

Zumiez Inc  
Form 10-K  
March 18, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended: February 1, 2014

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File Number: 000-51300

**ZUMIEZ INC.**

(Exact name of Registrant as specified in its charter)

Washington

91-1040022

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(State or other jurisdiction of

(IRS Employer

incorporation or organization)

Identification No.)

4001 204th Street SW  
Lynnwood, Washington  
(Address of principal executive offices)

98036  
(Zip Code)

(425) 551-1500

(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act: **Common Stock**

Name of each exchange on which registered: **The Nasdaq Global Select Market**

Securities registered under 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. Yes  No

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

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

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

Indicate by check mark 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant as of the last business day of the second fiscal quarter, August 2, 2013, was \$631,553,372.

At March 7, 2014, there were 29,134,210 shares outstanding of common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this report is incorporated by reference from the Registrant's definitive proxy statement, relating to the Annual Meeting of Shareholders scheduled to be held May 21, 2014, which definitive proxy statement will be filed not later than 120 days after the end of the fiscal year to which this report relates.



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**PART I.**

This Form 10-K contains forward-looking statements. These statements relate to our expectations for future events and future financial performance. Generally, the words anticipates, expects, intends, may, should, plans, believes, predicts, potential, continue and expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. These statements are only predictions. Actual events or results may differ materially. Factors which could affect our financial results are described in Item 1A below and in Item 7 of Part II of this Form 10-K. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we nor any other person assume responsibility for the accuracy and completeness of the forward-looking statements. We undertake no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results or to changes in our expectations.

*We use a fiscal calendar widely used by the retail industry that results in a fiscal year consisting of a 52- or 53-week period ending on the Saturday closest to January 31. Each fiscal year consists of four 13-week quarters, with an extra week added to the fourth quarter every five or six years. Fiscal 2014 will be the 52-week period ending January 31, 2015. Fiscal 2013 was the 52-week period ending February 1, 2014. Fiscal 2012 was the 53-week period ending February 2, 2013. Fiscal 2011 was the 52-week period ending January 28, 2012. Fiscal 2010 was the 52-week period ending January 29, 2011. Fiscal 2009 was the 52-week period ended January 30, 2010. Fiscal 2008 was the 52-week period ended January 31, 2009.*

*Zumiez, the Company, we, us, its, our and similar references refer to Zumiez Inc. and its wholly-owned subsidiaries.*

**Item 1. BUSINESS**

Zumiez is a leading multi-channel specialty retailer of action sports related apparel, footwear, accessories and hardgoods, focusing on skateboarding, snowboarding, surfing, motocross and bicycle motocross ( BMX ) for young men and women. Zumiez Inc. was formed in August 1978 and is a Washington State corporation.

At February 1, 2014, we operated 551 stores; 511 in the United States ( U.S. ), 28 in Canada and 12 in Europe. We operate under the names Zumiez and Blue Tomato. Additionally, we operate ecommerce websites at [www.zumiez.com](http://www.zumiez.com) and [www.blue-tomato.com](http://www.blue-tomato.com).

We completed the acquisition of Snowboard Dachstein Tauern GmbH and Blue Tomato Graz Handel GmbH (collectively, Blue Tomato ) during fiscal 2012. Blue Tomato is a multi-channel retailer for board sports and related apparel and footwear that operates primarily in the European marketplace.

We operate a sales strategy that integrates our stores with our ecommerce platform. There is significant interaction between our in-store sales and our ecommerce sales channels and we believe that they are utilized in tandem to serve our customers. Our stores bring the look and feel of an independent specialty shop by emphasizing the action sports lifestyle through a distinctive store environment and high-energy sales personnel. We seek to staff our stores with store associates who are knowledgeable users of our products, which we believe provides our customers with enhanced customer service and supplements our ability to identify and react quickly to emerging trends and fashions. We design our stores to appeal to teenagers and young adults and to serve as a destination for our customers. We believe that our distinctive store concepts and compelling store economics will provide continued opportunities for growth in both new and existing markets.

We believe that our customers desire authentic merchandise and fashion that is rooted in the action sports lifestyle and reflects their individuality. We strive to keep our merchandising mix fresh by continuously introducing new brands, styles and categories of product. Our focus on a diverse collection of brands allows us to

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quickly adjust to changing fashion trends. We believe that our strategic mix of apparel, footwear, accessories and hardgoods, including skateboards, snowboards, bindings, components and other equipment, allows us to strengthen the potential of the brands we sell and helps to affirm our credibility with our customers. In addition, we supplement our merchandise mix with a select offering of private label apparel and products as a value proposition that we believe complements our overall merchandise selection.

Over our 35-year history, we have developed a corporate culture based on a passion for the action sports lifestyle. Our management philosophy emphasizes an integrated combination of results measurement, training and incentive programs, all designed to drive sales productivity at the individual store associate level. We have:

increased our store count from 343 as of the end of fiscal 2008 to 551 as of the end of fiscal 2013, representing a compound annual growth rate of 9.9%;

increased net sales from \$408.7 million in fiscal 2008 to \$724.3 million in fiscal 2013, representing a compound annual growth rate of 12.1%;

increased ecommerce sales from 1.5% of net sales in fiscal 2008 to 12.3% in fiscal 2013, representing a compound annual growth rate of 70.8%;

been profitable in every fiscal year of our 35-year history.

### ***Competitive Strengths***

We believe that the following competitive strengths differentiate us from our competitors and are critical to our continuing success.

*Attractive Lifestyle Retailing Concept.* We target a large population of young men and women, many of whom we believe are attracted to the action sports lifestyle and desire to promote their personal independence and style through the apparel, footwear and accessories they wear and the equipment they use. We believe that action sports is a permanent aspect of youth culture, reaching not only consumers that actually participate in action sports, but also those who seek brands and styles that fit a desired action sports image. We believe we have developed a brand image that our customers view as consistent with their attitudes, fashion tastes and identity that should allow us to benefit in our market.

*Differentiated Merchandising Strategy.* We have created a highly differentiated retailing concept by offering an extensive selection of current and relevant action sports brands encompassing apparel, footwear, accessories and hardgoods. The breadth of merchandise offered at our stores exceeds that offered by many other action sports specialty stores and includes some brands and products that are available only at our stores within many malls or shopping areas. The action sports lifestyle includes activities that are popular at different times throughout the year, providing us the opportunity to shift our merchandise selection seasonally. Many of our customers desire to update their wardrobes and equipment as fashion trends evolve or the action sports season dictates. We believe that our ability to quickly recognize changing brand and style preferences and transition our merchandise offerings allows us to continually provide a compelling offering to our customers.

*Deep-rooted Culture.* Our culture and brand image enable us to successfully attract and retain high quality employees who are passionate and knowledgeable about the products we sell. We place great emphasis on customer service and satisfaction, and we have made this a defining feature of our corporate culture. To preserve our culture, we strive to promote from within and we provide our employees with the knowledge and tools to succeed through our comprehensive training programs and the flexibility to manage their stores to meet localized customer demand.

*Distinctive Customer Experience.* We strive to provide a convenient shopping environment that is appealing and clearly communicates our distinct brand image. We seek to attract knowledgeable store associates who identify with the action sports lifestyle and are able to offer superior customer service, advice and product expertise. We believe that our distinctive store environment enhances our image as a leading source for apparel and equipment for the action sports lifestyle.

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*Disciplined Operating Philosophy.* We have an experienced senior management team. Our management team has built a strong operating foundation based on sound retail principles that underlie our unique culture. Our philosophy emphasizes an integrated combination of results measurement, training and incentive programs, all designed to drive sales productivity to the individual store associate level. Our comprehensive training programs are designed to provide our employees with enhanced product knowledge, selling skills and operational expertise. We believe that our merchandising teams' immersion in the action sports lifestyle, supplemented with feedback from our customers, store associates and store leadership, allows us to consistently identify and react to emerging fashion trends. We believe that this, combined with our inventory planning and allocation processes and systems, helps us better manage markdown and fashion risk.

*High-Impact, Integrated Marketing Approach.* We seek to build relationships with our customers through a multi-faceted marketing approach that is designed to integrate our brand images with the action sports lifestyle. Our marketing efforts focus on reaching our customers in their environment and feature extensive grassroots marketing events. Our marketing efforts also incorporate local sporting and music event promotions, advertising in magazines popular with our target market, interactive contest sponsorships that actively involve our customers with our brands and products and various social network channels. Events and activities such as these provide opportunities for our customers to develop a strong identity with our culture and brands. We believe that our immersion in the action sports lifestyle allows us to build credibility with our customers and gather valuable feedback on evolving customer preferences.

### ***Growth Strategy***

We intend to expand our presence as a leading action sports lifestyle retailer by:

*Opening New Store Locations.* We believe that the action sports lifestyle has appeal that provides store expansion opportunities throughout the U.S. and internationally. During the last three fiscal years, we have opened or acquired 163 new stores consisting of 59 stores in fiscal 2013, 59 stores in fiscal 2012 and 45 stores in fiscal 2011. We have successfully opened stores in diverse markets throughout the U.S. and internationally, which we believe demonstrates the portability and growth potential of our concepts. To take advantage of what we believe to be a compelling economic store model, we plan to open approximately 55 new stores in fiscal 2014, including stores in our existing markets and in new markets domestically and internationally. The number of anticipated store openings may increase or decrease due to market conditions and other factors.

*Continuing to Generate Sales Growth through Improved Store Level Productivity and Continued Ecommerce Sales Growth.* We seek to maximize our comparable store sales, including sales from our ecommerce businesses, and net sales per square foot by maintaining consistent store-level execution and offering our customers a broad and relevant selection of action sports brands and products. We seek to continue to grow our ecommerce sales with a continued focus on enhancing and integrating the unique Zumiez and Blue Tomato brand experiences through this channel. In fiscal 2013, 2012 and 2011, ecommerce sales represented 12.3%, 11.2% and 7.3% of our total net sales.

*Enhancing our Brand Awareness through Continued Marketing and Promotion.* We believe that a key component of our success is the brand exposure that we receive from our marketing events, promotions and activities that embody the action sports lifestyle. These are designed to assist us in increasing brand awareness in our existing markets and expanding into new markets by strengthening our connection with our target customer base. We believe that our marketing efforts have also been successful in generating and promoting interest in our product offerings. In addition, we use our ecommerce presence, designed to convey our passion for the action sports lifestyle, to increase our brand awareness. We plan to continue to expand our integrated marketing efforts by promoting more events and activities in our existing and new markets. We also benefit from branded vendors' marketing.

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### ***Merchandising and Purchasing***

Our goal is to be viewed by our customers as the definitive source of merchandise for the action sports lifestyle across all channels in which we operate. We believe that the breadth of merchandise that we offer, which includes apparel, footwear, accessories and hardgoods, exceeds that offered by many other action sports specialty stores at a single location, and makes us a single-stop purchase destination for our target customers.

We seek to identify action sports oriented fashion trends as they develop and to respond in a timely manner with a relevant product assortment. We strive to keep our merchandising mix fresh by continuously introducing new brands or styles in response to the evolving desires of our customers. We also take advantage of the change in action sports seasons during the year to maintain an updated product selection. Our merchandise mix may vary by region and country, reflecting the specific action sports preferences and seasons in each market.

We believe that offering an extensive selection of current and relevant brands used and sometimes developed by professional action sports athletes is integral to our overall success. No single brand, including private label, accounted for more than 7.6%, 9.0% and 6.3% of our net sales in fiscal 2013, 2012 and 2011. We believe that our strategic mix of apparel, footwear, accessories and hardgoods allows us to strengthen the potential of the brands we sell and affirms our credibility with our customers.

