpetual care trusts provides a portion of the funds necessary to maintain cemetery property and memorials in perpetuity. Perpetual care trust fund income is recognized, as earned, in our cemetery revenues.

Acquisitions

We believe a primary driver of higher revenue and profits in the future is the execution of our Strategic Acquisition Model using strategic ranking criteria to assess acquisition and divestiture candidates. As we execute this strategy over the next five years, we believe we will acquire larger, higher margin strategic businesses. All businesses will be prequalified to be able to perform under our Standards Operating Model. We believe we can execute our acquisition strategy without proportionate incremental investment in our consolidation platform infrastructure or additional fixed regional and corporate overhead. The long-term growth or decline of a local branded business is strongly reflected by the criteria used in our assessment of acquisition candidates. The criteria used in our assessment of acquisition candidates include:

- size of business;
- size of market;
- competitive standing;
- demographics;
- barriers to entry; and
- volume and price trends.

We use the above criteria to rank the strategic position of each of the acquisition candidates. The valuation of the acquisition candidate is then determined through the application of an appropriate after-tax cash return on investment that exceeds our cost of capital.

During 2014, we acquired six businesses from SCI which included four businesses in New Orleans, Louisiana, consisting of four funeral homes, one of which was a combination funeral home and cemetery, and two funeral businesses in Alexandria, Virginia for approximately $54.9 million. Additionally, we acquired real estate for approximately $3.0 million to be used for funeral home expansion projects. We completed one acquisition during 2013 consisting of two funeral homes, one in Tennessee and one in Georgia. The consideration paid for this acquisition was approximately $13.7 million. We also purchased land for approximately $6.0 million in 2013 to be used for funeral home expansion projects.

OVERVIEW OF CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate estimates and judgments, including those related to revenue recognition, realization of accounts receivable, inventories, goodwill, other intangible assets, property and equipment and deferred tax assets and liabilities. We base our estimates on historical experience, third party data and assumptions that we believe to be reasonable under the circumstances. The results of these considerations form the basis for making judgments about the amount and timing of revenues and expenses, the carrying value of assets and the recorded amounts of liabilities. Actual results may differ from these estimates and such estimates may change if the underlying conditions or assumptions change. Historical performance should not be viewed as indicative of future performance because there can be no assurance the margins, operating income and net earnings, as a percentage of revenues, will be consistent from year to year.

Management's discussion and analysis of financial condition and results of operations ("MD&A") is based upon our Consolidated Financial Statements presented herewith, which have been prepared in accordance with United States generally accepted accounting principles ("GAAP"). Our significant accounting policies are more fully described in Part II, Item 8, Financial Statements and Supplementary Data, Note 1. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our Consolidated Financial Statements.

Table of Contents

Funeral and Cemetery Operations

We record the sales of funeral and cemetery merchandise and services when the merchandise is delivered or service is performed. Sales of cemetery interment rights are recorded as revenue in accordance with the retail land sales accounting principles. This method generally provides for the recognition of revenue in the period in which the customer's cumulative payments exceed 10% of the contract price related to the real estate. Costs related to the sales of interment rights, which include property and other costs related to cemetery development activities, are charged to operations using the specific identification method in the period in which the sale of the interment right is recognized as revenue. Revenues to be recognized and cash flow from the delivery of merchandise and performance of services related to preneed contracts that were acquired in acquisitions are typically lower than those originated by us. Allowances for bad debts and customer cancellations are provided at the date that the sale is recognized as revenue and are based on our historical experience and the current economic environment. We also monitor changes in delinquency rates and provide additional bad debt and cancellation reserves when warranted.

When preneed funeral services and merchandise are funded through third-party insurance policies, we earn a commission on the sale of the policies. Insurance commissions earned by us are recognized as revenue when the commission is no longer subject to refund, which is usually one year after the policy is issued. Preneed selling costs consist of sales commissions that we pay our sales counselors and other direct related costs of originating preneed sales contracts. These costs are expensed as incurred.

Business Combinations

Tangible and intangible assets acquired and liabilities assumed are recorded at fair value and goodwill is recognized for any difference between the price of the acquisition and fair value. We recognize the assets acquired, the liabilities assumed and any non-controlling interest in the acquiree at the acquisition date, measured at the fair value as of that date. Goodwill is measured as a residual of the fair values at acquisition date. Acquisition related costs are recognized separately from the acquisition and are expensed as incurred. We customarily estimate related transaction costs known at closing. To the extent that information not available to us at the closing date subsequently becomes available during the allocation period, we may adjust goodwill, intangible assets, assets or liabilities associated with the acquisition. See Part II, Item 8, Financial Statements and Supplementary Data, Note 3 for additional information.

Goodwill

The excess of the purchase price over the fair value of identifiable net assets of funeral home businesses acquired is recorded as goodwill. Goodwill has primarily been recorded in connection with the acquisition of funeral home businesses. Goodwill is tested annually for impairment by assessing the fair value of each of our reporting units. The funeral segment reporting units consist of our East, Central and West regions in the United States and we performed our annual impairment test of goodwill using information as of August 31, 2014.

Under current guidance, we are permitted to first assess qualitative factors to determine whether it is more-likely-than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. We conducted qualitative assessments in 2012 and 2014; however, for our 2013 annual impairment test, we performed the two-step goodwill impairment test. Our intent is to perform the two-step test at least once every three years unless certain indicators or events suggest otherwise.

The two-step goodwill impairment test involves estimates and management judgment. In the first step of our goodwill impairment testing, we compared the fair value of each reporting unit to its carrying value, including goodwill. We determined fair value for each reporting unit using both a market approach, weighted 70%, and an income approach, weighted 30%. Our methodology for determining a market approach fair value utilized recent sales transactions in the industry. Our methodology for determining an income-based fair value was based on discounting projected future cash flows. The projected future cash flows include assumptions concerning future operating performance that may differ from actual future cash flows using a weighted average cost of capital for the Company and other public deathcare companies. Goodwill impairment is not recorded where the fair value of the reporting unit exceeds its carrying amount. If the fair value of the reporting unit is less than its carrying amount, the implied fair value of goodwill is compared to the carrying amount of the reporting unit's goodwill, and if the carrying amount exceeds the implied value, an impairment charge would be recorded in an amount equal to that excess.

In addition to our annual review, we assess the impairment of goodwill whenever events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant adverse changes in the business climate which may be indicated by a decline in our market capitalization or decline in operating results. No impairments were recorded in relation to our goodwill annual assessment in the years ended December 31 2012, 2013 or 2014. No such events or changes occurred between the testing date and year end to trigger a subsequent impairment review.

In 2013 and 2014, we recognized impairments of approximately $0.1 million and $1.2 million, respectively, for discontinued locations as the carrying value exceeded fair value. Upon receipt of a letter of intent to sell a location, we perform an analysis to determine if the net assets of the location exceed the sales price. If the net assets exceed the sales price, we record an impairment at the location level.

See Part II, Item 8, Financial Statements and Supplementary Data, Notes 1, 4 and 5 for additional information.

Intangible Assets

Our intangible assets include tradenames primarily resulting from acquisitions. Our tradenames are included in Deferred costs and other non-current assets on our Consolidated Balance Sheets. Our tradenames are considered to have an indefinite life and are not subject to amortization. We test for impairment of intangible assets annually at year end in accordance with the Accounting Standards Codification ("ASC") Intangibles Topic 350.

Under current guidance, we are permitted to first assess qualitative factors to determine whether it is more-likely-than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step impairment test. We conducted qualitative assessments in 2012, 2013 and 2014.

In addition to our annual review, we assess the impairment of intangible assets whenever events or changes in circumstances indicate that the carrying value may be greater than the fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant under performance relative to historical results and significant negative industry or economic trends. For the years ended December 31, 2012, 2013 and 2014, no impairments were identified.

Long-Lived Assets

We review the carrying value of our long-lived assets for impairment at least annually or whenever events or circumstances indicate that the carrying amount of the asset may not be recoverable, in accordance with the Property, Plant, and Equipment Topic of ASC 360. This guidance requires that long-lived assets to be held and used are reported at the lower of their carrying amount or fair value. We assess long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value may be greater than the fair value. We evaluate our long-lived assets for impairment when a funeral home business has negative EBITDA for consecutive years or there has been a decline in EBITDA for consecutive years. For our cemetery business, we analyze the long-lived assets for impairment if the business has a negative operating margin or a decline in operating margin over a multiple year period. We review our long-lived assets if deemed held-for-sale to the point of recoverability. If we determine that the carrying value is not recoverable from the proceeds of the sale, we record an impairment at that time. For the year ended December 31, 2014, no impairments were identified.

Assets to be disposed of and assets not expected to provide any future service potential are recorded at the lower of their carrying amount or fair value less estimated cost to sell.

See Part II, Item 8, Financial Statements and Supplementary Data, Note 1 for additional information.

Income Taxes

We and our subsidiaries file a consolidated United States Federal income tax return and separate state income tax returns in 17 states in which we operate and combined or unitary income tax returns in 11 states in which we operate. We record deferred taxes for temporary differences between the tax basis and financial reporting basis of assets and liabilities. We record a valuation allowance to reflect the estimated amount of deferred tax assets for which realization is uncertain. Management reviews the valuation allowance at the end of each quarter and makes adjustments if it is determined that it is more likely than not that the tax benefits will be realized.

We analyze tax benefits for uncertain tax positions and how they are to be recognized, measured, and derecognized in the financial statements; provide certain disclosures of uncertain tax matters; and specify how reserves for uncertain tax positions should be classified on the Consolidated Balance Sheets. We have reviewed our income tax positions and identified certain tax deductions, primarily related to business acquisitions that are not certain. Our policy with respect to potential penalties and interest is to record them as “Other” expense and “Interest” expense, respectively. The entire balance of unrecognized tax benefits, if recognized, would affect our effective tax rate.

On August 1, 2014, we received notification that the Internal Revenue Service (“IRS”) completed its examination of our tax year ended December 31, 2011. As a result, we recognized a tax benefit of $1.7 million which reduced our effective tax rate

Table of Contents

for the year ended December 31, 2014. Additionally, we recognized a credit to interest expense of $0.6 million related to the settled portion of the uncertain tax position.

In September 2013, the United States Department of the Treasury and the Internal Revenue Service released final regulations relating to guidance on applying tax rules to amounts paid to acquire, produce or improve tangible personal property as well as rules for materials and supplies. The new guidance was applied to our tax year beginning January 1, 2014. These regulations have not had a material impact on our financial statements.

We do not anticipate a significant increase or decrease in unrecognized tax benefits during the next twelve months.

See Part II, Item 8, Financial Statements and Supplementary Data, Note 17 for additional information concerning our income taxes.

Stock Plans and Stock-Based Compensation

We have stock-based employee and director compensation plans in the form of restricted stock, stock options, performance awards and an employee stock purchase plan. We recognize compensation expense in an amount equal to the fair value of the share-based awards expected to vest over the requisite service period. Fair value is determined on the date of the grant. The fair value of options or awards containing options is determined using the Black-Scholes valuation model. The fair value of the performance awards was determined using a Monte-Carlo simulation pricing model.

Preneed Funeral and Cemetery Trust Funds

Our preneed and perpetual care trust funds are reported in accordance with principles of consolidating Variable Interest Entities (“VIEs”). In the case of preneed trusts, the customers are the legal beneficiaries. In the case of perpetual care trusts, we do not have a right to access the corpus in the perpetual care trusts. For these reasons, we have recognized financial interests of third parties in the trust funds in our Consolidated Balance Sheets as Deferred preneed funeral and cemetery receipts held in trust and Care trusts' corpus. The investments of such trust funds are classified as available-for-sale and are reported at market value; therefore, the unrealized gains and losses, as well as accumulated and undistributed income and realized gains and losses, are recorded to Deferred preneed receipts held in trust and Care trusts' corpus on our Consolidated Balance Sheets. Our future obligations to deliver merchandise and services are reported at estimated settlement amounts. Preneed funeral and cemetery trust investments are reduced by the trust investment earnings that we have been allowed to withdraw in certain states prior to maturity. These earnings, along with preneed contract collections not required to be placed in trust, are recorded in Deferred preneed funeral revenue and Deferred preneed cemetery revenue until the service is performed or the merchandise is delivered.

In accordance with respective state laws, we are required to deposit a specified amount into perpetual and memorial care trust funds for each interment/entombment right and memorial sold. Income from the trust funds is distributed to us and is used to provide care and maintenance for the cemeteries and mausoleums. Such trust fund income is recognized as revenue when realized by the trust and distributable to us. We are restricted from withdrawing any of the principal balances of these funds.

An enterprise is required to perform an analysis to determine whether the enterprise’s variable interest(s) give it a controlling financial interest in a VIE. This analysis identifies the primary beneficiary of a VIE as the enterprise that has both the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Our analysis continues to support our position as the primary beneficiary in certain of our funeral and cemetery trust funds.

Trust management fees are earned by us for investment management and advisory services that are provided by our wholly-owned registered investment advisor, CSV RIA. As of December 31, 2014, CSV RIA provided these services to two institutions which have custody of 76% of our trust assets, for a fee based on the market value of trust assets. Under state trust laws, we are allowed to charge the trust a fee for advising on the investment of the trust assets and these fees are recognized as income in the period in which advisory services are provided.

We determine whether or not the assets in the preneed trusts have an other-than-temporary impairment on a security-by-security basis. This assessment is made based upon a number of criteria including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer. If a loss is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair market value. Any reduction in the cost basis of the investment due to an other-than-temporary impairment is likewise recorded as a reduction in Deferred preneed cemetery receipts held in trust or Deferred preneed funeral receipts held in trust. There will be no impact on earnings unless and until such time that the investment is withdrawn from the trust in accordance with state regulations at an amount that is less than its original basis. Additional related disclosures are provided in Part II, Item 8, Financial Statements and Supplementary Data, Notes 6 and 10.

Fair Value Measurements

We define fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). We disclose the extent to which fair value is used to measure financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the measurement date. The fair value disclosures to disclose transfers in and out of Levels 1 and 2 and the gross presentation of purchases, sales, issuances and settlements in the Level 3 reconciliation of the three-tier fair value hierarchy are also presented in Part II, Item 8, Financial Statements and Supplementary Data in Note 6 and 10. We currently do not have any assets that have fair values determined by Level 3 inputs. We have not elected to measure any additional financial instruments and certain other items at fair value that are not currently required to be measured at fair value.

To determine the fair value of assets and liabilities in an environment where the volume and level of activity for the asset or liability have significantly decreased, the exit price is used as the fair value measurement. For the year ended December 31, 2014, we did not incur significant decreases in the volume or level of activity of any asset or liability.

We consider an impairment of debt and equity securities other-than-temporary unless (i) the investor has the ability and intent to hold an investment and (ii) evidence indicating the cost of the investment is recoverable before we are more likely than not required to sell the investment. If an impairment is indicated, then an adjustment will be made to reduce the carrying amount to fair value. In the second quarter of 2014, we recorded a $0.4 million impairment charge for other-than-temporary declines in fair value related to unrealized losses on certain investments.

In the ordinary course of business, we are typically exposed to a variety of market risks. Currently, these are primarily related to changes in fair market values related to outstanding debts and changes in the values of securities associated with the preneed and perpetual care trusts. Management is actively involved in monitoring exposure to market risk and developing and utilizing appropriate risk management techniques when appropriate and when available for a reasonable price.

For more information regarding fair value measurements, see Part II, Item 8, Financial Statements and Supplementary Data, Note 11.

Computation of Earnings per Common Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period. Dilutive common equivalent shares consist of stock options, our convertible junior subordinated debentures and our convertible subordinated notes.

Share-based awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are recognized as participating securities and included in the computation of both basic and diluted earnings per share. Our grants of restricted stock awards to our employees and directors are considered participating securities, and we prepare our earnings per share calculations attributable to common stockholders to exclude outstanding unvested restricted stock awards, using the two-class method, in both the basic and diluted weighted average shares outstanding calculation.

For the year ended December 31, 2013, the fully diluted weighted average shares outstanding, and the corresponding calculation of fully diluted earnings per share, include approximately 4.4 million shares that would be issued upon conversion of our convertible junior subordinated debentures as a result of the if-converted method prescribed by the Financial Accounting Standards Board (“FASB”) ASC 260-10-45. For the year ended December 31, 2012, the conversion of our convertible junior subordinated debentures is excluded from the fully diluted earnings per share calculation and the fully diluted weighted average share count because the inclusion of such converted shares would result in an antidilutive impact. The convertible junior subordinated debentures were redeemed in March and April 2014. As a result, there was no impact on our calculation of fully diluted earnings per share for the year ended December 31, 2014.

The calculations for basic and diluted earnings per share for the three years ended December 31, 2012, 2013 and 2014 are presented in Part II, Item 8, Financial Statements and Supplementary Data, Note 20.

Table of Contents

Subsequent Events

We have evaluated events and transactions during the period subsequent to December 31, 2014 through the date that the financial statements are issued for potential recognition or disclosure in the accompanying financial statements covered by this report. For more information regarding subsequent events, see Part II, Item 8, Financial Statement and Supplementary Data, Note 25.

RECENT ACCOUNTING PRONOUNCEMENTS, ACCOUNTING CHANGES AND OTHER REGULATIONS

Extraordinary and Unusual Items

In January 2015, the FASB issued an amendment to ASC Subtopic 225-20, Income Statement - Extraordinary and Unusual Items. This amendment eliminates the concept of reporting extraordinary items. Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence. Preparers will not have to assess whether a particular event or transaction is extraordinary and likewise, auditors and regulators no longer need to evaluate whether a preparer treated an unusual and/or infrequent item appropriately. The presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include such items. The amendment is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendment prospectively. A reporting entity also may apply the amendment retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. Our adoption of this amendment to Subtopic 225-20 is not expected to have a material effect on our financial statements. We plan to adopt the provisions of ASC Subtopic 225-20 for our fiscal year beginning January 1, 2016.

Going Concern

In August 2014, the FASB issued ASC Subtopic 205-40, Presentation of Financial Statements - Going Concern: Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. ASC Subtopic 205-40 provides guidance as to management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures by incorporating and expanding upon certain principles that are currently in United States auditing standards. The new guidance requires an entity to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued). The new guidance allows the entity to consider the mitigating effects of management’s plans that will alleviate the substantial doubt and requires certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans. If conditions or events raise substantial doubt that is not alleviated, an entity should disclose that there is substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued), along with the principal conditions or events that raise substantial doubt, management’s evaluation of the significance of those conditions or events in relation to the entity’s ability to meet its obligations and management’s plans that are intended to mitigate those conditions. The guidance is effective for annual periods ending after December 15, 2016, and interim and annual periods thereafter. Early adoption is permitted. We plan to adopt the provisions of ASC Subtopic 205-40 for our fiscal year ending December 31, 2016 and the interim periods beginning in 2017.

Revenue from Contracts with Customers

In May 2014, the FASB created ASC Topic 606, Revenue from Contracts with Customers. ASC Topic 606 supersedes the revenue recognition requirements under ASC Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Industry Topics of the ASC. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. Under the new guidance, an entity is required to perform the following five steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The new guidance will significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. Additionally, the guidance requires improved disclosures as to the nature, amount, timing and uncertainty of revenue that is recognized. The new guidance is effective for the annual reporting period beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. We are currently evaluating the impact the adoption of this new accounting standard will have on our Consolidated Financial Statements.

Table of Contents

Discontinued Operations and Disclosure of Disposals of Components of an Entity

In April 2014, the FASB modified the requirements for reporting a discontinued operation. The amended definition of “discontinued operations” includes only disposals or held-for-sale classifications for components or groups of components of an entity that represent a strategic shift that either has or will have a major effect on the entity’s operations or financial results. Examples of a strategic shift that has or will have a major effect on an entity’s operations and financial results include a disposal of a major geographical area, line of business, equity method of investment or other parts of an entity. The new definition of discontinued operations will significantly reduce the volume of transactions requiring discontinued operation presentation and disclosure. However, the new guidance also expands the disclosures required when an entity reports a discontinued operation or when it disposes of or classifies as held-for-sale an individually significant component that does not meet the definition of a discontinued operation. The new guidance is effective for all disposals or classifications as held-for-sale that occur in annual periods, and interim periods within those annual periods, beginning after December 15, 2014. We adopted the new guidance effective January 1, 2015. The impact on our future operating results will vary depending on the number of locations we divest in future periods. For the years ended December 31, 2012, 2013 and 2014, we recognized income from discontinued operations of $1.1 million, $4.2 million and $0.4 million, respectively. Any businesses that we sell in the future will be reported within continuing operations unless such sale represents a strategic shift in the businesss.