We believe that our ability to maintain an image consistent with the action sports lifestyle is important to our key vendors. Given our scale and market position, we believe that many of our key vendors view us as an important retail partner. This position helps ensure our ability to procure a relevant product assortment and quickly respond to the changing fashion interests of our customers. Additionally, we believe we are presented with a greater variety of products and styles by some of our vendors, as well as certain specially designed items that we exclusively distribute. We supplement our merchandise assortment with a select offering of private label products across many of our product categories. Our private label products complement the branded products we sell, and some of our private label brands allow us to cater to the more value-oriented customer. For fiscal 2013, 2012 and 2011, our private label merchandise represented 17.7%, 16.9% and 17.7% of our net sales.

We have developed a disciplined approach to buying and a dynamic inventory planning and allocation process to support our merchandise strategy. We utilize a broad vendor base that allows us to shift our merchandise purchases as required to react quickly to changing consumer demands and market conditions. We manage the purchasing and allocation process by reviewing branded merchandise lines from new and existing vendors, identifying emerging fashion trends and selecting branded merchandise styles in quantities, colors and sizes to meet inventory levels established by management. We also coordinate inventory levels in connection with individual stores' sales strength, our promotions and seasonality.

Our merchandising staff remains in tune with the action sports culture by participating in action sports, attending relevant events and concerts, watching action sports related programming and reading action sports publications and relevant social network channels. In order to identify evolving trends and fashion preferences, our staff spends considerable time analyzing sales data, gathering feedback from our stores and customers, shopping in key markets and soliciting input from our vendors.

We source our private label merchandise from primarily foreign manufacturers around the world. We have cultivated our private label sources with a view towards high quality merchandise, production reliability and consistency of fit. We believe that our knowledge of fabric and production costs combined with a flexible sourcing base enables us to source high-quality private label goods at favorable costs.



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*Store Locations.* At February 1, 2014, we operated 551 stores in the following locations:

**United States - 511 Stores**

Alabama	1	Indiana	10	Nebraska	1	Rhode Island	2
Alaska	3	Iowa	4	New Hampshire	6	South Carolina	2
Arizona	13	Kansas	3	New Jersey	19	South Dakota	2
California	82	Kentucky	1	Nevada	8	Tennessee	6
Colorado	18	Louisiana	2	New Mexico	5	Texas	48
Connecticut	9	Maine	3	New York	32	Utah	14
Delaware	3	Maryland	10	North Carolina	8	Virginia	11
Florida	23	Massachusetts	11	Ohio	4	Washington	25
Georgia	7	Michigan	8	Oklahoma	6	West Virginia	2
Hawaii	5	Minnesota	11	Oregon	13	Wisconsin	14
Idaho	6	Missouri	7	Pennsylvania	19	Wyoming	2
Illinois	17	Montana	5				

**Canada - 28 Stores**

Alberta	5	New Brunswick	1
British Columbia	8	Nova Scotia	1
Manitoba	1	Ontario	12

**Europe - 12 Stores**

Austria	5
Germany	7

The following table shows the number of stores (excluding temporary stores that we operate from time to time for special events) opened, acquired and closed in each of our last three fiscal years:

Fiscal Year	Stores	Stores	Stores	Total Number of Stores End of Year
	Opened	Acquired	Closed	
2013	59	0	6	551
2012	53	6	5	498
2011	45	0	1	444

*Store Design and Environment.* We design our stores to create a distinctive and engaging shopping environment that we believe resonates with our customers. Our stores feature an industrial look, dense merchandise displays, action sports focused posters and signage and popular music, all of which are consistent with the look and feel of an independent action sports specialty shop. Our stores are designed to encourage our customers to shop for longer periods of time, to interact with each other and our store associates and to visit our stores more frequently. Our stores are constructed and finished to allow us to efficiently shift merchandise displays throughout the year as the action sports season dictates. We believe that our store atmosphere enhances our image as a leading provider of action sports lifestyle merchandise.

At February 1, 2014, our stores averaged approximately 3,000 square feet. All references in this Annual Report on Form 10-K to square footage of our stores refers to gross square footage, including retail selling, storage and back-office space. In fiscal 2014, we plan on opening new stores with square footage similar to this average.

*Expansion Opportunities and Site Selection.* In selecting a location for a new store, we target high-traffic locations with suitable demographics and favorable lease terms. For mall locations, we seek locations near busy areas of the mall such as food courts, movie theaters, game stores and other popular teen retailers. We generally



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locate our stores in malls in which other teen-oriented retailers have performed well. We also focus on evaluating the market and mall-specific competitive environment for potential new store locations. We seek to diversify our store locations regionally and by caliber of mall.

*Store Management, Operations and Training.* We believe that our success is dependent in part on our ability to attract, train, retain and motivate qualified employees at all levels of our organization. We have developed a corporate culture that we believe empowers the individual store managers to make store-level business decisions and consistently rewards their success. We are committed to improving the skills and careers of our workforce and providing advancement opportunities for employees.

We believe we provide our managers with the knowledge and tools to succeed through our comprehensive training programs and the flexibility to manage their stores to meet customer demands. While general guidelines for our merchandise assortments, store layouts and in-store visuals are provided by our home offices, we give our managers substantial discretion to tailor their stores to the individual market and empower them to make store-level business decisions. We design group training programs for our managers to improve both operational expertise and supervisory skills.

Our store associates generally have an interest in the action sports lifestyle and are knowledgeable about our products. Through our training, evaluation and incentive programs, we seek to enhance the productivity of our store associates. These programs are designed to promote a competitive, yet fun, culture that is consistent with the action sports lifestyle we seek to promote.

### ***Marketing and Advertising***

We seek to reach our target customer audience through a multi-faceted marketing approach that is designed to integrate our brand image with the action sports lifestyle. Our marketing efforts focus on reaching our customers in their environment, and feature extensive grassroots marketing events, which give our customers an opportunity to experience and participate in the action sports lifestyle. Our grassroots marketing events are built around the demographics of our customer base and offer an opportunity for our customers to develop a strong identity with our brands and culture.

Our marketing efforts also incorporate local sporting and music event promotions, advertising in magazines popular with our target market, interactive contest sponsorships that actively involve our customers with our brands and products, the Zumiez Stash, which is our customer loyalty program, catalogs and various social network channels. We believe that our immersion in the action sports lifestyle allows us to build credibility with our target audience and gather valuable feedback on evolving customer preferences.

### ***Distribution and Fulfillment***

Timely and efficient distribution of merchandise to our stores is an important component of our overall business strategy. Domestically, our distribution center is located in Corona, California. At this facility, merchandise is inspected, allocated to stores, ticketed when necessary and boxed for distribution to our stores. Each store is typically shipped merchandise five times a week, providing our stores with a steady flow of new merchandise.

During fiscal 2012, we relocated our domestic ecommerce fulfillment center from Everett, Washington to Edwardsville, Kansas to provide the additional capacity needed to support the continued growth of our domestic ecommerce operations, while also increasing the speed at which we get product to our customers. Additionally, we utilize our domestic store network to provide fulfillment services for certain customer purchases.

Internationally, we operate a combined distribution and ecommerce fulfillment center located in Graz, Austria that supports our Blue Tomato ecommerce and store operations in Europe and we operate a distribution center located in Delta, British Columbia, Canada to distribute our merchandise to our Canadian stores.

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### ***Management Information Systems***

Our management information systems provide integration of store, merchandising, distribution, financial and human resources functions. The systems include applications related to point-of-sale, inventory management, supply chain, planning, sourcing, merchandising and financial reporting. We continue to invest in technology to align our systems with our business requirements and to support our continuing growth.

### ***Competition***

The teenage and young adult retail apparel, hardgoods and accessories industry is highly competitive. We compete with other retailers for vendors, customers, suitable store locations and qualified store associates and management personnel. In the softgoods market, which includes apparel, footwear and accessories, we currently compete with other teenage and young adult focused retailers. In addition, in the softgoods markets we compete with independent specialty shops, department stores and direct marketers that sell similar lines of merchandise and target customers through catalogs and ecommerce. In the hardgoods markets, which includes skateboards, snowboards, bindings, components and other equipment, we compete directly or indirectly with the following categories of companies: other specialty retailers that compete with us across a significant portion of our merchandising categories, such as local snowboard and skate shops; large-format sporting goods stores and chains and ecommerce retailers.

Competition in our sector is based on, among other things, merchandise offerings, store location, price and the ability to identify with the customer. We believe that our ability to compete favorably with many of our competitors is due to our differentiated merchandising strategy, compelling store environment and deep-rooted culture.

### ***Seasonality***

Historically, our operations have been seasonal, with the largest portion of net sales and net income occurring in the third and fourth fiscal quarters, reflecting increased demand during the back-to-school and winter holiday selling seasons. During fiscal 2013, approximately 58% of our net sales occurred in the third and fourth quarters combined, similar to previous years. As a result of this seasonality, any factors negatively affecting us during the last half of the year, including unfavorable economic conditions, adverse weather or our ability to acquire seasonal merchandise inventory, could have a material adverse effect on our financial condition and results of operations for the entire year. Our quarterly results of operations may also fluctuate based upon such factors as the timing of certain holiday seasons, the popularity of seasonal merchandise offered, the timing and amount of markdowns, competitive influences and the number and timing of new store openings, remodels and closings.

### ***Trademarks***

The Zumiez and Blue Tomato trademarks and certain other trademarks, have been registered, or are the subject of pending trademark applications, with the U.S. Patent and Trademark Office and with the registries of certain foreign countries. We regard our trademarks as valuable and intend to maintain such marks and any related registrations and vigorously protect our trademarks. We also own numerous domain names, which have been registered with the Corporation for Assigned Names and Numbers.

### ***Employees***

At February 1, 2014, we employed approximately 1,800 full-time and approximately 3,800 part-time employees globally. However, the number of part-time employees fluctuates depending on our seasonal needs and generally increases during peak selling seasons, particularly the back-to-school and the winter holiday seasons. None of our employees are represented by a labor union and we believe that our relationship with our employees is good.

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### ***Financial Information about Segments***

See Note 17, Segment Reporting, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of this Form 10-K, for information regarding our segments, product categories and certain geographical information.

### ***Available Information***

Our principal website address is [www.zumiez.com](http://www.zumiez.com). We make available, free of charge, our proxy statement, annual report to shareholders, annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission ( SEC ) at <http://ir.zumiez.com>. Information available on our website is not incorporated by reference in, and is not deemed a part of, this Form 10-K. The SEC maintains a website that contains electronic filings by Zumiez and other issuers at [www.sec.gov](http://www.sec.gov). In addition, the public may read and copy any materials Zumiez files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

### **Item 1A. RISK FACTORS**

*Investing in our securities involves a high degree of risk. The following risk factors, issues and uncertainties should be considered in evaluating our future prospects. In particular, keep these risk factors in mind when you read forward-looking statements elsewhere in this report. Forward-looking statements relate to our expectations for future events and time periods. Generally, the words anticipates, expects, intends, may, should, plans, believes, predicts, potential, continue and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. Any of the following risks could harm our business, operating results or financial condition and could result in a complete loss of your investment. Additional risks and uncertainties that are not yet identified or that we currently think are immaterial may also harm our business and financial condition in the future.*

***Our ability to attract customers to our stores depends heavily on the success of the shopping malls in which many of our stores are located; any decrease in customer traffic in those malls could cause our sales to be less than expected.***

In order to generate customer traffic we depend heavily on locating many of our stores in prominent locations within successful shopping malls. Sales at these stores are derived, in part, from the volume of traffic in those malls. Our stores benefit from the ability of a mall's other tenants to generate consumer traffic in the vicinity of our stores and the continuing popularity of malls as shopping destinations. Our sales volume and mall traffic generally may be adversely affected by, among other things, economic downturns in a particular area, competition from ecommerce retailers, non-mall retailers and other malls, increases in gasoline prices and the closing or decline in popularity of other stores in the malls in which we are located. An uncertain economic outlook could curtail new shopping mall development, decrease shopping mall traffic, reduce the number of hours that shopping mall operators keep their shopping malls open or force them to cease operations entirely. A reduction in mall traffic as a result of these or any other factors could have a material adverse effect on our business, results of operations and financial condition.