SELECTED INCOME AND OPERATIONAL DATA

The following table sets forth certain income statement data for us expressed as a percentage of net revenues for the periods presented:

	Year Ended December 31,					
	2012		2013		2014	
Total gross profit	30.9	%	30.2	%	31.0	%
General and administrative expenses	12.6	%	12.8	%	13.4	%
Operating income	18.3	%	17.3	%	17.6	%
Interest expense	8.6	%	5.9	%	4.6	%

The following table sets forth the number of funeral homes and cemeteries owned and operated by us for the periods presented:

	Year Ended December 31,					
	2012		2013		2014	
Funeral homes at beginning of period	159		167		161	
Acquisitions	10		2		6	
Divestitures of existing funeral homes	(2	)	(7	)	(2	)
Mergers of funeral homes	—		(1	)	(1	)
Funeral homes at end of period	167		161		164	
Cemeteries at beginning of period	33		33		32	
Acquisitions	1		—		1	
Divestitures	(1	)	(1	)	(1	)
Cemeteries at end of period	33		32		32	

Table of Contents

YEAR ENDED DECEMBER 31, 2014 COMPARED TO YEAR ENDED DECEMBER 31, 2013

The following is a discussion of our results of operations for the years ended December 31, 2014 and 2013. The term “same store” or “existing operations” refers to funeral homes and cemeteries acquired prior to January 1, 2010 and owned and operated for the entirety of each period being presented. Funeral homes and cemeteries purchased after December 31, 2009 are referred to as “acquired.” This classification of acquisitions has been important to management and investors in monitoring the results of these businesses and to gauge the leveraging performance contribution that a selective acquisition program can have on total company performance. Depreciation and amortization and regional and unallocated funeral and cemetery costs are not included in operating profit.

Total revenue for the year ended December 31, 2014 was $226.1 million compared to $213.1 million for the comparable period of 2013, an increase of $13.0 million, or 6.1%, and gross profit increased $5.7 million, or 8.9%, for that same period. Our acquired funeral and cemetery businesses drove the overall increase in revenues during 2014. Total funeral home and cemetery gross margin was 31.0% in 2014 compared to 30.2% in 2013 and 30.9% in 2012. The gross profit margin translated into gross profit of $70.0 million in 2014 compared to $64.3 million in 2013 and $61.2 million in 2012. The increase in gross profit was generally a result of our acquired businesses, better cemetery performance and increased trust earnings.

Net income from continuing operations for the year ended December 31, 2014 totaled $15.4 million, equal to $0.83 per diluted share, as compared to $15.1 million for the year ended December 31, 2013, or $0.82 per diluted share. Net income from continuing operations for the year ended December 31, 2014 included a loss of approximately $1.0 million on the early extinguishment of debt related to the Fifth Amendment, a loss of approximately $3.8 million on the redemption of our convertible junior subordinated debentures and $2.4 million related to the accretion of the discount on our convertible subordinated notes. Additionally, in the third quarter of 2014, we recognized a tax benefit of $1.7 million related to uncertain tax positions which is included in our tax provision for the year ended December 31, 2014. In conjunction with this benefit, we recognized a credit to interest expense of $0.6 million related to the settled portion of these uncertain tax positions.

Income from discontinued operations, net of tax, was $0.4 million and $4.2 million for the years ended December 31, 2014 and 2013, respectively.

General and administrative expenses totaled $28.9 million for the year ended December 31, 2014, an increase of $3.0 million, or 11.5%, as compared to 2013. The increase was due primarily to an increase in incentive and stock-based compensation expenses offset by a decrease in salaries and benefits expense. The increase in incentive compensation expense was primarily due to incentive compensation related to a special payment in 2014 in connection with an amended employment agreement and executive bonuses in 2014, which did not occur in 2013.

Income recognized from the investments in the preneed funeral trust funds, the cemetery merchandise and services trust funds and the perpetual care trust funds increased $0.1 million, or 0.6% for the year ended December 31, 2014 as compared to 2013 as a result of higher income from fixed income securities and from capital gains recognized in the portfolios. For the five year period ended December 31, 2014, the performance of the funds, which includes realized income and unrealized appreciation, resulted in a 66.6% return. Investment income realized in the perpetual care trust funds (except for capital gains) is recognized as income when earned in the portfolio. Investment income realized in the preneed funeral trust funds and the cemetery merchandise and services trust funds is allocated to the individual preneed contracts and deferred from revenue until the time that the services and merchandise are delivered to the customer. Because higher income has accumulated in the preneed trust funds, management expects increasing revenue in the future as the preneed contracts are delivered.

In certain states, we are allowed to withdraw realized trust earnings prior to delivery from cemetery merchandise and services trusts, which management describes as “Withdrawable Trust Income.” The Withdrawable Trust Income, pre-tax, totaled $1.8 million and $1.5 million for the years ended December 31, 2014 and 2013, respectively. While the Withdrawable Trust Income is not recognized as revenue in our Consolidated Statements of Operations, it increases cash flow from operations. The Withdrawable Trust Income is treated as a special item in our Non-GAAP presentation of net income calculation.

We also present our financial performance in our “Operating and Financial Trend Report” (“Trend Report”) as reported in our earnings release and discussed on our earnings call for the year ending December 31, 2014. This Trend Report is used as a supplemental financial measurement statement by management and investors to compare our current financial performance with our previous results and with the performance of other deathcare companies. The Trend Report is a Non-GAAP statement from continuing operations that also provides insight into underlying trends in our business. We do not intend for this information to be considered in isolation or as a substitute for other measures of performance prepared in accordance with GAAP.

Table of Contents

The Non-GAAP financial measures in the Trend Report include “Adjusted Net Income,” “Adjusted Diluted Earnings Per Share,” “Consolidated EBITDA,” “Adjusted Consolidated EBITDA,” “Funeral, Cemetery and Financial EBITDA,” “Total Field EBITDA” and “Special Items.” These financial measurements are defined as similar GAAP items adjusted for Special Items and are reconciled to GAAP in our earnings release and on the Trend Reports posted on our website (www.carriageservices.com). In addition, our presentation of these measures may not be comparable to similarly titled measures in other companies’ reports. We are providing below a reconciliation of Net Income from Continuing Operations (a GAAP measure) to Non-GAAP net income (a non-GAAP measure). Non-GAAP net income is defined as Net Income from Continuing Operations adjusted for Special Items, including Withdrawable Trust Income, acquisition and divestiture expenses, severance costs and other items in the table below. The adjustment of Special Items in Non-GAAP net income allows management to focus on the evaluation of operating performance as it primarily relates to our operating expenses. The special items are tax effected at 34% except for the accretion of the discount on the convertible subordinated notes as this is a non-tax deductible item.

	Year Ended December 31,			
	2013		2014	
(In millions, except diluted EPS)	Net Income	Diluted EPS	Net Income	Diluted EPS
Net income from continuing operations, as reported	$15.1	$0.82	$15.4	$0.83
After-tax Special Items, except for **				
Withdrawable trust income	1.0	0.05	1.2	0.06
Acquisition and divestiture expenses	0.5	0.03	0.7	0.04
Severance costs	1.0	0.05	0.7	0.04
Consulting fees	0.4	0.02	0.3	0.01
Other incentive compensation	—	—	0.7	0.04
Securities transaction expenses	0.2	0.01	—	—
Accretion of discount on convertible subordinated notes**	—	—	2.5	0.14
Costs related to the Credit Facility	0.2	0.01	0.7	0.04
Loss on redemption of convertible junior subordinated debentures	—	—	2.5	0.14
Net gain on asset purchase	—	—	(0.4)	(0.02)
Other special items	(0.6)	(0.02)	0.5	0.02
Tax adjustment from prior period**	0.3	0.01	—	—
Non-GAAP net income including Special Items	$18.1	$0.98	$24.8	$1.34
Diluted weighted average shares outstanding (in thousands)		22,393		18,257

Table of Contents

Funeral Home Segment. The following table sets forth certain information regarding our revenues and operating profit from funeral home continuing operations for the year ended December 31, 2013 compared to the year ended December 31, 2014.

	Year Ended December 31, 2013	2014	Change Amount	Percent
	(dollars in thousands)			
Revenues:				
Same store operating revenue	$120,191	$119,322	$(869)	(0.7)%
Acquired operating revenue	33,660	44,930	11,270	33.5%
Preneed funeral insurance commissions	1,853	2,036	183	9.9%
Preneed funeral trust earnings	7,378	7,447	69	0.9%
Revenues from continuing operations	$163,082	$173,735	$10,653	6.5%
Operating profit:				
Same store operating profit	$44,973	$44,756	$(217)	(0.5)%
Acquired operating profit	10,486	15,718	5,232	49.9%
Preneed funeral insurance commissions	640	958	318	49.7%
Preneed funeral trust earnings	7,326	7,390	64	0.9%
Gross profit from continuing operations	$63,425	$68,822	$5,397	8.5%

Funeral home same store operating revenues for the year ended December 31, 2014 decreased $0.9 million, or 0.7%, when compared to the year ended December 31, 2013. This decrease was due to a 1.2% decrease in same store contract volume to 22,774, offset by a slight increase of 0.6% in the average revenue per contract to $5,495. The average revenue per contract includes the impact of the funeral trust fund earnings recognized at the time that we provide the services pursuant to the preneed contract. Excluding funeral trust earnings, the average revenue per contract increased $26 to $5,239 for the year ended December 31, 2014. The number of traditional burial contracts decreased 4.2% to 10,284, while the average revenue per burial contract increased 2.7% to $8,581. The cremation rate for same store businesses increased from 46.3% in 2013 to 47.4% in 2014 and the number of cremation contracts increased 1.3% to 10,800. The average revenue per same store cremation contract increased 1.6% to $3,085 as cremations with services increased slightly from 32.3% of total cremation contracts in the year ended 2013 to 32.5% in the year ended 2014. The average revenue for "other" contracts, which are charges for merchandise and services for which we do not perform a funeral service and which make up approximately 7.4% of the total number of contracts in 2014, decreased 7.8% to $2,116.

Same store operating profit for the year ended December 31, 2014 decreased $0.2 million, or 0.5%, from the year ended December 31, 2013, and as a percentage of funeral same store operating revenue, remained relatively flat at 37.5% in 2014 and 37.4% in 2013. The decline in operating profit was directly a result of lower revenue, offset by modest management of expenses.

Funeral home acquired revenues for the year ended December 31, 2014 increased $11.3 million, or 33.5%, when compared to the year ended December 31, 2013, as we experienced a 26.9% increase in the number of contracts due to our 2014 acquisition and an increase in the average revenue per contract of 5.9%, to $5,344. Excluding funeral trust earnings, the average revenue per contract increased 5.2% to $5,207. The number of traditional burial contracts increased 31.5%, and the average revenue per burial contract increased 5.1% to $8,254. The cremation rate for the acquired businesses was 47.1% for 2014 compared to 49.2% in 2013. The average revenue per cremation contract increased 5.6% to $3,279 and the number of cremation contracts increased 21.3% to 4,060. The increase in the average revenue per contract for acquired operations and the decline in the cremation rate is because the acquired businesses serve primarily traditional burial families. Cremations with services remained relatively consistent at 34.6% and 34.4% for 2013 and 2014, respectively.

Acquired operating profit for the year ended December 31, 2014 increased $5.2 million, or 49.9%, from the year ended December 31, 2013 and, as a percentage of revenue from acquired businesses, was 35.0% for 2014 compared to 31.2% for 2013. Salaries and benefits of acquired operations are generally higher as a percentage of revenue than existing locations. As these acquired businesses transition into our Standards Operating Model, we expect to see operating profit margins rise toward those on a same store basis.

Table of Contents

The two categories of financial revenue (insurance commissions and trust earnings on matured preneed contracts) on a combined basis increased 2.7% in revenue in the year ended December 31, 2014 primarily due to higher preneed insurance commissions. Operating profit for the two categories of financial revenue, on a combined basis, increased 4.8% in the year ended December 31, 2014 as a result of of lower preneed commission costs and preneed promotional expenses. Trust earnings also include trust management fees charged to our wholly-owned registered investment advisor based on the fair market value of the trust assets.

Cemetery Segment. The following table sets forth certain information regarding our revenues and operating profit from the cemetery continuing operations for the year ended December 31, 2013 compared to the year ended December 31, 2014:

	Year Ended December 31,		Change	
	2013	2014	Amount	Percent
	(dollars in thousands)			
Revenues:				
Same store operating revenue	$40,181	$41,257	$1,076	2.7 %
Acquired operating revenue	298	1,599	1,301	436.6 %
Cemetery trust earnings	8,095	8,123	28	0.3 %
Preneed cemetery finance charges	1,418	1,410	(8)	(0.6)%
Revenues from continuing operations	$49,992	$52,389	$2,397	4.8 %
Operating Profit:				
Same store operating profit	$11,757	$11,845	$88	0.7 %
Acquired operating profit	(43)	351	394	916.3 %
Cemetery trust earnings	7,920	7,931	11	0.1 %
Preneed cemetery finance charges	1,418	1,410	(8)	(0.6)%
Gross profit from continuing operations	$21,052	$21,537	$485	2.3 %

Cemetery same store operating revenues for the year ended December 31, 2014 increased $1.1 million, or 2.7%, from $40.2 million for the year ended December 31, 2013. Preneed property revenue increased $0.5 million, or 2.5%, as we experienced a 3.2% increase in the number of interment rights (property) sold. The average price per interment increased 0.5% to $2,825 in 2014. The percentage of those interment rights sold that we were able to recognize as revenue, because we received at least 10% of the sales price from the customer, decreased from 93.0% in 2013 to 91.3% in 2014. Revenue from deliveries of preneed merchandise and services decreased $0.3 million, or 7.2%, to $4.0 million in the year ended December 31, 2014. Same store at-need revenue increased $1.2 million, or 7.3%, as the number of at-need contracts increased 1.1% from 12,515 in 2013 to 12,655 in 2014.

Cemetery same store operating profit for the year ended December 31, 2014 increased $0.1 million, or 0.7%. As a percentage of revenues, cemetery same store operating profit decreased from 29.3% in 2013 to 28.7% in 2014. The increase in operating profit was due primarily to the increase in revenue offset, in part, by an increase in promotional expenses and bad debt expense of approximately $0.9 million.

Cemetery acquired revenue and acquired operating profit increased in 2014 primarily due to the cemetery acquired from SCI in May 2014.

The two categories of financial revenue consist of trust earnings and finance charges on preneed receivables. Total trust earnings increased 0.3% in 2014 when compared to the year ended December 31, 2013. Earnings from perpetual care trust funds totaled $5.8 million for the year ended December 31, 2014 compared to $5.6 million for the year ended December 31, 2013, an increase of $0.3 million, or 4.5%. Trust earnings recognized upon the delivery of merchandise and service contracts decreased $0.3 million, or 15.4%, from $1.7 million in 2013 to $1.4 million in 2014. Trust earnings also include trust management fees charged by our wholly-owned registered investment advisor based on the fair market value of the trust assets. Finance charges on the preneed contracts decreased 0.6% year over year.

Table of Contents

Regional and Unallocated Funeral and Cemetery Costs. Regional and unallocated funeral and cemetery costs consist of salaries and benefits for regional management, field incentive compensation and other related costs for field infrastructure. Regional and unallocated funeral and cemetery costs decreased $0.2 million, or 2.1%, primarily due to a decrease of $0.2 million in incentive compensation for field management and their employees, a decrease of $0.2 million in auto lease expense and a decrease of $0.1 million in non-recurring items such as severance costs and natural disaster costs offset, in part, by an increase of $0.3 million in expenses associated with regional training.
General and Administrative. General and administrative expenses totaled $28.9 million for the year ended December 31, 2014, an increase of $3.0 million, or 11.5%, compared to the year ended December 31, 2013. The increase was due to a $2.1 million increase in incentive compensation related to a special payment in 2014 in connection with an amended employment agreement and executive bonuses in 2014, which did not occur in 2013. Additionally, we had a $1.7 million increase in stock-based compensation, an increase of $0.5 million in acquisition and divestiture expenses and a $0.3 million increase in public company costs. These increases were offset, in part, by a decrease of $0.9 million in salaries and benefits expense, a $0.2 million decrease in securities transaction expenses and a $0.5 million decrease in severance costs and consulting expenses.
Interest Expense. Interest expense was $10.3 million for the year ended December 31, 2014 compared to $12.6 million for the year ended December 31, 2013, a decrease of $2.3 million. Interest expense decreased $0.8 million as a result of our new convertible subordinated notes issued in March 2014 which have a fixed interest rate of 2.75% compared to our junior convertible subordinated debentures which had an interest rate of 7.0%. Interest expense related to our Credit Facility decreased $0.3 million in 2014 as a result of the third amendment to the Credit Facility (the “Third Amendment”), completed in the second quarter of 2013, which lowered our interest rate by 50 basis points. Additionally, we wrote-off $0.4 million of unamortized debt issuance costs related to the Third Amendment which is reflected in interest expenses in 2013. Interest expense related to uncertain tax positions decreased $0.6 million due primarily to a credit recognized in the third quarter of 2014 related to the settled portion of uncertain tax positions as a result of the finalization of an IRS audit for the 2011 tax year.
Accretion of Discount on Convertible Subordinated Notes. For the year ended December 31, 2014, we recognized accretion of the discount on our convertible subordinated notes issued in March 2014 of $2.5 million. Accretion is calculated using the effective interest method based on a stated interest rate of 6.75%.
Loss on Early Extinguishment of Debt. In April 2014, we entered into the Fifth Amendment. As a result, we recognized a loss of approximately $1.0 million to write-off the related unamortized deferred loan costs.
Loss on Redemption of Convertible Subordinated Debentures. In March 2014, we called for the redemption of all our outstanding convertible junior subordinated debentures due 2029 held by Carriage Services Capital Trust and the corresponding TIDES at a price of $50 per $50 principal amount of the convertible junior subordinated debentures being redeemed, plus accrued and unpaid interest to the redemption date. As of April 16, 2014, all of the TIDES had been redeemed. For the year ended December 31, 2014, we recognized a total loss of $3.8 million as a result of the write-off of the related unamortized debt issuance costs of $2.9 million and $0.9 million for the premium paid on the convertible junior subordinated debentures redeemed.
Other Income. During the year ended December 31, 2014, we recognized a net gain of $0.6 million as a result of a gain of $1.1 million related to the purchase of a funeral home building previously leased under a capital lease in the first quarter of 2014, offset by a loss of $0.5 million on the sale of a funeral home building and land in the fourth quarter of 2014. The operations of the building sold was combined with the operations of one of our existing funeral homes during 2014.
Income taxes. Our income tax provision was approximately $7.3 million for the year ended December 31, 2014 compared to $9.2 million for the year ended December 31, 2013. On August 1, 2014, we received notification that the IRS completed its examination of our tax year ended December 31, 2011. As a result, we re-measured our tax liability for unrecognized tax benefits which resulted in a $1.7 million tax benefit that reduced our effective tax rate for the year ended December 31, 2014. Excluding this tax benefit, our effective tax rate was 37.9% and 39.6% for the years ended December 31, 2013 and 2014, respectively.

YEAR ENDED DECEMBER 31, 2013 COMPARED TO YEAR ENDED DECEMBER 31, 2012

The following is a discussion of our results of operations for the years ended December 31, 2013 and 2012 as it was presented on a historical basis at December 31, 2013. The term “same store” or “existing operations” refers to funeral homes and cemeteries acquired prior to January 1, 2009 and owned and operated for the entirety of each period being presented. Funeral homes and cemeteries purchased after December 31, 2008 are referred to as “acquired.” This classification of acquisitions has been important to management and investors in monitoring the results of these businesses and to gauge the leveraging performance contribution that a selective acquisition program can have on total company performance. Depreciation and amortization and regional and unallocated funeral and cemetery costs are not included in operating profit.

Total revenue for the year ended December 31, 2013 was $214.0 million compared to $199.4 million for the comparable period of 2012, an increase of $14.6 million, or 7.3%, and gross profit increased $4.2 million, or 7.0%, from 2012 to 2013. Our acquired funeral businesses and cemetery businesses drove the overall revenues higher and contributed to the increase in gross profit in 2013 compared to 2012. Net income from continuing operations for the year ended December 31, 2013 totaled $15.2 million, equal to $0.82 per diluted share, as compared to $10.6 million for the year ended December 31, 2012, or $0.58 per diluted share. Net income for the year ended December 31, 2013 totaled $19.3 million, equal to $1.00 per diluted share as compared to $11.4 million, or $0.63 per diluted share, for the year ended December 31, 2012.

Total funeral home and cemetery gross margin was 30.1% in 2013 compared to 30.2% in 2012 and 27.8% in 2011. The gross profit margin translated into gross profit of $64.4 million in 2013 compared to $60.1 million in 2012 and $50.9 million in 2011. The increase in gross profit was generally a result of our acquired businesses, better cemetery performance and increased trust earnings.