***Our growth strategy depends on our ability to open and operate new stores each year, which could strain our resources and cause the performance of our existing stores to suffer.***

Our growth largely depends on our ability to open and operate new stores successfully. However, our ability to open new stores is subject to a variety of risks and uncertainties, and we may be unable to open new stores as planned, and any failure to successfully open and operate new stores could have a material adverse effect on our results of operations. We intend to continue to open new stores in future years while remodeling a portion of our

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existing store base annually. In addition, our proposed expansion will place increased demands on our operational, managerial and administrative resources. These increased demands could cause us to operate our business less effectively, which in turn could cause deterioration in the financial performance of our individual stores and our overall business. To the extent our new store openings are in markets where we already have stores, we may experience reduced net sales in existing stores in those markets. In addition, successful execution of our growth strategy may require that we obtain additional financing, and we cannot assure you that we will be able to obtain that financing on acceptable terms or at all.

In addition, we plan to open new stores in regions of the U.S. or international locations in which we currently have few, or no, stores. The expansion into these markets may present competitive, merchandising, hiring and distribution challenges that are different from those currently encountered in our existing markets. Any of these challenges could adversely affect our business and results of operations.

***Failure to successfully integrate any businesses or stores that we acquire could have an adverse impact on our results of operations and financial performance.***

We may, from time to time, acquire other retail stores or businesses, such as our acquisition of Blue Tomato, a leading European multi-channel retailer for board sports and related apparel and footwear, which was completed in fiscal 2012. We may experience difficulties in integrating any stores or businesses we may acquire, including their facilities, personnel, financial systems, distribution, operations and general operating procedures, and any such acquisitions may also result in the diversion of our capital and our management's attention from other business issues and opportunities. If we experience difficulties in integrating acquisitions or if such acquisitions do not provide the benefits that we expect to receive, we could experience increased costs and other operating inefficiencies, which could have an adverse effect on our results of operations and overall financial performance.

***Our plans for international expansion include risks that could have a negative impact on our results of operations.***

In fiscal 2011, we opened our first store locations in Canada and we plan to continue to open new stores in Canada. During fiscal 2012, we acquired Blue Tomato, which operates primarily in the European market, and we plan to open new stores in Europe in the future. We may continue to expand internationally, either organically, or through additional acquisitions. International markets may have different competitive conditions, consumer tastes and discretionary spending patterns than our existing U.S. market. As a result, operations in international markets may be less successful than our operations in the U.S. Additionally, consumers in international markets may not be familiar with our brands, and we may need to build brand awareness in the markets. Furthermore, we have limited experience with the legal and regulatory environments and market practices outside of the U.S. and cannot guarantee that we will be able to penetrate or successfully operate in international markets. We also expect to incur additional costs in complying with applicable foreign laws and regulations as they pertain to both our products and our operations.

Additionally, the results of operations of our international subsidiaries are exposed to foreign exchange rate fluctuations. Upon translation, operating results may differ materially from expectations. As we expand our international operations, our exposure to exchange rate fluctuations will increase.

***Our business is dependent upon our being able to anticipate, identify and respond to changing fashion trends, customer preferences and other fashion-related factors; failure to do so could have a material adverse effect on us.***

Customer tastes and fashion trends in the action sports lifestyle market are volatile and tend to change rapidly. Our success depends on our ability to effectively anticipate, identify and respond to changing fashion tastes and consumer preferences, and to translate market trends into appropriate, saleable product offerings in a timely manner. If we are unable to successfully anticipate, identify or respond to changing styles or trends and misjudge the market for our products or any new product lines, our sales may be lower than predicted and we

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may be faced with a substantial amount of unsold inventory or missed opportunities. In response to such a situation, we may be forced to rely on markdowns or promotional sales to dispose of excess or slow-moving inventory, which could have a material adverse effect on our results of operations.

*The current uncertainty surrounding the U.S. and global economies, including the European economy, coupled with cyclical economic trends in action sports retailing could have a material adverse effect on our results of operations.*

The action sports retail industry historically has been subject to substantial cyclical. As the U.S. and global economic conditions change, the trends in discretionary consumer spending become unpredictable and discretionary consumer spending could be reduced due to uncertainties about the future. When discretionary consumer spending is reduced, purchases of action sports apparel and related products may decline. The current uncertainty in the U.S. and global economies and increased government debt may have a material adverse impact on our results of operations and financial position.

Because of this cycle, we believe the value message has become more important to consumers. As a retailer that sells approximately 80% to 85% branded merchandise, this trend may negatively affect our business, as we generally will have to charge more than vertically integrated private label retailers.

*Our sales and inventory levels fluctuate on a seasonal basis, leaving our operating results particularly susceptible to changes in back-to-school and winter holiday shopping patterns. Accordingly, our quarterly results of operations are volatile and may fluctuate significantly.*

Our quarterly results of operations have fluctuated significantly in the past and can be expected to continue to fluctuate significantly in the future. Our sales and profitability are typically disproportionately higher in the third and fourth fiscal quarters of each fiscal year due to increased sales during the back-to-school and winter holiday shopping seasons. Sales during these periods cannot be used as an accurate indicator of annual results. As a result of this seasonality, any factors negatively affecting us during the last half of the year, including unfavorable economic conditions, adverse weather or our ability to acquire seasonal merchandise inventory, could have a material adverse effect on our financial condition and results of operations for the entire year. In addition, in order to prepare for the back-to-school and winter holiday shopping seasons, we must order and keep in stock significantly more merchandise than we carry during other times of the year. Any unanticipated decrease in demand for our products during these peak shopping seasons could require us to sell excess inventory at a substantial markdown, which could have a material adverse effect on our business, results of operations and financial condition.

Our quarterly results of operations are affected by a variety of other factors, including:

the timing of new store openings and the relative proportion of our new stores to mature stores;

whether we are able to successfully integrate any new stores that we acquire and the presence of any unanticipated liabilities in connection therewith;

fashion trends and changes in consumer preferences;

calendar shifts of holiday or seasonal periods;

changes in our merchandise mix;

timing of promotional events;

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general economic conditions and, in particular, the retail sales environment;

actions by competitors or mall anchor tenants;

weather conditions;

the level of pre-opening expenses associated with our new stores; and

inventory shrinkage beyond our historical average rates.



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***Significant fluctuations and volatility in the price of cotton, foreign labor costs and other raw materials used in the production of our merchandise may have a material adverse effect on our business, results of operations and financial conditions.***

Increases in the cost of cotton, other raw materials, foreign labor costs and transportation costs used in the production of our merchandise can result in higher costs in the price we pay for this merchandise. The costs for cotton are affected by weather, consumer demand, speculation on the commodities market and other factors that are generally unpredictable and beyond our control. Our gross profit and results of operations could be adversely affected to the extent that the selling prices of our products do not increase proportionately with the increases in the costs of cotton or other materials. Increasing labor costs and oil-related product costs, such as manufacturing and transportation costs, could also adversely impact gross profit. Additionally, significant changes in the relationship between carrier capacity and shipper demand could increase transportation costs, which could also adversely impact gross profit.

***Most of our merchandise is produced by foreign manufacturers; therefore, the availability and costs of these products may be negatively affected by risks associated with international trade and other international conditions.***

Most of our merchandise is produced by manufacturers around the world. Some of these facilities are located in regions that may be affected by natural disasters, political instability or other conditions that could cause a disruption in trade. Trade restrictions such as increased tariffs or quotas, or both, could also increase the cost and reduce the supply of merchandise available to us. Any reduction in merchandise available to us or any increase in its cost due to tariffs, quotas or local issues that disrupt trade could have a material adverse effect on our results of operations. Although the prices charged by vendors for the merchandise we purchase are primarily denominated in U.S. dollars, a decline in the relative value of the U.S. dollar to foreign currencies could lead to increased merchandise costs, which could negatively affect our competitive position and our results of operations.

***Required disclosures regarding conflict minerals could have a negative impact on our results of operations.***

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC promulgated final rules regarding disclosure of the use of certain minerals (tantalum, tin, gold and tungsten) known as conflict minerals, which are mined from the Democratic Republic of the Congo and adjoining countries, as well as procedures regarding a manufacturer's efforts to prevent the sourcing of such minerals and metals produced from those minerals. These new requirements will require due diligence efforts, with initial disclosure requirements effective in May 2014. There may be costs associated with complying with the disclosure requirements, such as costs related to determining the source of certain minerals used in our private label merchandise, as well as costs of possible changes to products, processes or sources of supply as a consequence of such verification activities. We may also face reputational challenges if we are unable to verify the origins for any or all conflict minerals used in our private label merchandise, or if we are unable to certify that our products are conflict free.

***Our business is susceptible to weather conditions that are out of our control, including the potential risks of unpredictable weather patterns and any weather patterns associated with naturally occurring global climate change, and the resultant unseasonable weather could have a negative impact on our results of operations.***

Our business is susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season (including any weather patterns associated with global warming and cooling) could render a portion of our inventory incompatible with those unseasonable conditions. These prolonged unseasonable weather conditions could have a material adverse effect on our business and results of operations.

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*We may be unable to compete favorably in the highly competitive retail industry, and if we lose customers to our competitors, our sales could decrease.*

The teenage and young adult retail apparel, footwear, accessories and hardgoods industry is highly competitive. We compete with other retailers for vendors, teenage and young adult customers, suitable store locations, qualified store associates and management personnel. Some of our competitors are larger than we are and have substantially greater financial, marketing, including advanced ecommerce marketing capabilities, and other resources than we do. Additionally, some of our competitors may offer more options for free and/or expedited shipping for ecommerce sales. Direct competition with these and other retailers may increase significantly in the future, which could require us, among other things, to lower our prices and could result in the loss of our customers. Current and increased competition could have a material adverse effect on our business, results of operations and financial condition.

*If we fail to maintain good relationships with vendors or if a vendor is otherwise unable or unwilling to supply us with adequate quantities of their products at acceptable prices, our business and financial performance could suffer.*

Our business is dependent on continued good relations with our vendors. In particular, we believe that we generally are able to obtain attractive pricing and other terms from vendors because we are perceived as a desirable customer, and deterioration in our relationship with our vendors could have a material adverse effect on our business. There can be no assurance that our vendors will provide us with an adequate supply or quality of products or acceptable pricing. Our vendors could discontinue selling to us, raise the prices they charge at any time or allow their merchandise to be discounted by other retailers. There can be no assurance that we will be able to acquire desired merchandise in sufficient quantities on terms acceptable to us in the future. In addition, certain of our vendors sell their products directly to the retail market and therefore compete with us directly and other vendors may decide to do so in the future. There can be no assurance that such vendors will not decide to discontinue supplying their products to us, supply us only less popular or lower quality items, raise the prices they charge us or focus on selling their products directly. In addition, a number of our vendors are smaller, less capitalized companies and are more likely to be impacted by unfavorable general economic and market conditions than larger and better capitalized companies. These smaller vendors may not have sufficient liquidity during economic downturns to properly fund their businesses and their ability to supply their products to us could be negatively impacted. Any inability to acquire suitable merchandise at acceptable prices, or the loss of one or more key vendors, could have a material adverse effect on our business, results of operations and financial condition.