General and administrative expenses increased $3.4 million, or 15.2%, in 2013 as compared to 2012, the majority of which was due to additional costs for upgrading our organizational overhead structure and talent in our corporate office and increased termination and consulting expenses.

Income recognized from the investments in the preneed funeral trust funds, the cemetery merchandise and services trust funds and the perpetual care trust funds increased $1.9 million, or 14.3% for the year ended December 31, 2013 as compared to 2012 as a result of higher income from fixed income securities and from capital gains recognized in the portfolios. For the five year period ended December 31, 2013, the performance of the funds, which includes realized income and unrealized appreciation, resulted in a 127.1% return. Investment income realized in the perpetual care trust funds (except for capital gains in certain states) is recognized as income when earned in the portfolio. Investment income realized in the preneed funeral trust funds and the cemetery merchandise and services trust funds is allocated to the individual preneed contracts and deferred from revenue until the time that the services and merchandise are delivered to the customer. Because higher income has accumulated in the preneed trust funds, management expects increasing revenue in the future as the preneed contracts are delivered.

In certain states, we are allowed to withdraw realized trust earnings prior to delivery from cemetery merchandise and services trusts, which management describes as “Withdrawable Trust Income.” The Withdrawable Trust Income, pre-tax, totaled $1.9 million and $1.5 million, respectively, for the years ended December 31, 2012 and 2013. While the Withdrawable Trust Income is not recognized as revenue in our Consolidated Statements of Operations, it increases cash flow from operations. The Withdrawable Trust Income is treated as a special item in our Non-GAAP presentation of net income calculation.

We also present our financial performance in our “Operating and Financial Metrics Trend Report” (“Trend Report”) as reported in our earnings release and discussed on our earnings call for the year ending December 31, 2013. This Trend Report is used as a supplemental financial measurement statement by management and investors to compare our current financial performance with our previous results and with the performance of other deathcare companies. The Trend Report is a Non-GAAP statement from continuing operations that also provides insight into underlying trends in our business. We do not intend for this information to be considered in isolation or as a substitute for other measures of performance prepared in accordance with GAAP.

The Non-GAAP financial measures in the Trend Report include “Adjusted Net Income,” “Adjusted Basic Earnings Per Share,” “Adjusted Diluted Earnings Per Share,” “Consolidated EBITDA,” “Adjusted Consolidated EBITDA,” “Funeral, Cemetery and Financial EBITDA,” “Total Field EBITDA” and “Special Items.” These financial measurements are defined as similar GAAP items adjusted for Special Items and are reconciled to GAAP in our earnings release and on the Trend Reports posted on our website (www.carriageservices.com). In addition, our presentation of these measures may not be comparable to similarly titled measures in other companies’ reports. We are providing below a reconciliation of net income from continuing operations (a GAAP measure) to Non-GAAP net income (a non-GAAP measure). Non-GAAP net income is defined as net income from continuing operations adjusted for Special Items, including Withdrawable Trust Income, acquisition expenses, severance costs and other items in the table below.

Table of Contents

The adjustment of Special Items in Non-GAAP income allows management to focus on the evaluation of operating performance as it primarily relates to our operating expenses. The special items are tax effected at 34%. Non-GAAP income is used as a supplemental financial measurement statement by management and investors to compare our current financial performance with our previous results and with the performance of other deathcare companies. Similar to the Trend Report, we do not intend for this information to be considered in isolation or as a substitute for other measures of performance prepared in accordance with GAAP.

	Year Ended December 31,			
	2012		2013	
(In millions, except diluted EPS)	Net Income	Diluted EPS	Net Income	Diluted EPS
Net income from continuing operations, as reported	$10.6	$0.58	$15.2	$0.82
After-tax Special Items:				
Withdrawable trust income	1.3	0.07	1.0	0.05
Costs related to the Credit Facility	2.0	0.11	0.2	0.01
Acquisition and divestiture expenses	0.9	0.05	0.5	0.03
Severance costs	0.5	0.03	1.0	0.05
Consulting fees	—	—	0.4	0.02
Litigation settlements and other related costs	(0.5)	(0.03)	—	—
Other	—	—	(0.1)	—
Non-GAAP net income including Special Items	$14.8	$0.81	$18.2	$0.98
Diluted weighted average shares outstanding (in thousands)		18,226		22,393

Funeral Home Segment. The following table sets forth certain information regarding our revenues and operating profit from the funeral home operations for the year ended December 31, 2012 compared to the year ended December 31, 2013.

	Year Ended December 31,		Change	
	2012	2013	Amount	Percent
	(dollars in thousands)			
Revenues:				
Same store operating revenue	$118,571	$118,813	$242	0.2 %
Acquired operating revenue	25,801	35,891	10,090	39.1 %
Preneed funeral insurance commissions	1,711	1,853	142	8.3 %
Preneed funeral trust earnings	5,921	7,408	1,487	25.1 %
Revenues from continuing operations	$152,004	$163,965	$11,961	7.9 %
Operating profit:				
Same store operating profit	$45,634	$44,682	$(952)	(2.1)%
Acquired operating profit	8,339	10,886	2,547	30.5 %
Preneed funeral insurance commissions	318	631	313	98.4 %
Preneed funeral trust earnings	5,906	7,356	1,450	24.6 %
Operating profit from continuing operations	$60,197	$63,555	$3,358	5.6 %

Funeral home same store operating revenues for the year ended December 31, 2013 increased $0.2 million, or 0.2%, when compared to the year ended December 31, 2012. We experienced an increase in the number of contracts year over year of 1.6%, yet the average revenue per contract for those existing operations decreased $64 to $5,462. The average revenue per contract includes the impact of the funeral trust fund earnings recognized at the time that we provide the services pursuant to the preneed contract. Excluding funeral trust earnings, the average revenue per contract decreased $70 to $5,215. The number of traditional burial contracts decreased 1.0%, while the average revenue per burial contract increased slightly to $8,350. The cremation rate for the same store businesses rose from 44.6% in 2012 to 46.0% in 2013. The average revenue per cremation contract decreased 1.9% to $3,029, and the number of cremation contracts increased 4.8%. Cremations with services have declined from 35.4% of total cremation contracts in the year ended 2012 to 32.3% in the year ended 2013. The average revenue

Table of Contents

for "other" contracts, which are charges for merchandise and services for which we do not perform a funeral service and which make up approximately 7.2% of the total number of contracts in 2013, increased from $2,104 in 2012 to $2,246 in 2013.

Same store operating profit for the year ended December 31, 2013 decreased $1.0 million, or 2.1%, from the year ended December 31, 2012, and as a percentage of funeral same store operating revenue, decreased to 37.6% in 2013 from 38.5% in 2012. The decrease in same store operating profit was due primarily to an increase in salaries and benefits of approximately $0.7 million and an increase in our self-insurance program for property, casualty and general liability risk of $0.4 million offset by decreases in transportation costs and field general and administrative costs.

Funeral home acquired revenues for the year ended December 31, 2013 increased $10.1 million, or 39.1%, when compared to the year ended December 31, 2012, as we experienced a 28.9% increase in the number of contracts and an increase of 8.4%, to $5,077, in the average revenue per contract for those acquired operations. Excluding funeral trust earnings, the average revenue per contract increased 7.9% to $4,975 in 2013 from $4,612 in 2012. The number of traditional burial contracts increased 41.4%, and the average revenue per burial contract increased 5.3% to $7,892. The cremation rate for the acquired businesses was 49.4% for 2013 compared to 52.1% in 2012. The average revenue per cremation contract increased 3.7% to $3,119 for 2013, and the number of cremation contracts increased 22.3% compared to 2012. Cremations with services remained consistent at 34.5% and 34.8% for 2012 and 2013, respectively. The reason for the increase in average revenue per contract for acquired operations and the decline in the cremation rate is because the acquired businesses serve primarily traditional burial families.

Acquired operating profit for the year ended December 31, 2013 increased $2.5 million, or 30.5%, from the year ended December 31, 2012 and, as a percentage of revenue from acquired funeral homes, decreased from 32.3% for 2012 to 30.3% for 2013. Salaries and benefits of acquired operations are generally higher as a percentage of revenue than existing locations. As these acquired businesses transition into our Standard Operating Model, we expect to see operating profit margins rise toward those on a same store basis.

The two categories of financial revenue (insurance commissions and trust earnings on matured preneed contracts) on a combined basis, increased $1.6 million in revenue and $1.8 million in operating profit, respectively, for the year ended December 31, 2013 compared to the year ended December 31, 2012, as a result of higher earnings on trust contracts. Trust earnings also include trust management fees charged to our wholly-owned registered investment advisor based on the fair market value of the trust assets.

Cemetery Segment. The following table sets forth certain information regarding our revenues and operating profit from the cemetery operations for the year ended December 31, 2012 compared to the year ended December 31, 2013:

	Year Ended December 31,		Change	
	2012	2013	Amount	Percent
	(dollars in thousands)			
Revenues:				
Same store operating revenue	$38,113	$40,181	$2,068	5.4 %
Acquired operating revenue	166	298	132	n/a
Cemetery trust earnings	7,647	8,095	448	5.9 %
Preneed cemetery finance charges	1,462	1,418	(44)	(3.0)%
Revenues from continuing operations	$47,388	$49,992	$2,604	5.5 %
Operating Profit:				
Same store operating profit	$9,897	$11,757	$1,860	18.8 %
Acquired operating profit	(76)	(43)	33	n/a
Cemetery trust earnings	7,598	7,920	322	4.2 %
Preneed cemetery finance charges	1,462	1,418	(44)	(3.0)%
Operating profit from continuing operations	$18,881	$21,052	$2,171	11.5 %

Cemetery same store operating revenues for the year ended December 31, 2013 increased $2.1 million, or 5.4%, compared to the year ended December 31, 2012. The revenue increase was attributable to same store revenue from preneed property sales, which increased $1.9 million, or 10.9%, due to an 11.8% increase in the number of interment rights (property) sold in 2013 as compared to 2012. The average price per interment decreased 1.0% to $2,811 in 2013. The percentage of those

38

interment rights sold that we were able to recognize as revenue, because we received at least 10% of the sales price from the customer, decreased from 94.1% in 2012 to 93.0% in 2013. Same store at-need revenue increased $0.9 million, or 5.7%, while the number of at-need contracts increased slightly to 12,515 in 2013 from 12,501 in 2012. Revenue from deliveries of preneed merchandise and services decreased $0.5 million, or 10.0% in 2013 as compared to 2012.

Cemetery same store operating profit for the year ended December 31, 2013 increased $1.9 million, or 18.8%. As a percentage of revenues, cemetery same store operating profit increased from 26.0% in 2012 to 29.3% in 2013. The increase in operating profit is primarily a result of the increase in revenue while managing bad debt and promotional expenses against higher salaries and benefits.

We acquired one cemetery in the second quarter of 2012 which operates primarily as an at-need business. This is the only cemetery business in this category.

The two categories of financial revenue consist of trust earnings and finance charges on preneed receivables. Total trust earnings increased $0.4 million, or 5.9%, when compared to the year ended December 31, 2012. Earnings from perpetual care trust funds totaled $5.6 million for the year ended December 31, 2013 compared to $6.0 million for the year ended December 31, 2012, a decrease of $0.4 million, or 7.1%. The decrease in perpetual care trust earnings is due to lower interest income earned in 2013 as compared to 2012 and the divestiture of one of our cemetery businesses in July 2013. Trust earnings recognized upon the delivery of merchandise and service contracts increased $0.4 million, or 28.0%, to $1.6 million in 2013 as compared to the same period in 2012. Trust earnings also include trust management fees charged by our wholly-owned registered investment advisor based on the fair market value of the trust assets. Finance charges on the preneed contracts decreased 3.0% year over year.

Regional and Unallocated Funeral and Cemetery Costs. Regional and unallocated funeral and cemetery costs consist of salaries and benefits for regional management, field incentive compensation and other related costs for field infrastructure. Regional and unallocated funeral and cemetery costs increased slightly to $10.0 million for the year ended December 31, 2013 due primarily to an increase in incentive compensation of $0.1 million and an increase of $0.5 million in regional training and meetings, offset by lower regional fixed costs.

General and Administrative. General and administrative expenses totaled $25.9 million for the year ended December 31, 2013, an increase of $3.4 million or 15.2%, compared to the year ended December 31, 2012 primarily due to $2.1 million of additional costs for upgrading our organizational overhead structure and talent in our corporate office, a $1.0 million increase in termination and consulting expenses and $0.2 million related to a non-recurring securities transaction fee.

Total Interest. Total interest and other, net totaled $12.5 million for the year ended December 31, 2013 compared to $19.2 million for the year ended December 31, 2012 for a decrease of $6.6 million, or 34.5%, due primarily to lower interest rates on our Credit Facility in 2013 which decreased interest expense by approximately $3.7 million. Additionally, we incurred a $3.0 million loss on the early extinguishment of debt in 2012 that did not occur in 2013.

Income taxes. See Part II, Item 8, Financial Statements and Supplementary Data, Note 17 for a discussion of income taxes for 2012 and 2013.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our primary sources of liquidity and capital resources are internally generated cash flows from operating activities and availability under our Credit Facility (as defined below under Debt Obligations). We generate cash in our operations primarily from at-need sales and delivery of preneed sales. We also generate cash from earnings on our cemetery perpetual care trusts. We believe that existing cash balances, future cash flows from operations and borrowings under our Credit Facility will be sufficient to meet our anticipated working capital requirements, capital expenditures, scheduled debt payments, commitments, dividend payments and acquisitions for the foreseeable future. Based on our recent operating results, current cash position, anticipated future cash flows and sources of financing that we expect to have available, we do not anticipate any significant liquidity constraints in the foreseeable future. However, if our capital expenditures or acquisition plans change, we may need to access the capital markets to obtain additional funding. Further, to the extent operating cash flow or access to and cost of financing sources are materially different than expected, future liquidity may be adversely affected.

We intend to use cash on hand and borrowings under our Credit Facility primarily to acquire funeral home and cemetery businesses and for internal growth projects, such as cemetery inventory development and funeral home expansion projects. We have the ability to draw on our revolving credit facility, subject to customary terms and conditions of the credit agreement. We believe that existing cash balances, future cash flows from operations and borrowings under our Credit Facility described above

39

Table of Contents

will be sufficient to meet our anticipated working capital requirements, capital expenditures, scheduled debt payments, commitments, dividends and acquisitions for the foreseeable future.

Cash Flows

We began 2014 with $1.4 million in cash and other liquid investments and ended the year with $0.4 million in cash. At December 31, 2014 we had borrowings of $40.5 million outstanding on our revolving credit facility.

The following table sets forth the elements of cash flow for the years ended December 31, 2013 and 2014 (in millions):

	2013	2014
Cash at beginning of year	$1.7	$1.4
Cash flow from operating activities	39.8	36.6
Acquisitions and land for new construction	(19.7)	(57.9)
Net proceeds from the sale of business and other assets	10.2	2.2
Growth capital expenditures	(4.1)	(16.5)
Maintenance capital expenditures	(6.6)	(7.2)
Net (payments) borrowings on our revolving credit facility, term loan and long-term debt obligations	(19.0)	6.1
Proceeds from issuance of convertible subordinated notes	—	143.7
Payment of debt issuance costs related to the convertible subordinated notes	—	(4.7)
Redemption of convertible junior subordinated debentures	—	(89.7)
Payments for performance- based stock awards	—	(16.2)
Dividends on common stock	(1.8)	(1.8)
Excess tax benefit of equity compensation	—	4.0
Payment of loan origination costs related to the Credit Facility	—	(0.8)
Other investing and financing activities, net	0.9	1.2
Cash at end of year	$1.4	$0.4

For the year ended December 31, 2014, cash provided by operating activities was $36.6 million, as compared to $39.8 million for the year ended December 31, 2013 due primarily to a $3.4 million decrease in net income and other working capital changes.

Our investing activities resulted in a net cash outflow of approximately $79.4 million for the year ended December 31, 2014 compared to a net cash outflow of approximately $20.2 million for the year ended December 31, 2013. The increase in cash outflows from investing activities was primarily due to payments for acquisitions and real estate for construction of future funeral home expansion projects of approximately $57.9 million in the year ended December 31, 2014 compared to $19.7 million in the year ended December 31, 2013. The cost for the SCI Acquisition completed in May 2014 was $54.9 million. Additionally, we acquired real estate for approximately $3.0 million in 2014 for funeral home expansion projects. In 2013, we made one acquisition consisting of two funeral homes for approximately $13.7 million and acquired land for approximately $6.0 million for funeral home expansion projects. Additionally, we had net proceeds from the sales of businesses and other assets of $2.2 million in 2014 compared to $10.2 million in 2013.

For the year ended December 31, 2014, total capital expenditures totaled $23.7 million compared to $10.7 million for the year ended December 31, 2013. Maintenance capital expenditures were $7.2 million for the year ended December 31, 2014 compared to $6.6 million for the year ended December 31, 2013. Growth capital expenditures were $16.5 million for the year ended December 31, 2014 compared to $4.1 million for the year ended December 31, 2013. The increase was primarily due to the purchase of five buildings that we had previously leased for approximately $7.6 million and a $4.1 million increase in construction costs related to funeral home expansion projects.

Our financing activities resulted in a net cash inflow of $41.8 million for the year ended December 31, 2014 compared to a net cash outflow of $20.0 million for the year ended December 31, 2013. For the year ended December 31, 2014, we had gross proceeds of $143.75 million from the issuance of our convertible subordinated notes in March 2014. We paid transaction costs of approximately $4.7 million related to the issuance of these notes. In connection with the issuance of the notes, we paid $89.7 million in principal to redeem our outstanding convertible junior subordinated debentures. During the year ended December 31, 2014, we had net borrowings on our revolving line of credit of $3.6 million compared to net payments of $7.8 million in the year ended December 31, 2013. We paid approximately $0.8 million in loan origination costs related to the Fifth Amendment. Additionally, we had net borrowings under our term loan of $3.3 million in 2014. During the year ended

December 31, 2014, we paid approximately $16.2 million related to performance-based stock awards and recognized $4.0 million related to the excess tax benefit of equity compensation.

Annually, we spend approximately $10 million - $25 million on capital expenditures, and we plan to acquire funeral and cemetery businesses in 2015 and future years. We spent $45.1 million, $19.7 million and $57.9 million on acquisitions, including real estate for funeral home expansions, in 2012, 2013 and 2014, respectively. Our Credit Facility provides us the flexibility to fund working capital, capital expenditures, acquisitions and other capital needs.

Dividends

Our Board declared four quarterly dividends of $0.025 per share, totaling approximately $1.8 million, which were paid on March 3, 2014, June 2, 2014, September 2, 2014 and December 1, 2014, respectively, to record holders of our common stock as of February 13, 2014, May 15, 2014, August 15, 2014 and November 13, 2014, respectively. We intend to pay dividends in 2015.

Debt Obligations

At December 31, 2014, we had a $325 million secured bank credit facility (the "Credit Facility") with Bank of America, N.A. as Administrative Agent comprised of a $200 million revolving credit facility and a $125 million term loan. The Credit Facility also contains an accordion provision to borrow up to an additional $50 million in revolving loans, subject to certain conditions. The Credit Facility matures on March 31, 2019 and is collateralized by all personal property and funeral home real property in certain states. Under the Credit Facility, outstanding borrowings bear interest at either a prime rate or a LIBOR rate, plus an applicable margin based upon the Company's leverage ratio. As of December 31, 2014, the prime rate margin was equivalent to 1.50% and the LIBOR margin was 2.50%. The weighted average interest rate on the Credit Facility for the year ended December 31, 2014 was 2.80%.

On February 27, 2014, we entered into a fourth amendment to the Credit Facility which (a) allows us to issue senior unsecured debt in an amount not to exceed $150 million when aggregated with any subordinated debt or convertible subordinated debt issued by us and (b) allows us to refinance our existing convertible junior subordinated debentures with the proceeds of certain of senior unsecured debt, subordinated debt or convertible subordinated debt.

On April 14, 2014, we entered into a fifth amendment to our Credit Facility (the “Fifth Amendment”), which provided for an increase in the revolving credit commitments from $125 million to $200 million and new funding under our term loan whereby $125 million became outstanding upon the effectiveness of the Fifth Amendment. The Fifth Amendment became effective upon the closing of the SCI Acquisition on May 15, 2014. Borrowings under the term loan facility are subject to installment payments of 7.5% of the principal amount in the first two years following the effective date, 10.0% for the third and fourth years following the effective date and 12.5% per year thereafter, with the remaining balance payable upon maturity on March 31, 2019. Installment payments are made quarterly and began on September 30, 2014. The Fifth Amendment also modified our financial covenants so that we must maintain a leverage ratio of 3.75 to 1.00 through March 30, 2015 and 3.50 to 1.00 thereafter. In connection with the Fifth Amendment, we recognized a loss of $1.0 million to write-off the related unamortized deferred loan costs. At December 31, 2014, substantially all our borrowings under our Credit Facility were tied to the LIBOR rate.