*Our ecommerce operations subject us to numerous risks that could have an adverse effect on our results of operations.*

Our ecommerce operations subject us to certain risks that could have an adverse effect on our operational results, including:

diversion of traffic and sales from our stores;

rapid technological change;

liability for online content; and

risks related to the computer systems that operate our website and related support systems, including computer viruses, electronic break-ins and similar disruptions.

In addition, risks beyond our control, such as governmental regulation of ecommerce, entry of our vendors in the ecommerce business in competition with us, online security breaches and general economic conditions specific to ecommerce could have an adverse effect on our results of operations.

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***If we lose key executives or are unable to attract and retain the talent required for our business, our financial performance could suffer.***

Our performance depends largely on the efforts and abilities of our key executives. If we lose the services of one or more of our key executives, we may not be able to successfully manage our business or achieve our growth objectives. As our business grows, we will need to attract and retain additional qualified personnel in a timely manner and we may not be able to do so.

***Our failure to meet our staffing needs could adversely affect our ability to implement our growth strategy and could have a material impact on our results of operations.***

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified employees who understand and appreciate our culture based on a passion for the action sports lifestyle and are able to adequately represent this culture to our customers. Qualified individuals of the requisite caliber, skills and number needed to fill these positions may be in short supply in some areas, and the employee turnover rate in the retail industry is high. Competition for qualified employees could require us to pay higher wages to attract a sufficient number of suitable employees. If we are unable to hire and retain store managers and store associates capable of consistently providing a high level of customer service, as demonstrated by their enthusiasm for our culture and knowledge of our merchandise, our ability to open new stores may be impaired and the performance of our existing and new stores could be materially adversely affected. We are also dependent upon temporary personnel to adequately staff our stores and distribution and ecommerce fulfillment centers particularly during busy periods such as the back-to-school and winter holiday seasons. There can be no assurance that we will receive adequate assistance from our temporary personnel, or that there will be sufficient sources of temporary personnel. Although none of our employees are currently covered by collective bargaining agreements, we cannot guarantee that our employees will not elect to be represented by labor unions in the future, which could increase our labor costs and could subject us to the risk of work stoppages and strikes. Any such failure to meet our staffing needs, any material increases in employee turnover rates, any increases in labor costs or any work stoppages, interruptions or strikes could have a material adverse effect on our business or results of operations.

***Our business could suffer with the closure or disruption of our home office or our distribution or ecommerce fulfillment centers.***

Domestically, we rely on a single distribution center located in Corona, California to receive, store and distribute the vast majority of our merchandise to our domestic stores and we primarily rely on a single ecommerce fulfillment center located in Edwardsville, Kansas to ship merchandise purchased on the [www.zumiez.com](http://www.zumiez.com) website. Internationally, we operate a combined distribution and ecommerce fulfillment center located in Graz, Austria that support our Blue Tomato ecommerce and store operations in Europe and we operate a distribution center located in Delta, British Columbia, Canada to distribute our merchandise to our Canadian stores. Additionally, we are headquartered in Lynnwood, Washington. As a result, a natural disaster or other catastrophic event that affects one of the regions where we operate these centers could significantly disrupt our operations and have a material adverse effect on our business, results of operations and financial condition.

***We are required to make substantial rental payments under our operating leases and any failure to make these lease payments when due could have a material adverse effect on our business and growth plans.***

Payments under operating leases account for a significant portion of our operating expenses and has historically been our third largest expense behind cost of sales and our employee related costs. Total rent expense, including contingent rent based on sales of some of our stores, was \$53.4 million, \$50.0 million and \$44.1 million for fiscal 2013, 2012 and 2011. Total rent expense amounts do not include real estate taxes, insurance, common area maintenance charges and other executory costs, which were \$32.0 million, \$28.0 million and \$24.7 million for fiscal 2013, 2012 and 2011.

At February 1, 2014, we were committed to property owners for minimum lease payments of \$353.8 million. In addition to minimum lease payments, substantially all of our store leases provide for contingent rent

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payments based on sales of the respective stores, as well as real estate taxes, insurance, common area maintenance charges and other executory costs. These amounts generally escalate each year. We expect that any new stores we open will also be leased by us under operating leases, which will further increase our operating lease expenses and obligations.

Our substantial operating lease obligations could have significant negative consequences, including:

increasing our vulnerability to general adverse economic and industry conditions;

limiting our ability to obtain additional financing;

requiring that a substantial portion of our available cash be applied to pay our rental obligations, thus reducing cash available for other purposes; and

limiting our flexibility in planning for or reacting to changes in our business or in the industry in which we compete, and placing us at a disadvantage with respect to some of our competitors.

We depend on cash flow from operations to pay our lease expenses and to fulfill our other cash needs. If our business does not generate sufficient cash flow from operating activities, and sufficient funds are not otherwise available to us from borrowings under bank loans or from other sources, we may not be able to service our operating lease expenses, grow our business, respond to competitive challenges or fund our other liquidity and capital needs, which could have a material adverse effect on our business.

***The terms of our primary credit facility impose operating and financial restrictions on us that may impair our ability to respond to changing business and economic conditions. These restrictions could have a significant adverse impact on our business. Additionally, our business could suffer if our ability to acquire financing is reduced or eliminated.***

We maintain a secured credit agreement with Wells Fargo Bank, N.A., which provides us with a secured revolving credit facility until September 1, 2014 of up to \$25.0 million, which, pursuant to an accordion feature, may be increased to \$35.0 million at our discretion. The credit agreement contains a number of restrictions and covenants that generally limit our ability to, among other things, (1) incur additional debt, (2) undergo a change in ownership and (3) enter into certain transactions. The credit agreement also contains financial covenants that require us to meet certain specified financial tests and ratios, including, a maximum net income after taxes of not less than one dollar on a trailing four-quarter basis provided, that, there shall be added to net income all charges for impairment of goodwill and other intangibles and up to an aggregate of \$5.0 million of store asset impairment, and a minimum quick ratio of 1.25. The quick ratio is defined as our cash and near cash equivalents plus certain defined receivables divided by the outstanding borrowings. Our accounts receivable, general intangibles, inventory and equipment have been pledged to secure our obligations under the credit agreement. We must also provide financial information and statements to our lender. We were in compliance with all such covenants at February 1, 2014. There were no outstanding borrowings under the secured revolving credit facility at February 1, 2014 and February 2, 2013. We had open commercial letters of credit outstanding under our secured revolving credit facility of \$0.3 million and \$0.2 million at February 1, 2014 and February 2, 2013.

A breach of any of these restrictive covenants or our inability to comply with the required financial tests and ratios could result in a default under the credit agreement. If a default occurs, the lender may elect to declare all outstanding borrowings, together with accrued interest and other fees, to be immediately due and payable. If we are unable to repay outstanding borrowings when due, whether at their maturity or if declared due and payable by the lender following a default, the lender has the right to proceed against the collateral granted to it to secure the indebtedness. As a result, any breach of these covenants or failure to comply with these tests and ratios could have a material adverse effect on us. There can be no assurance that we will not breach the covenants or fail to comply with the tests and ratios in our credit agreement or any other debt agreements we may enter into in the future and, if a breach occurs, there can be no assurance that we will be able to obtain necessary waivers or amendments from the lenders.

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The restrictions contained in our credit agreement could: (1) limit our ability to plan for or react to market conditions or meet capital needs or otherwise restrict our activities or business plans; and (2) adversely affect our ability to finance our operations, strategic acquisitions, investments or other capital needs or to engage in other business activities that would be in our interest.

Additionally, in the current economic environment, we cannot be assured that our borrowing relationship with our lenders will continue or that our lenders will remain able to support their commitments to us in the future. If our lenders fail to do so, then we may not be able to secure alternative financing on commercially reasonable terms, or at all.

### ***Our business could suffer if a manufacturer fails to use acceptable labor practices.***

We do not control our vendors or the manufacturers that produce the products we buy from them, nor do we control the labor practices of our vendors and these manufacturers. The violation of labor or other laws by any of our vendors or these manufacturers, or the divergence of the labor practices followed by any of our vendors or these manufacturers from those generally accepted as ethical in the U.S., could interrupt, or otherwise disrupt, the shipment of finished products to us or damage our reputation. Any of these, in turn, could have a material adverse effect on our financial condition and results of operations. In that regard, most of the products we sell are manufactured overseas, primarily in Asia and Central America, which may increase the risk that the labor practices followed by the manufacturers of these products may differ from those considered acceptable in the U.S.

Additionally, our products are subject to regulation of and regulatory standards set by various governmental authorities with respect to quality and safety. Regulations and standards in this area are currently in place. These regulations and standards may change from time to time. Our inability to comply on a timely basis with regulatory requirements could result in significant fines or penalties, which could adversely affect our reputation and sales. Issues with the quality and safety of merchandise we sell, regardless of our culpability, or customer concerns about such issues, could result in damage to our reputation, lost sales, uninsured product liability claims or losses, merchandise recalls and increased costs.

### ***Our failure to adequately anticipate a correct mix of private label merchandise may have a material adverse effect on our business.***

Sales from private label merchandise account for approximately 15% to 20% of our net sales and generally carry higher gross margins than our other merchandise. We may take steps to increase the percentage of net sales of private label merchandise in the future, although there can be no assurance that we will be able to achieve increases in private label merchandise sales as a percentage of net sales. Our failure to anticipate, identify and react in a timely manner to fashion trends with our private label merchandise, could have a material adverse effect on our comparable store sales, financial condition and results of operations.

### ***If our information systems hardware or software fails to function effectively or does not scale to keep pace with our planned growth, our operations could be disrupted and our financial results could be harmed.***

We are continuing to make investments to improve our information systems infrastructure. If our information systems and software do not work effectively, this could adversely impact the promptness and accuracy of our transaction processing, financial accounting and reporting and our ability to manage our business and properly forecast operating results and cash requirements. Additionally, we rely on third-party service providers for certain information systems functions. If a service provider fails to provide the data quality, communications capacity or services we require, the failure could interrupt our services and could have a material adverse effect on our business, financial condition and results of operations. To manage the anticipated growth of our operations and personnel, we may need to continue to improve our operational and financial systems, transaction processing, procedures and controls, and in doing so could incur substantial additional expenses that could impact our financial results.

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***The security of our databases that contain personal information of our retail customers could be breached, which could subject us to adverse publicity, litigation and expenses. In addition, if we are unable to comply with security standards created by the credit card industry, our operations could be adversely affected.***

Database privacy, network security and identity theft are matters of growing public concern. In an attempt to prevent unauthorized access to our network and databases containing confidential, third-party information, we have installed privacy protection systems, devices and activity monitoring on our networks. Nevertheless, if unauthorized parties gain access to our networks or databases, they may be able to steal, publish, delete or modify our private and sensitive third-party information. In such circumstances, we could be held liable to our customers or other parties or be subject to regulatory or other actions for breaching privacy rules and we may be exposed to reputation damage and loss of customers' trust and business. This could result in costly investigations and litigation, civil or criminal penalties and adverse publicity that could adversely affect our financial condition, results of operations and reputation. Further, if we are unable to comply with the security standards established by banks and the credit card industry, we may be subject to fines, restrictions and expulsion from card acceptance programs, which could adversely affect our retail operations.