The outstanding principal balance of our long-term debt and capital lease obligations totaled $165.3 million at December 31, 2014 and consisted of $120.3 million under our term loan, $40.5 million outstanding under our revolving credit facility and $4.5 million in acquisition indebtedness and capital lease obligations.

We were in compliance with the covenants contained in our Credit Facility as of December 31, 2014. Key ratios that we must comply with include a Total Debt to EBITDA ratio that as of the last day of each quarter must not be greater than 3.75 to 1.00 through March 30, 2015 and no more than 3.50 to 1.00 thereafter and a fixed charge coverage ratio that must not be less than 1.20 to 1.00. As of December 31, 2014, the leverage ratio was 2.70 to 1.00 and the fixed charge coverage ratio was 2.74 to 1.00. The leverage ratio decline to below 3.00 to 1.00 at June 30, 2013 automatically triggered a 50 basis point rate decline on all our term loan and revolving credit facility during the third quarter of 2013.

Convertible Subordinated Notes due 2021

On March 19, 2014, we issued $143.75 million aggregate principal amount of Notes. The Notes have not been registered under the Securities Act of 1933, and were offered only to “qualified institutional buyers” in compliance with Rule 144A under the Securities Act. The Notes are governed by an indenture dated as of March 19, 2014 between

Wilmington Trust, National Association, as Trustee, and us (the “Indenture”). The Notes are general unsecured obligations and will be subordinated in the right of payment to all of our existing and future senior indebtedness and equal in right of payment with our other existing and future subordinated indebtedness. The Notes bear interest at 2.75% per year. Interest on the Notes began to accrue on March 19,

Table of Contents

2014 and is payable semi-annually in arrears on March 15 and September 15 of each year. The initial conversion rate of the Notes is 44.3169 shares of our common stock per $1,000 principal amount of the Notes, equivalent to an initial conversion price of approximately $22.56 per share of common stock. The conversion rate is subject to adjustment upon the occurrence of certain events, as described in the Indenture.

The Notes mature on March 15, 2021, unless earlier converted or purchased by us. Holders of the Notes may convert their Notes at their option at any time prior to December 15, 2020 if one or more of the following conditions has been satisfied: (1) during any fiscal quarter (and only during such fiscal quarter) commencing after March 31, 2014, if, for a least 20 trading days, (whether or not consecutive) during the 30 consecutive trading day period ending on the last trading day of the immediately preceding fiscal quarter, the last reported sales price of our common stock for such trading day is greater than or equal to 130% of the applicable conversion price on such trading day; (2) during the five consecutive business day period immediately following any five consecutive trading day period (the "Measurement Period"), in which, for each trading day of the Measurement Period, the trading price (as defined in the Indenture) per $1,000 principal amount of the Notes for such trading day was less than 98% of the product of the last reported sale price of our common stock for such trading day and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions described in the Indenture. Holders may also convert their Notes at their option at any time beginning on December 15, 2020, and ending on the close of business on the business day immediately preceding the maturity date.

We may not redeem the Notes prior to maturity. However, in the event of a fundamental change (as defined in the Indenture), subject to certain conditions, a holder of the Notes will have the option to require us to purchase all or a portion of its Notes for cash. The fundamental change purchase price will equal 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid interest up to, but excluding, the fundamental change purchase date.

We received gross proceeds of $143.75 million and paid transaction costs of approximately $4.7 million. We used a portion of the proceeds to repay our outstanding balance on our revolving credit facility and to redeem our existing convertible junior subordinated debentures.

At December 31, 2014, the carrying amount of the equity component was approximately $18.0 million. At December 31, 2014, the principal amount of the liability component was $143.75 million and the net carrying amount was $114.5 million. The unamortized discount of $29.2 million as of December 31, 2014 is being amortized over the remaining term of seventy-four months.

For the year ended December 31, 2014, we recognized contractual coupon interest expense of $3.1 million and interest expense of $2.5 million related to the accretion of the debt discount. The effective interest rate on the liability component for the year ended December 31, 2014 was 6.75% per year. Additionally, we recognized amortization expense related to the debt issuance costs of $0.4 million for the year ended December 31, 2014.

Convertible Junior Subordinated Debentures Payable To Affiliate And Company Obligated Mandatorily Redeemable Convertible Preferred Securities of Carriage Services Capital Trust

On March 17, 2014, we called for the redemption of all our outstanding convertible junior subordinated debentures and the corresponding TIDES at a price of $50 per $50 principal amount of the convertible junior subordinated debentures being redeemed, plus accrued and unpaid interest up to the redemption date. The redemption period for the TIDES ended April 16, 2014. In the first quarter of 2014, we used a portion of the net proceeds from the issuance of the Notes to redeem the convertible junior subordinated debentures for approximately $61.9 million in principal amount of our existing convertible junior subordinated debentures and approximately $0.9 million associated with the call premium. Additionally, we recognized a loss of approximately $2.9 million to write-off the related unamortized deferred loan costs. By April 2014, the remaining TIDES principal balance of $27.9 million had been redeemed.

Share Repurchase

In May 2012, our Board approved an increase to the share repurchase program authorizing the Company to purchase an additional $3.0 million of our common stock up to an aggregate of $8.0 million. As of December 31, 2014, we have spent a total of $5.3 million buying back our common stock under this program. There were no repurchases under this plan during the years ended December 31, 2013 and 2014.

Table of Contents

CONTRACTUAL OBLIGATIONS

The following table summarizes the known future payments required for the debt on our Consolidated Balance Sheet as of December 31, 2014. Where appropriate we have indicated the footnote in Part II, Item 8, Financial Statements and Supplementary Data, Notes to Consolidated Financial Statements where additional information is available.

		Payments Due By Period (in millions)						
	Financial Note Reference	Total	2015	2016	2017	2018	2019	After 5 Years
Long-term debt obligations	13	$162.0	$9.6	$11.2	$12.6	$14.2	$114.0	$0.4
Interest obligation on long-term debt (a)		17.2	4.3	4.1	3.7	3.4	1.6	0.1
Capital lease obligations, including interest	16	5.9	0.5	0.5	0.5	0.4	0.4	3.6
Convertible subordinated notes (b)	14	143.8	—	—	—	—	—	143.8
Interest on convertible subordinated notes	14	24.5	3.9	3.9	3.9	3.9	3.9	5.0
Operating leases	16	16.5	4.4	3.1	2.8	1.9	1.7	2.6
Total contractual obligations		$369.9	$22.7	$22.8	$23.5	$23.8	$121.6	$155.5

(a) Based on interest rates in effect at December 31, 2014.
(b) Matures in 2021.

OFF-BALANCE SHEET ARRANGEMENTS

The following table summarizes our off-balance sheet arrangements as of December 31, 2014. Where appropriate, we have indicated the footnote in Part II, Item 8, Financial Statements and Supplementary Data, Notes to the Consolidated Financial Statements where additional information is available. We have various non-compete agreements with former owners and employees of businesses we have acquired. These agreements are generally for one to ten years and provide for periodic payments over the term of the agreements. We have various consulting agreements with former owners of businesses we have acquired. Payments for such agreements are generally not made in advance. These agreements are generally for one to ten years and provide for bi-weekly or monthly payments. We have employment agreements with our executive officers and certain management personnel. These agreements are generally for three years and provide for participation in various incentive compensation arrangements. These agreements automatically renew on an annual basis after their initial term has expired.

		Payments Due By Period (in millions)						
	Financial Note Reference	Total	2015	2016	2017	2018	2019	After 5 Years
Non-compete agreements	16	$5.1	$1.5	$1.2	$0.8	$0.6	$0.4	$0.6
Consulting agreements	16	4.0	1.2	0.8	0.8	0.5	0.3	0.4
Employment agreements	16	6.2	2.5	1.7	1.7	0.3	—	—
Total contractual cash obligations		$15.3	$5.2	$3.7	$3.3	$1.4	$0.7	$1.0

The obligations related to our off-balance sheet arrangements are significant to our future liquidity; however, although we can provide no assurances, we anticipate that these obligations will be funded from cash provided from our operating activities. If we are not able to meet these obligations with cash provided by our operating activities, we may be required to access the capital markets or draw down on our revolving credit facility, both of which may be more difficult to access.

Uncertain tax positions recorded at December 31, 2014 total approximately $0.5 million, excluding penalties and interest. The ultimate timing of when those obligations will be settled cannot be determined with reasonable assurance and have been excluded from the tables above. Refer to Part II, Item 8, Financial Statements and Supplementary Data, Note 17 for additional information.

Table of Contents

SEASONALITY

Our business can be affected by seasonal fluctuations in the death rate. Generally, the number of deaths is higher during the winter months because the incidences of death from influenza and pneumonia are higher during this period than other periods of the year.

INFLATION

Inflation has not had a significant impact on our results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

In the ordinary course of business, we are typically exposed to a variety of market risks. Currently, these are primarily related to interest rate risk and changes in the values of securities associated with the preneed and perpetual care trusts. Management is actively involved in monitoring exposure to market risk and developing and utilizing appropriate risk management techniques when appropriate and when available for a reasonable price. We are not exposed to any other significant market risks.

The following quantitative and qualitative information is provided about financial instruments to which we are a party to at December 31, 2014, and from which we may incur future gains or losses from changes in market conditions. We do not enter into derivative or other financial instruments for speculative or trading purposes.

Hypothetical changes in interest rates and the values of securities associated with the preneed and perpetual care trusts chosen for the following estimated sensitivity analysis are considered to be reasonable near-term changes generally based on consideration of past fluctuations for each risk category. However, since it is not possible to accurately predict future changes in interest rates, these hypothetical changes may not necessarily be an indicator of probable future fluctuations.

The following information about our market-sensitive financial instruments constitutes a “forward-looking statement.”

In connection with our preneed funeral operations and preneed cemetery merchandise and service sales, the related funeral and cemetery trust funds own investments in equity and debt securities and mutual funds, which are sensitive to current market prices. Cost and market values of such investments as of December 31, 2014 are presented in Notes 6, 8 and 10 in Part II, Item 8, Financial Statements and Supplementary Data, Notes to the Consolidated Financial Statements. The sensitivity of the fixed income securities is such that a 0.25% change in interest rates causes an approximate 1.57% change in the value of the fixed income securities.

We monitor current and forecasted interest rate risk in the ordinary course of business and seek to maintain optimal financial flexibility, quality and solvency. As of December 31, 2014, we had $40.5 million outstanding under our $200 million revolving credit facility and $120.3 million on our term loan. Any further borrowings or voluntary prepayments against the revolving credit facility or any change in the floating rate would cause a change in interest expense. We have the option to pay interest under our Credit Facility at either the prime rate or the LIBOR rate plus a margin. At December 31, 2014, the prime rate margin was equivalent to 1.50% and the LIBOR margin was 2.50%. Assuming the outstanding balance remains unchanged, a change of 100 basis points in our borrowing rate would result in a change in income before taxes of $1.6 million. We have not entered into interest rate hedging arrangements in the past. Management continually evaluates the cost and potential benefits of interest rate hedging arrangements.

The convertible subordinated notes due 2021, issued in March 2014, pay interest at the fixed rate of 2.75% and are carried on our Consolidated Balance Sheets at a cost of approximately $114.5 million. The fair value of the convertible subordinated notes was approximately $156.0 million at December 31, 2014 based on the last traded or broker quoted price.

Increases in market interest rates may cause the value of these debt instruments to decrease but such changes will not affect our interest costs. The remainder of the our long-term debt and leases consist of non-interest bearing notes and fixed rate instruments that do not trade in a market, nor otherwise have a quoted market value. Any increase in market interest rates causes the fair value of those liabilities to decrease.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.
CARRIAGE SERVICES, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Table of Contents

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Carriage Services, Inc.

We have audited the accompanying consolidated balance sheet of Carriage Services, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2014, and the related consolidated statements of operations, changes in stockholders’ equity, and cash flows for the year then ended. Our audit of the basic consolidated financial statements included the financial statement schedule for the year ended December 31, 2014 listed in the index appearing under Item 15(2). These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audit.

We conducted our audit in accordance with the 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Carriage Services, Inc. and subsidiaries as of December 31, 2014, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule for the year ended December 31, 2014, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2014, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2015 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP
Houston, Texas
February 25, 2015

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Carriage Services, Inc.:

We have audited the internal control over financial reporting of Carriage Services, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2014, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in the 2013 Internal Control-Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2014, and our report dated February 25, 2015 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP
Houston, Texas
February 25, 2015

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Carriage Services, Inc.:

We have audited the accompanying consolidated balance sheet of Carriage Services, Inc. and subsidiaries as of December 31, 2013, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 financial position of Carriage Services, Inc. and subsidiaries as of December 31, 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP
Houston, Texas
March 5, 2014 except for the impact pertaining to the restatement of discontinued operations in the consolidated statement of operations and Notes 2, 5, 17, 20, 21, 22 and 23, as to which the date is February 25, 2015

Table of Contents

CARRIAGE SERVICES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 31, 2013	2014
ASSETS		
Current assets:		
Cash and cash equivalents	$1,377	$413
Accounts receivable, net of allowance for bad debts of $847 in 2013 and $1,127 in 2014	17,950	19,264
Assets held for sale	3,544	—
Inventories	5,300	5,294
Prepaid expenses	4,421	4,590
Other current assets	3,525	7,144
Total current assets	36,117	36,705
Preneed cemetery trust investments	68,341	71,972
Preneed funeral trust investments	97,144	97,607
Preneed receivables, net of allowance for bad debts of $1,825 in 2013 and $2,339 in 2014	24,521	26,284
Receivables from preneed trusts	11,166	12,809
Property, plant and equipment, net of accumulated depreciation of $88,627 in 2013 and $95,249 in 2014	160,690	186,211
Cemetery property	72,911	75,564
Goodwill	221,087	257,442
Deferred charges and other non-current assets	12,280	14,264
Cemetery perpetual care trust investments	42,342	48,670
Total assets	$746,599	$827,528
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt and capital lease obligations	$13,424	$9,838
Accounts payable	7,046	6,472
Other liabilities	9,939	1,437
Accrued liabilities	12,854	15,203
Liabilities associated with assets held for sale	4,357	—
Total current liabilities	47,620	32,950
Long-term debt, net of current portion	105,642	111,887
Revolving credit facility	36,900	40,500
Convertible junior subordinated debentures due in 2029 to an affiliate	89,770	—
Convertible subordinated notes due 2021	—	114,542
Obligations under capital leases, net of current portion	3,786	3,098
Deferred preneed cemetery revenue	55,479	56,875
Deferred preneed funeral revenue	30,588	31,265
Deferred tax liability	11,915	36,414
Other long-term liabilities	1,548	2,401
Deferred preneed cemetery receipts held in trust	68,341	71,972
Deferred preneed funeral receipts held in trust	97,144	97,607
Care trusts' corpus	41,893	48,142
Total liabilities	590,626	647,653
Commitments and contingencies:		
Stockholders' equity:		

Common stock, $.01 par value; 80,000,000 shares authorized; 22,183,000 and 22,434,000 issued as of December 31, 2013 and 2014, respectively	222	224
Additional paid-in capital	204,324	212,386
Accumulated deficit	(33,306)	(17,468)
Treasury stock, at cost; 3,922,000 shares at December 31, 2013 and 2014	(15,267)	(15,267)
Total stockholders’ equity	155,973	179,875
Total liabilities and stockholders’ equity	$746,599	$827,528

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents

CARRIAGE SERVICES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Year Ended December 31, 2012	2013	2014
Revenues:			
Funeral	$150,803	$163,082	$173,735
Cemetery	47,388	49,992	52,389
	198,191	213,074	226,124
Field costs and expenses:			
Funeral	91,055	99,657	104,913
Cemetery	28,507	28,940	30,852
Depreciation and amortization	8,942	10,179	10,545
Regional and unallocated funeral and cemetery costs	8,460	10,013	9,806
	136,964	148,789	156,116
Gross profit	61,227	64,285	70,008
Corporate costs and expenses:			
General, administrative and other	23,986	25,923	28,915
Home office depreciation and amortization	974	1,456	1,378
	24,960	27,379	30,293
Operating income	36,267	36,906	39,715
Interest expense	(17,088)	(12,622)	(10,308)
Accretion of discount on convertible subordinated notes	—	—	(2,452)
Loss on early extinguishment of debt and other costs	(3,031)	—	(1,042)
Loss on redemption of convertible junior subordinated debentures	—	—	(3,779)
Other, net	963	81	567
Total interest and other, net	(19,156)	(12,541)	(17,014)
Income from continuing operations before income taxes	17,111	24,365	22,701
Provision for income taxes	(6,794)	(9,245)	(8,995)
Income tax benefit related to uncertain tax positions	—	—	1,740
Net provision for income taxes	(6,794)	(9,245)	(7,255)
Net income from continuing operations	10,317	15,120	15,446
Income from discontinued operations, net of tax	1,086	4,176	392
Net income	11,403	19,296	15,838
Preferred stock dividend	14	4	—
Net income available to common stockholders	$11,389	$19,292	$15,838
Basic earnings per common share:			
Continuing operations	$0.57	$0.83	$0.84
Discontinued operations	0.06	0.23	0.02
Basic earnings per common share	$0.63	$1.06	$0.86
Diluted earnings per common share:			
Continuing operations	$0.57	$0.82	$0.83
Discontinued operations	0.06	0.18	0.02
Diluted earnings per common share	$0.63	$1.00	$0.85
Dividends declared per share	$0.10	$0.10	$0.10

Weighted average number of common and common equivalent shares outstanding:			
Basic	18,126	17,826	18,108
Diluted	18,226	22,393	18,257

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents

CARRIAGE SERVICES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands)

	Shares Outstanding	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total
Balance – December 31, 2011	18,427	$217	$201,284	$ (63,987)	$(10,736)	$126,778
Net Income – 2012	—	—	—	11,389	—	11,389
Issuance of common stock	151	1	843	—	—	844
Exercise of stock options	81	1	436	—	—	437
Issuance of restricted common stock	379	4	18	—	—	22
Cancellation and retirement of restricted common stock	(196)	(2)	(432)	—	—	(434)
Accelerated vesting of restricted common stock and options	—	—	281	—	—	281
Amortization of restricted common stock	—	—	1,370	—	—	1,370
Stock-based compensation expense	—	—	466	—	—	466
Treasury stock acquired	(686)	—	—	—	(4,531)	(4,531)
Dividends on common stock	—	—	(1,804)	—	—	(1,804)
Balance – December 31, 2012	18,156	$221	$202,462	$ (52,598)	$(15,267)	$134,818
Net Income – 2013	—	—	—	19,292	—	19,292
Issuance of common stock	114	1	1,393	—	—	1,394
Exercise of stock options	45	—	—	—	—	—
Issuance of restricted common stock	63	1	—	—	—	1
Cancellation and retirement of restricted common stock	(117)	(1)	(1,630)	—	—	(1,631)
Accelerated vesting of restricted common stock and options	—	—	667	—	—	667
Amortization of restricted common stock	—	—	1,340	—	—	1,340
Stock-based compensation expense	—	—	1,296	—	—	1,296
Dividends on common stock	—	—	(1,817)	—	—	(1,817)
Excess tax benefits on equity compensation	—	—	613	—	—	613
Balance – December 31, 2013	18,261	$222	$204,324	$ (33,306)	$(15,267)	$155,973
Net Income – 2014	—	—	—	15,838	—	15,838
Issuance of common stock	70	—	1,110	—	—	1,110
Exercise of stock options	68	—	363	—	—	363
Issuance of restricted common stock	200	2	(2)	—	—	—
Cancellation and retirement of restricted common stock	(87)	—	(1,357)	—	—	(1,357)
Accelerated vesting of restricted common stock and options	—	—	27	—	—	27
Amortization of restricted common stock	—	—	1,806	—	—	1,806
Stock-based compensation expense	—	—	2,616	—	—	2,616
Dividends on common stock	—	—	(1,840)	—	—	(1,840)

Performance-based stock award payments	—	—	(16,624)	—	—	(16,624)
Convertible subordinated notes due 2021	—	—	17,973	—	—	17,973
Excess tax benefits on equity compensation	—	—	3,990	—	—	3,990
Balance – December 31, 2014	18,512	$224	$212,386	$ (17,468)	$(15,267)	$179,875

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents

CARRIAGE SERVICES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the Years Ended December 31,		
	2012	2013	2014
Cash flows from operating activities:			
Net income	$11,403	$19,296	$15,838
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	10,076	11,748	