***Our inability or failure to protect our intellectual property or our infringement of other's intellectual property could have a negative impact on our operating results.***

We believe that our trademarks and domain names are valuable assets that are critical to our success. The unauthorized use or other misappropriation of our trademarks or domain names could diminish the value of the Zumiez or Blue Tomato brands, our store concepts, our private label brands or our goodwill and cause a decline in our net sales. Although we have secured or are in the process of securing protection for our trademarks and domain names in a number of countries outside of the U.S., there are certain countries where we do not currently have or where we do not currently intend to apply for protection for certain trademarks or at all. Also, the efforts we have taken to protect our trademarks may not be sufficient or effective. Therefore, we may not be able to prevent other persons from using our trademarks or domain names outside of the U.S., which also could adversely affect our business. We are also subject to the risk that we may infringe on the intellectual property rights of third parties. Any infringement or other intellectual property claim made against us, whether or not it has merit, could be time-consuming, result in costly litigation, cause product delays or require us to pay royalties or license fees. As a result, any such claim could have a material adverse effect on our operating results.

***The effects of war or acts of terrorism, or other types of mall violence, could adversely affect our business.***

Most of our stores are located in shopping malls. Any threat of terrorist attacks or actual terrorist events, or other types of mall violence, such as shootings in malls, particularly in public areas, could lead to lower customer traffic in shopping malls. In addition, local authorities or mall management could close shopping malls in response to security concerns. Mall closures, as well as lower customer traffic due to security concerns, could result in decreased sales. Additionally, the armed conflicts in the Middle East, or the threat, escalation or commencement of war or other armed conflict elsewhere, could significantly diminish consumer spending, and result in decreased sales for us. Decreased sales could have a material adverse effect on our business, financial condition and results of operations.

***The outcome of litigation could have a material adverse effect on our business, and may result in substantial costs and could divert management's attention.***

We are involved, from time to time, in litigation incidental to our business including complaints filed by investors. This litigation could result in substantial costs, and could divert management's attention and resources, which could harm our business. Risks associated with legal liability are often difficult to assess or quantify, and their existence and magnitude can remain unknown for significant periods of time. There can be no assurance that the actual outcome of pending or future litigation will not have a material adverse effect on our results of operations or financial condition. Additionally, while we maintain director and officer liability insurance for litigation surrounding investor lawsuits, the amount of insurance coverage may not be sufficient to cover a claim and the continued availability of this insurance cannot be assured.

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***Our operations expose us to the risk of litigation, which could lead to significant potential liability and costs that could harm our business, financial condition or results of operations.***

We employ a substantial number of full-time and part-time employees, a majority of whom are employed at our store locations. As a result, we are subject to a large number of federal, state and foreign laws and regulations relating to employment. This creates a risk of potential claims that we have violated laws related to discrimination and harassment, health and safety, wage and hour laws, criminal activity, personal injury and other claims. We are also subject to other types of claims in the ordinary course of our business. Some or all of these claims may give rise to litigation, which could be time-consuming for our management team, costly and harmful to our business.

In addition, we are exposed to the risk of class action litigation. The costs of defense and the risk of loss in connection with class action suits are greater than in single-party litigation claims. Due to the costs of defending against such litigation, the size of judgments that may be awarded against us, and the loss of significant management time devoted to such litigation, we cannot assure you that such litigation will not disrupt our business or impact our financial results.

***Our failure to comply with federal, state, local or foreign laws, or changes in these laws, could have an adverse impact on our results of operations and financial performance.***

Our business is subject to a wide array of laws and regulations. Changes in the regulations, the imposition of additional regulations, or the enactment of any new legislation including those related to health care, taxes, privacy, environmental issues and trade, could adversely affect our results of operations or financial condition.

***Our business could be adversely affected by increased labor costs, including costs related to an increase in the minimum wage and new health care laws.***

Labor is a primary component in the cost of operating our business. Increased labor costs, whether due to competition, unionization, increased minimum wage, state unemployment rates, employee benefits costs or otherwise, may adversely impact our operating expenses. A considerable amount of our store team members are paid at rates related to the federal or state minimum wage and any changes to the minimum wage rate may increase our operating expenses. Additionally, we are self-insured with respect to our health care coverage in the U.S. and do not purchase third party insurance for the health insurance benefits provided to employees with the exception of pre-defined stop loss coverage, which helps limit the cost of large claims. In March 2010, The Patient Protection and Affordable Care Act was enacted requiring employers such as us to provide health insurance for all qualifying employees or pay penalties for not providing coverage. The most significant increases in cost will occur in fiscal 2014 and fiscal 2015. We are evaluating the impact the new law will have on us, and although we cannot predict with certainty the financial and operational impacts the new law will have, we expect to be required to provide health benefits to more employees than we currently do, which could raise our labor costs. While the majority of these costs will begin in fiscal 2014 and fiscal 2015, there is no assurance that we will be able to absorb and/or pass through the costs of such legislation in a manner that will not adversely impact our results or operations.

***We have incurred and will continue to incur significant expenses as a result of being a public company, which will negatively impact our financial performance.***

We completed our initial public offering in May 2005 and we have incurred and could continue to incur significant legal, accounting, insurance and other expenses as a result of being a public company. Rules and regulations implemented by Congress, the SEC and the Nasdaq Global Select Market have required changes in corporate governance practices of public companies. Compliance with these laws could cause us to incur significant costs and expenses, including legal and accounting costs, and could make some compliance activities more time-consuming and negatively impact our financial performance. Additionally, these rules and regulations may make it more expensive for us to obtain director and officer liability insurance. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as officers.

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***Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting and could harm our ability to manage our expenses.***

Reporting obligations as a public company and our anticipated growth, both domestically and internationally, are likely to place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel. In addition, we are required to document and test our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 so that our management can certify as to the effectiveness of our internal controls and our independent registered public accounting firm can render an opinion on the effectiveness of our internal control over financial reporting on an annual basis. This process requires us to document our internal controls over financial reporting and to potentially make significant changes thereto, if applicable. As a result, we have incurred and expect to continue to incur substantial expenses to test our financial controls and systems, and we have been and in the future may be required to improve our financial and managerial controls, reporting systems and procedures, to incur substantial expenses to make such improvements and to hire additional personnel. If our management is ever unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are ever identified, we could be subject to regulatory scrutiny and a loss of public confidence, which could have a material adverse effect on our business and our stock price. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in our stock price and adversely affect our ability to raise capital.

***Changes to accounting rules or regulations could significantly affect our financial results.***

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ( U.S. GAAP ). New accounting rules or regulations and changes to existing accounting rules or regulations have occurred and may occur in the future. Future changes to accounting rules or regulations, such as changes to lease accounting guidance or a requirement to convert to international financial reporting standards, could negatively affect our results of operations and financial condition through increased cost of compliance.

***We may fail to meet analyst expectations, which could cause the price of our stock to decline.***

Our common stock is traded publicly and various securities analysts follow our financial results and issue reports on us. These reports include information about our historical financial results as well as the analysts' estimates of our future performance. The analysts' estimates are based upon their own independent opinions and can be different from our estimates or expectations. If our operating results are below the estimates or expectations of public market analysts and investors, our stock price could decline. In December 2007, a securities class action litigation and associated derivative lawsuits were brought against us and such actions are frequently brought against other companies following a decline in the market price of their securities. These lawsuits were dismissed with prejudice in March 2009. If our stock price is volatile, we may become involved in this type of litigation in the future. Any litigation could result in substantial costs and a diversion of management's attention and resources that are needed to successfully run our business.

***The value of our investments may fluctuate.***

We have our excess cash primarily invested in state and local municipal securities and variable-rate demand notes. These investments have historically been considered very safe investments with minimal default rates. At February 1, 2014, we had \$98.0 million of investments in state and local government securities and variable-rate demand notes. These securities are not guaranteed by the U.S. government and are subject to additional credit risk based upon each local municipality's tax revenues and financial stability. As a result, we may experience a reduction in value or loss of liquidity of our investments, which may have a negative adverse effect on our results of operations, liquidity and financial condition.



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*A decline in the market price of our stock and/or our performance may trigger an impairment of the goodwill and other indefinite-lived intangible assets recorded on the consolidated balance sheets.*

Goodwill and other indefinite-lived intangible assets are required to be tested for impairment at least annually or more frequently if management believes indicators of impairment exist. Any reduction in the carrying value of our goodwill or other indefinite-lived intangible assets as a result of our impairment analysis could result in a non-cash impairment charge, which could have a significant impact on our results of operations.

*Reduced operating results and cash flows may cause us to incur impairment charges.*

We review the carrying value of our fixed assets for impairment whenever events or changes in circumstances indicate that the carrying value of such asset may not be recoverable. The review could result in a non-cash impairment charge related to underperforming stores, which could impact our results of operations.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

All of our stores are occupied under operating leases and encompassed approximately 1,620,000 total square feet at February 1, 2014.

We own approximately 356,000 square feet of developable land in Lynnwood, Washington, and completed construction of a 63,071 square foot global home office in fiscal 2012. Additionally, we lease 14,208 square feet of office space in Schladming, Austria for our European home office. This lease is set to expire in 2017.

We own a 168,450 square foot building in Corona, California that serves as our domestic warehouse and distribution center. We lease 123,761 square feet of a facility in Edwardsville, Kansas that serves as our zumiez.com ecommerce fulfillment center. This lease is set to expire in 2022.

We lease a 80,234 square feet combined distribution and ecommerce fulfillment center in Graz, Austria that supports our Blue Tomato ecommerce and store operations in Europe. This lease is set to expire in 2019. We lease 17,168 square feet of a distribution facility in Delta, British Columbia, Canada that supports our store operations in Canada. This lease is set to expire in 2018.

Additionally, we are under lease for a 59,972 square foot location in Everett, Washington that was previously used for a portion of our combined home office and ecommerce fulfillment center. This lease expires in 2017.

**Item 3. LEGAL PROCEEDINGS**

We are involved from time to time in litigation incidental to our business. We believe that the outcome of current litigation is not expected to have a material adverse effect on our results of operations or financial condition.

See Note 10, Commitments and Contingencies, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of this Form 10-K, for additional information related to legal proceedings.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Table of Contents****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 Nasdaq Global Select Market under the symbol ZUMZ. At February 1, 2014, there were 29,619,305 shares of common stock outstanding. The following table sets forth the high and low sales prices for our common stock on the Nasdaq Global Select Market.

<b>Fiscal 2013</b>	<b>High</b>	<b>Low</b>
First Fiscal Quarter (February 3, 2013 – May 4, 2013)	\$ 30.32	\$ 20.47
Second Fiscal Quarter (May 5, 2013 – August 3, 2013)	\$ 33.50	\$ 26.67
Third Fiscal Quarter (August 4, 2013 – November 2, 2013)	\$ 30.18	\$ 23.93
Fourth Fiscal Quarter (November 3, 2013 – February 1, 2014)	\$ 30.90	\$ 21.01
<b>Fiscal 2012</b>	<b>High</b>	<b>Low</b>
First Fiscal Quarter (January 29, 2012 – April 28, 2012)	\$ 38.79	\$ 27.66
Second Fiscal Quarter (April 29, 2012 – July 28, 2012)	\$ 41.96	\$ 31.65
Third Fiscal Quarter (July 29, 2012 – October 27, 2012)	\$ 38.57	\$ 24.60
Fourth Fiscal Quarter (October 28, 2012 – February 2, 2013)	\$ 26.94	\$ 17.93

**Table of Contents****Performance Measurement Comparison**

The following graph shows a comparison for total cumulative returns for Zumiez Inc., the Nasdaq Composite Index and the Nasdaq Retail Trade Index during the period commencing on January 31, 2009 and ending on February 1, 2014. The comparison assumes \$100 was invested on January 31, 2009 in each Zumiez, the Nasdaq Composite Index and the Nasdaq Retail Trade Index, and assumes the reinvestment of all dividends, if any. The comparison in the following graph and table is required by the SEC and is not intended to be a forecast or to be indicative of future Company common stock performance.

	1/31/09	1/30/10	1/29/11	1/28/12	2/2/13	2/1/14
<b>Zumiez Inc.</b>	<b>100.00</b>	<b>178.04</b>	<b>312.03</b>	<b>396.22</b>	<b>295.24</b>	<b>300.98</b>
<b>NASDAQ Composite</b>	<b>100.00</b>	<b>145.73</b>	<b>185.35</b>	<b>196.13</b>	<b>222.33</b>	<b>296.73</b>
<b>NASDAQ Retail Trade</b>	<b>100.00</b>	<b>176.03</b>	<b>231.96</b>	<b>262.10</b>	<b>333.70</b>	<b>401.19</b>

**Holder of the Company's Capital Stock**

We had 345 shareholders of record as of February 28, 2014.

**Dividends**

No cash dividends have been declared on our common stock to date nor have any decisions been made to pay a dividend in the foreseeable future. Payment of dividends is evaluated on a periodic basis.

**Table of Contents****Recent Sales of Unregistered Securities**

None

**Issuer Purchases of Equity Securities**

The following table presents information with respect to purchases of our common stock made during the thirteen weeks ended February 1, 2014 (in thousands, except average price paid per share):

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</b>	<b>Dollar Value of Shares that May Yet be Repurchased Under the Plans or Programs (1)</b>
November 3, 2013 - November 30, 2013		\$		\$ 12,475
December 1, 2013 - January 4, 2014	103	24.24	103	27,510
January 5, 2014 - February 1, 2014	572	22.50	572	14,642
<b>Total</b>	<b>675</b>		<b>675</b>	

- (1) The share repurchase program is conducted under authorizations made from time to time by our Board of Directors. In November 2012, we publicly announced that our Board of Directors authorized us to repurchase up to \$22.0 million of our common stock. This repurchase program was completed in December 2012. In December 2012, we publicly announced that our Board of Directors authorized us to repurchase up to an additional \$20.0 million of our common stock. On December 4, 2013, our Board of Directors superseded and replaced this program with a new \$30.0 million share repurchase program that is expected to continue through January 31, 2015, unless the time period is extended or shortened by the Board of Directors.

**Table of Contents****Item 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial information has been derived from our audited Consolidated Financial Statements. The data should be read in conjunction with our Consolidated Financial Statements and the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere herein.

	Fiscal 2013 (1)	Fiscal 2012 (2)	Fiscal 2011	Fiscal 2010 (3)	Fiscal 2009 (4)
<b>Statement of Operations Data (in thousands, except per share data):</b>					
Net sales	\$ 724,337	\$ 669,393	\$ 555,874	\$ 478,849	\$ 407,603
Cost of goods sold	462,577	428,109	354,198	311,028	274,396
Gross profit	261,760	241,284	201,676	167,821	133,207
Selling, general and administrative expenses	188,918	172,742	141,444	130,454	120,472
Operating profit	72,842	68,542	60,232	37,367	12,735
Interest income, net	711	1,410	1,836	1,496	1,176
Other (expense) income, net	(1,589)	327	(379)	(8)	96
Earnings before income taxes	71,964	70,279	61,689	38,855	14,007
Provision for income taxes	26,016	28,115	24,338	14,652	4,876
Net income	\$ 45,948	\$ 42,164	\$ 37,351	\$ 24,203	\$ 9,131
Earnings per share:					
Basic	\$ 1.54	\$ 1.37	\$ 1.22	\$ 0.81	\$ 0.31
Diluted	\$ 1.52	\$ 1.35	\$ 1.20	\$ 0.79	\$ 0.30
Weighted average shares outstanding:					
Basic	29,810	30,742	30,527	29,971	29,499
Diluted	30,206	31,273	31,119	30,794	30,133
<b>Balance Sheet Data (in thousands):</b>					
Cash, cash equivalents and current marketable securities	\$ 117,155	\$ 103,172	\$ 172,798	\$ 128,801	\$ 108,051
Working capital (5)	168,472	146,115	197,927	155,400	133,927
Total assets	443,403	409,098	362,157	301,631	260,265
Total long-term liabilities	46,375	48,478	34,304	29,435	27,802
Total shareholders' equity	335,654	303,421	272,277	226,735	192,676
<b>Other Financial Data (in thousands, except gross margin and operating margin):</b>					
Gross margin (6)	36.1%	36.0%	36.3%	35.0%	32.7%
Operating margin (7)	10.1%	10.2%	10.8%	7.8%	3.1%
Capital expenditures	\$ 35,969	\$ 41,070	\$ 25,508	\$ 29,124	\$ 16,004
Depreciation, amortization and accretion	\$ 26,596	\$ 22,957	\$ 19,744	\$ 17,923	\$ 22,092
<b>Store Data:</b>					
Number of stores open at end of period	551	498	444	400	377
Comparable store sales (decrease) increase (8)	(0.3%)	5.0%	8.7%	11.9%	(10.0%)
Net sales per store (9) (in thousands)	\$ 1,196	\$ 1,240	\$ 1,210	\$ 1,162	\$ 1,081
Total store square footage (10) (in thousands)	1,624	1,480	1,308	1,174	1,107
Average square footage per store (11)	2,947	2,961	2,945	2,935	2,937
Net sales per square foot (12)	\$ 405	\$ 421	\$ 411	\$ 396	\$ 367



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- (1) Included in the results for fiscal 2013 are the following charges: a) a benefit of \$2.7 million representing the correction of an error related to our calculation to account for rent expense on a straight-line basis, b) a benefit of \$2.6 million for the reversal of the previously recorded expense associated with the future incentive payments to be paid in conjunction with our acquisition of Blue Tomato, c) an expense of \$2.3 million for the amortization of intangible assets and d) an expense of \$1.3 million for a litigation settlement.
- (2) Fiscal 2012 consisted of 53 weeks. All other fiscal years presented consisted of 52 weeks. In fiscal 2012, we acquired Blue Tomato for cash consideration of 59.5 million Euros (\$74.8 million). Additionally, included in the results for fiscal 2012 are the following charges: a) an expense of \$2.3 million associated with the future incentive payments to be paid in conjunction with our acquisition of Blue Tomato, b) an expense of \$2.2 million related to a step-up in inventory to estimated fair value in conjunction with our acquisition of Blue Tomato, c) an expense of \$2.1 million associated with the relocation of our ecommerce fulfillment center and home office, d) an expense of \$1.9 million in transaction costs incurred in conjunction with our acquisition of Blue Tomato and e) an expense of \$1.3 million for the amortization of intangible assets.
- (3) Included in the results of fiscal 2010 are the following charges: a) an expense of \$2.4 million associated with the relocation of our distribution center and b) an expense of \$2.1 million for a litigation settlement. Additionally, we changed our estimate of the useful lives of our leasehold improvements and the effect of this change reduced depreciation expense by \$4.2 million.
- (4) Included in the results of fiscal 2009 are the following charges: a) an expense of \$2.5 million due to the impairment of the assets of 21 stores and b) an expense of \$1.4 million for a litigation settlement.
- (5) Working capital is defined as current assets minus current liabilities.
- (6) Gross margin represents gross profit divided by net sales.
- (7) Operating margin represents operating profit divided by net sales.
- (8) See Management's Discussion and Analysis of Financial Condition and Results of Operations - General for more information about how we compute comparable store sales.
- (9) Net sales per store represents net sales, excluding ecommerce sales, for the period divided by the average number of stores open during the period. For purposes of this calculation, the average number of stores open during the period is equal to the sum of the number of stores open as of the end of each month during the fiscal year divided by the number of months in the fiscal year.
- (10) Total store square footage includes retail selling, storage and back office space at the end of the fiscal year.
- (11) Average square footage per store is calculated based on the total store square footage at the end of the fiscal year, including retail selling, storage and back office space, of all stores open at the end of the fiscal year.
- (12) Net sales per square foot represents net sales, excluding ecommerce sales, for the period divided by the average square footage of stores open during the period. For purposes of this calculation, the average square footage of stores open during the period is equal to the sum of

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the total square footage of the stores open as of the end of each month during the fiscal year divided by the number of months in the fiscal year.

### **Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this document. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those discussed in Item 1A Risk Factors. See the cautionary note regarding forward-looking statements set forth at the beginning of Part I of the Annual Report on Form 10-K.*



**Table of Contents****Fiscal 2013 A Review of This Past Year**

In fiscal 2013, teen retail in general experienced a challenging sales environment, with many mall based teen retailers seeing significant sales declines. Zumiez was not immune to the declines in traffic; however, with our distinctive brand offering and diverse product selection, as well as the unique customer experience our sales associates provide, our sales results held strong relative to the teen retail sector, with comparable stores sales down slightly while product margins remained essentially flat. At the beginning of fiscal 2013, we anticipated the upcoming year would be more challenging; however, we made a decision to continue making strategic investments that we believe will reap long-term benefits.

Our primary focus in fiscal 2013 was continued investments domestically and internationally in technology and people aimed at enhancing the consumer experience across all channels our customer engages with us and to build out our infrastructure in Europe where we are in the early stages of growth after the acquisition of Blue Tomato in fiscal 2012. In North America we opened 53 stores (44 in the U.S. and nine in Canada), we upgraded the zumiez.com ecommerce platform and made progress across our omni-channel initiatives, including expanding access to our inventory in all channels. In Europe we opened six stores during fiscal 2013, doubling our store count to 12 stores at the end of fiscal 2013, and we launched blue-tomato.com on a new ecommerce platform during the year.

The following table shows net sales, operating profit and margin and diluted earnings per share growth for fiscal 2013 compared to fiscal 2012. The fiscal 2013 results include a \$2.7 million benefit for the correction of an prior year error related to our calculation to account for rent expense on a straight-line basis and a \$1.3 million expense for a litigation settlement. Charges in fiscal 2013 associated with the acquisition of Blue Tomato netted to a benefit of \$0.1 million primarily related to a \$2.6 million benefit for the reversal of the previously recorded expense associated with future incentive payments related to the transaction, offset by \$2.3 million for the amortization of intangible assets. The fiscal 2012 results include \$7.3 million in costs associated with the acquisition of Blue Tomato, including one-time acquisition costs, amortization of intangible assets and the costs associated with the future incentive payments related to the transaction, as well as \$2.1 million in charges for the relocation of our home office and ecommerce fulfillment center.

	<b>Fiscal 2013 (1)</b>	<b>Fiscal 2012 (1)</b>	<b>% Change</b>
Net sales (in thousands)	\$ 724,337	\$ 669,393	8%
Operating profit (in thousands)	\$ 72,842	\$ 68,542	6%
Operating margin	10.1%	10.2%	
Diluted earnings per share	\$ 1.52	\$ 1.35	13%

(1) Fiscal 2013 consisted of 52 weeks versus 53 weeks in fiscal 2012.

The increase in net sales was primarily driven by the net addition of 53 stores (59 new stores offset by six store closures), partially offset by the impact of one less week of sales and a 0.3% decrease in comparable store sales. The decrease in comparable stores sales was primarily driven by a decrease in transactions, partially offset by an increase in dollars per transaction. Dollars per transaction increased primarily due to an increase in units per transaction, partially offset by a decline in average unit retail. Operating margin was down slightly in fiscal 2013 compared to fiscal 2012 as a result of deleveraging the cost structure on a comparable store sales decline, including the impact of investments made in the year, and the impact of the other charges discussed above.

The results for fiscal 2013 were below our expectations and our historical growth performance; however, when viewed against the teen landscape, we are encouraged that we were able to hold comparable store sales close to flat while maintaining strong product margins. While we cannot project when the current traffic headwinds will end, we believe that our proven product strategies and differentiating shopping experience, along with the enhancements we continue to make, will result in long-term earnings growth.

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### **Fiscal 2014 A Look At the Upcoming Year**

We enter fiscal 2014 with many of the same challenges we faced throughout fiscal 2013. The teen retail sector is in the midst of a down cycle which appears to be driven by a combination of factors. With limited visibility into when these headwinds will subside, we are being cautious with our outlook for the year. Fiscal 2013 was a heavy investment year relative to our top line growth. In fiscal 2014, we do not anticipate the same rate of growth for our cost structure; however, we do plan to fund the growth and strategic initiatives that support our long-term vision. This could put pressure on our earnings in the short-term, but we believe will reap long-term benefits.

Long-term we aim to grow sales annually and grow operating profit at a faster rate than sales by focusing on our growth initiatives while managing our cost structure. Our primary growth vehicles in both our domestic and international markets are:

1. Initiatives that drive comparable store sales gains;
2. Opening high return new stores;
3. Ecommerce penetration; and
4. Omni-channel initiatives.

In fiscal 2014, we expect total sales to increase driven by the opening of approximately 55 new stores, including approximately five stores in Europe. We will make further investments in people and infrastructure in fiscal 2014, building on the progress we have made through fiscal 2013, primarily focused on the development of our omni-channel sales strategies and our international growth. We anticipate inventory levels per square foot to be flat or grow slightly. We expect our cash, short-term investments and working capital to increase, and do not anticipate any new borrowings during the year.

### **General**

Net sales constitute gross sales (net of actual and estimated returns and deductions for promotions) and shipping revenue. Net sales include our in-store sales and our ecommerce sales. Net sales are allocated between in-store and ecommerce based on the location where the sale is fulfilled, which does not always represent where the customer originated the sale. We record the sale of gift cards as a current liability and recognize revenue when a customer redeems a gift card. Additionally, the portion of gift cards that will not be redeemed ( gift card breakage ) is recognized in net sales after 24 months, at which time the likelihood of redemption is considered remote based on our historical redemption data.

We report comparable store sales based on net sales beginning on the first anniversary of the first day of operation of a new store or ecommerce business. We operate a sales strategy that integrates our stores with our ecommerce platform. There is significant interaction between our in-store sales and our ecommerce sales channels and we believe that they are utilized in tandem to serve our customers. Therefore, our comparable store sales also include our ecommerce sales. Changes in our comparable store sales between two periods are based on net sales of in-store or ecommerce businesses which were in operation during both of the two periods being compared and, if an in-store or ecommerce business is included in the calculation of comparable store sales for only a portion of one of the two periods being compared, then that in-store or ecommerce business is included in the calculation for only the comparable portion of the other period. Any change in square footage of an existing comparable store, including remodels and relocations, does not eliminate that store from inclusion in the calculation of comparable store sales. Any store or ecommerce business that we acquire will be included in the calculation of comparable store sales after the first anniversary of the acquisition date. As such, Blue Tomato results are included in the calculation of comparable store sales beginning in July 2013. Current year foreign exchange rates are applied to both current year and prior year comparable store sales to achieve a consistent basis for comparison. There may be variations in the way in which some of our competitors and other apparel retailers calculate comparable or same store sales. As a result, data herein regarding our comparable store sales may not be comparable to similar data made available by our competitors or other retailers.

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Cost of goods sold consists of branded merchandise costs and our private label merchandise costs including design, sourcing, importing and inbound freight costs. Our cost of goods sold also includes shrinkage, buying, occupancy, ecommerce fulfillment, distribution and warehousing costs (including associated depreciation) and freight costs for store merchandise transfers. This may not be comparable to the way in which our competitors or other retailers compute their cost of goods sold. Cash consideration received from vendors is reported as a reduction of cost of goods sold if the inventory has sold, a reduction of the carrying value of the inventory if the inventory is still on hand, or a reduction of selling, general and administrative expense if the amounts are reimbursements of specific, incremental and identifiable costs of selling the vendors products.

With respect to the freight component of our ecommerce sales, amounts billed to our customers are included in net sales and the related freight cost is charged to cost of goods sold.

Selling, general and administrative expenses consist primarily of store personnel wages and benefits, administrative staff and infrastructure expenses, freight costs for merchandise shipments from the distribution centers to the stores, store supplies, depreciation on fixed assets at our home office and stores, facility expenses, training expenses and advertising and marketing costs. Credit card fees, insurance, public company expenses, legal expenses, amortization of intangibles and other miscellaneous operating costs are also included in selling, general and administrative expenses. This may not be comparable to the way in which our competitors or other retailers compute their selling, general and administrative expenses.

## **Key Performance Indicators**

Our management evaluates the following items, which we consider key performance indicators, in assessing our performance:

*Comparable store sales.* As previously described in detail under the caption General, comparable store sales provide a measure of sales growth for stores and ecommerce businesses open at least one year over the comparable prior year period.

We consider comparable store sales to be an important indicator of our current performance. Comparable store sales results are important to achieve leveraging of our costs, including store payroll and store occupancy. Comparable store sales also have a direct impact on our total net sales, operating profit, cash and working capital.

*Gross profit.* Gross profit measures whether we are optimizing the price and inventory levels of our merchandise. Gross profit is the difference between net sales and cost of goods sold. Any inability to obtain acceptable levels of initial markups or any significant increase in our use of markdowns could have an adverse effect on our gross profit and results of operations.

*Operating profit.* We view operating profit as a key indicator of our success. Operating profit is the difference between gross profit and selling, general and administrative expenses. The key drivers of operating profit are comparable store sales, gross profit, our ability to control selling, general and administrative expenses and our level of capital expenditures affecting depreciation expense.

**Table of Contents****Results of Operations**

The following table presents selected items on the consolidated statements of income as a percent of net sales:

	Fiscal 2013	Fiscal 2012	Fiscal 2011
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	63.9%	64.0%	63.7%
Gross profit	36.1%	36.0%	36.3%
Selling, general and administrative expenses	26.0%	25.8%	25.5%
Operating profit	10.1%	10.2%	10.8%
Interest and other (expenses)/income, net	(0.2%)	0.3%	0.3%
Earnings before income taxes	9.9%	10.5%	11.1%
Provision for income taxes	3.6%	4.2%	4.4%
Net income	6.3%	6.3%	6.7%

**Fiscal 2013 Results Compared With Fiscal 2012****Net Sales**

Fiscal 2013 had 52 weeks versus 53 weeks in fiscal 2012. Net sales numbers for fiscal 2012 include an additional week and fiscal 2013 comparable stores sales are compared to the comparable store sales for the 52 weeks ended February 2, 2013. Net sales were \$724.3 million for fiscal 2013 compared to \$669.4 million for fiscal 2012, an increase of \$54.9 million or 8.2%. The increase reflected the net addition of 53 stores (59 new stores offset by six store closures) and Blue Tomato sales during fiscal 2013 that were not comparable to the prior year, partially offset by the impact of the 53<sup>rd</sup> week included in fiscal 2012 results and a comparable store sales decrease of 0.3% for fiscal 2013.

The 0.3% decrease in comparable store sales was a result of a 1.0% decrease for our comparable in-store sales, partially offset by a 5.4% increase for our comparable ecommerce sales. Total ecommerce sales represented 12.3% of sales for fiscal 2013, compared to 11.2% of sales for fiscal 2012, increasing due to Blue Tomato ecommerce sales that were not comparable to the prior year and the growth in comparable ecommerce sales mentioned above. The decrease in comparable stores sales was primarily driven by a decline in comparable store transactions, partially offset by an increase in dollars per transaction. Dollars per transaction increased due to an increase in units per transaction, partially offset by a decrease in average unit retail. Comparable store sales decreases in men's apparel, footwear and boy's apparel were partially offset by comparable store sales increases in junior's apparel, hardgoods and accessories. For information as to how we define comparable store sales, see General above.

**Gross Profit**

Gross profit was \$261.8 million for fiscal 2013 compared to \$241.3 million for fiscal 2012, an increase of \$20.5 million, or 8.5%. As a percentage of net sales, gross profit increased 10 basis points in fiscal 2013 to 36.1%. The increase was primarily driven by a 40 basis points benefit due to prior year costs related to a step-up in inventory to estimated fair value in conjunction with our acquisition of Blue Tomato and a 40 basis points impact of the correction of an error related to our calculation to account for rent expense on a straight-line basis. These increases were partially offset by a 50 basis points impact due to the deleveraging of our store occupancy costs and a 50 basis points impact of the increase in ecommerce related costs due to ecommerce sales increasing as a percent of total sales.

**Table of Contents*****Selling, General and Administrative Expenses***

Selling, general and administrative ( SG&A ) expenses were \$188.9 million for fiscal 2013 compared to \$172.7 million for fiscal 2012, an increase of \$16.2 million, or 9.4%. SG&A expenses as a percent of net sales increased by 20 basis points in fiscal 2013 to 26.0%. The increase was primarily driven by a 60 basis points impact of the increase in ecommerce corporate costs due to the growth and investments in our ecommerce business as a percent of total sales, a 40 basis points impact due to the deleveraging of our store operating expenses, a 20 basis points impact due to the deleveraging of our corporate costs and a 20 basis points impact of a litigation settlement charge incurred in fiscal 2013. These increases were partially offset by a 70 basis points impact of the reversal of the previously recorded expense associated with the future incentive payments to be paid in conjunction with our acquisition of Blue Tomato, a 30 basis points benefit due to prior year costs related to transaction costs incurred in conjunction with our acquisition of Blue Tomato and a 20 basis point impact due to a decrease in incentive compensation.

***Net Income***

Net income for fiscal 2013 was \$45.9 million, or \$1.52 per diluted share, compared with net income of \$42.2 million, or \$1.35 per diluted share, for fiscal 2012. Our effective income tax rate for fiscal 2013 was 36.1% compared to 40.0% for fiscal 2012. The decrease in the effective tax rate for fiscal 2013 compared to fiscal 2012 was primarily due to the impact of non-taxable acquisition related expenses incurred in fiscal 2012, the release of valuation allowance related to net operating losses and other deferred tax assets of foreign subsidiaries and a reduction of state and local income taxes.

**Fiscal 2012 Results Compared With Fiscal 2011*****Net Sales***

Fiscal 2012 had 53 weeks versus 52 weeks in fiscal 2011. Net sales for the year include an additional week and fiscal 2012 comparable stores sales are compared to the comparable store sales for the 53 weeks ended February 4, 2012. Net sales were \$669.4 million for fiscal 2012 compared to \$555.9 million for fiscal 2011, an increase of \$113.5 million or 20.4%. The increase reflected a comparable store sales increase of 5.0% for fiscal 2012 as well as the net addition of 54 stores (59 new or acquired stores offset by five store closures), which includes the acquisition of Blue Tomato during the second quarter of fiscal 2012. Included in the results for fiscal 2012 were \$28.3 million in net sales of Blue Tomato.

The 5.0% increase in comparable store sales was a result of a 2.9% increase for our comparable in-store sales and a 31.8% increase for our comparable ecommerce sales. Total ecommerce sales represented 11.2% of sales for fiscal 2012, compared to 7.3% of sales for fiscal 2011, and this increase was driven by the growth in comparable ecommerce sales mentioned above and our Blue Tomato acquisition. The increase in comparable stores sales was primarily driven by an increase in dollars per transaction, partially offset by a decline in comparable store transactions. Dollars per transaction increased due to an increase in average unit retail, partially offset by a decrease in units per transaction. Comparable store sales increases in men's apparel, junior's apparel, footwear and hardgoods were partially offset by comparable store sales decreases in accessories and boy's apparel. For information as to how we define comparable store sales, see [General](#) above.

***Gross Profit***

Gross profit was \$241.3 million for fiscal 2012 compared to \$201.7 million for fiscal 2011, an increase of \$39.6 million, or 19.6%. As a percentage of net sales, gross profit decreased 30 basis points in fiscal 2012 to 36.0%. The decrease was primarily due to an 80 basis points increase in ecommerce fulfillment and ecommerce shipping expenses due to ecommerce sales increasing as a percentage of total sales and a 30 basis points impact of a \$2.2 million charge recorded during fiscal 2012 related to a step-up in inventory to estimated fair value in

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conjunction with our acquisition of Blue Tomato. These decreases were partially offset by a 70 basis points impact from leveraging our store occupancy costs on a 20.4% net sales increase and 30 basis points in distribution center efficiencies.

### ***Selling, General and Administrative Expenses***

SG&A expenses were \$172.7 million for fiscal 2012 compared to \$141.4 million for fiscal 2011, an increase of \$31.3 million, or 22.1%. SG&A expenses as a percent of net sales increased by 30 basis points in fiscal 2012 to 25.8%. The increase was primarily due to a 60 basis points increase in ecommerce corporate costs due to the growth in our ecommerce business, a 30 basis points impact of a \$2.3 million charge incurred during fiscal 2012 related to the estimated future incentive payments to be paid in conjunction with our acquisition of Blue Tomato, a 30 basis points impact of the \$1.9 million in transaction costs incurred during fiscal 2012 in conjunction with our acquisition of Blue Tomato and a 20 basis points impact of \$1.3 million in amortization of intangible assets acquired as part of our Blue Tomato acquisition. These increases were partially offset by 90 basis points in store operating efficiencies and a 30 basis points decrease in incentive compensation.

### ***Net Income***

Net income for fiscal 2012 was \$42.2 million, or \$1.35 per diluted share, compared with net income of \$37.4 million, or \$1.20 per diluted share, for fiscal 2011. Our effective income tax rate for fiscal 2012 was 40.0% compared to 39.5% for fiscal 2011. Our effective tax rate for fiscal 2012 was adversely impacted by the tax effects of the acquisition of Blue Tomato.

### **Seasonality and Quarterly Results**

As is the case with many retailers of apparel and related merchandise, our business is subject to seasonal influences. As a result, we have historically experienced, and expect to continue to experience, seasonal and quarterly fluctuations in our net sales and operating results. Our net sales and operating results are typically lower in the first and second quarters of our fiscal year, while the back-to-school and winter holiday periods in our third and fourth fiscal quarters historically have accounted for the largest percentage of our annual net sales. Quarterly results of operations may also fluctuate significantly as a result of a variety of factors, including the timing of store openings and the relative proportion of our new stores to mature stores, fashion trends and changes in consumer preferences, calendar shifts of holiday or seasonal periods, changes in merchandise mix, timing of promotional events, general economic conditions, competition and weather conditions.

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The following table sets forth selected unaudited quarterly consolidated statements of income data. The unaudited quarterly information has been prepared on a basis consistent with the audited consolidated financial statements included elsewhere herein and includes all adjustments that we consider necessary for a fair presentation of the information shown. This information should be read in conjunction with our audited consolidated financial statements and the notes thereto. The operating results for any fiscal quarter are not indicative of the operating results for a full fiscal year or for any future period and there can be no assurance that any trend reflected in such results will continue in the future.

	Fiscal 2013 (1)			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter (2)
	(in thousands, except stores and per share data)			
Net sales	\$ 148,496	\$ 157,858	\$ 191,145	\$ 226,838
Gross profit	\$ 47,972	\$ 55,120	\$ 70,789	\$ 87,879
Operating profit	\$ 4,029	\$ 7,835	\$ 20,678	\$ 40,300
Net income	\$ 2,498	\$ 4,739	\$ 11,860	\$ 26,851
Basic earnings per share	\$ 0.08	\$ 0.16	\$ 0.40	\$ 0.90
Diluted earnings per share	\$ 0.08	\$ 0.16	\$ 0.39	\$ 0.89
Number of stores open at the end of the period	503	529	548	551
Comparable store sales (decrease) increase	(0.7%)	0.9%	1.5%	(2.2%)

  

	Fiscal 2012 (3)			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except stores and per share data)			
Net sales	\$ 129,899	\$ 135,066	\$ 180,023	\$ 224,405
Gross profit	\$ 42,101	\$ 46,425	\$ 67,075	\$ 85,683
Operating profit	\$ 7,262	\$ 3,778	\$ 21,401	\$ 36,101
Net income	\$ 4,527	\$ 2,086	\$ 12,667	\$ 22,884
Basic earnings per share	\$ 0.15	\$ 0.07	\$ 0.41	\$ 0.75
Diluted earnings per share	\$ 0.14	\$ 0.07	\$ 0.40	\$ 0.74
Number of stores open at the end of the period	455	477	493	498
Comparable store sales increase (decrease)	12.9%	9.5%	3.7%	(1.0%)

- (1) All quarters in fiscal 2013 are 13 week periods ended May 4, 2013, August 3, 2013, November 2, 2013 and February 1, 2014.
- (2) Included in the results for the fourth quarter of fiscal 2013 are the following: a) a benefit of \$5.8 million, of which \$2.6 million related to prior fiscal years, for the reversal of the previously recorded expense associated with the future incentive payments to be paid in conjunction with our acquisition of Blue Tomato and b) a benefit of \$3.3 million, of which \$2.7 million related to prior fiscal years, representing the correction of an error related to our calculation to account for rent expense on a straight-line basis.
- (3) The quarters in fiscal 2012 are 13 week periods ended April 28, 2012, July 28, 2012 and October 27, 2012 and a 14 week period ended February 2, 2013.

**Liquidity and Capital Resources**

Our primary uses of cash are for operational expenditures, inventory purchases and capital investments, including new stores, store remodels, store relocations, store fixtures and ongoing infrastructure improvements. Additionally, we may use cash for the repurchase of our common stock. Historically, our main source of liquidity has been cash flows from operations.

The significant components of our working capital are inventories and liquid assets such as cash, cash equivalents, current marketable securities and receivables, reduced by accounts payable and accrued expenses. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or within several days of the related sale, while we typically have longer payment terms with our vendors.

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At February 1, 2014 and February 2, 2013, cash, cash equivalents and current marketable securities were \$117.2 million and \$103.2 million. Working capital, the excess of current assets over current liabilities, was \$168.5 million at the end of fiscal 2013, an increase of 15.3% from \$146.1 million at the end of fiscal 2012. The increase in cash, cash equivalents and current marketable securities and working capital in fiscal 2013 were due primarily to cash provided by operating activities of \$66.9 million, partially offset by capital expenditures of \$36.0 million due primarily to the opening of 59 new stores in fiscal 2013 and the \$17.6 million repurchase of common stock.

The following table summarizes our cash flows from operating, investing and financing activities (in thousands):

	Fiscal 2013	Fiscal 2012	Fiscal 2011
Total cash provided by (used in)			
Operating activities	\$ 66,894	\$ 66,225	\$ 68,065
Investing activities	(49,619)	(41,079)	(68,074)
Financing activities	(15,233)	(22,519)	3,415
Effect of exchange rate changes on cash and cash equivalents	13	173	16
Increase in cash and cash equivalents	\$ 2,055	\$ 2,800	\$ 3,422

**Operating Activities**

Net cash provided by operating activities increased by \$0.7 million in fiscal 2013 to \$66.9 million from \$66.2 million in fiscal 2012. Net cash provided by operating activities decreased by \$1.9 million in fiscal 2012 to \$66.2 million from \$68.1 million in fiscal 2011. Our operating cash flows result primarily from cash received from our customers, offset by cash payments we make for inventory, employee compensation, store occupancy expenses and other operational expenditures. Cash received from our customers generally corresponds to our net sales. Because our customers primarily use credit cards or cash to buy from us, our receivables from customers settle quickly. Changes to our operating cash flows have historically been driven primarily by changes in operating income, which is impacted by changes to non-cash items such as depreciation, amortization and accretion, deferred taxes, excess tax benefit from stock-based compensation and changes to the components of working capital.

**Investing Activities**

Net cash used in investing activities was \$49.6 million in fiscal 2013 related to \$36.0 million of capital expenditures primarily for new store openings and existing store remodels or relocations and \$13.6 million in net purchases of marketable securities. Net cash used in investing activities was \$41.1 million in fiscal 2012 primarily related to \$69.7 million cash paid (net of cash acquired) for the acquisition of Blue Tomato and \$41.1 million of capital expenditures primarily for new store openings, existing store remodels or relocations and the construction of our new home office building in Lynnwood, Washington, partially offset by \$70.7 million in net sales of marketable securities. Net cash used in investing activities was \$68.1 million in fiscal 2011 related to net purchases of marketable securities of \$42.6 million and capital expenditures of \$25.5 million for new store openings and existing store remodels or relocations.

**Financing Activities**

Net cash used in financing activities in fiscal 2013 was \$15.2 million, primarily related to \$17.6 million cash paid for repurchase of common stock, partially offset by proceeds from stock-based compensation exercises and related tax benefits of \$2.6 million. Net cash used in financing activities in fiscal 2012 was \$22.5 million, primarily related to \$25.2 million cash paid for the repurchase of common stock, partially offset by proceeds from stock-based compensation exercises and related tax benefits of \$3.0 million. Net cash provided by financing activities in fiscal 2011 was \$3.4 million related to proceeds from stock-based compensation exercises and related tax benefits.



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### **Sources of Liquidity**

Our most significant sources of liquidity continue to be funds generated by operating activities and available cash, cash equivalents and current marketable securities. We expect these sources of liquidity and available borrowings under our revolving credit facility will be sufficient to meet our foreseeable cash requirements for operations and planned capital expenditures for at least the next twelve months. Beyond this time frame, if cash flows from operations are not sufficient to meet our capital requirements, then we will be required to obtain additional equity or debt financing in the future. However, there can be no assurance that equity or debt financing will be available to us when we need it or, if available, that the terms will be satisfactory to us and not dilutive to our then-current shareholders.

We maintain a secured credit agreement with Wells Fargo Bank, N.A., which provides us with a secured revolving credit facility until September 1, 2014 of up to \$25.0 million, which, pursuant to an accordion feature, may be increased to \$35.0 million at our discretion. The secured revolving credit facility provides for the issuance of a standby letter of credit in an amount not to exceed \$5.0 million outstanding at any time and with a term not to exceed 365 days. The commercial line of credit provides for the issuance of a commercial letter of credit in an amount not to exceed \$10.0 million and with terms not to exceed 120 days. The amount of borrowings available at any time under our secured revolving credit facility is reduced by the amount of standby and commercial letters of credit outstanding at that time. There were no outstanding borrowings under the secured revolving credit facility at February 1, 2014 and February 2, 2013. We had open commercial letters of credit outstanding under our secured revolving credit facility of \$0.3 million at February 1, 2014 and \$0.2 million at February 2, 2013. The secured revolving credit facility bears interest at the Daily Three Month LIBOR rate plus 1.00%.

Additionally, we have revolving lines of credit of up to 9.0 million Euro and other long-term debt, the proceeds of which are used to fund certain international operations. There were no outstanding borrowings under these revolving lines of credit at February 1, 2014 and February 2, 2013. The amount of borrowings under the other long-term debt was \$1.9 million and \$2.3 million at February 1, 2014 and February 2, 2013.

### **Capital Expenditures**

Our capital requirements include construction and fixture costs related to the opening of new stores and remodel and relocation expenditures for existing stores. Future capital requirements will depend on many factors, including the pace of new store openings, the availability of suitable locations for new stores and the nature of arrangements negotiated with landlords. In that regard, our net investment to open a new store has varied significantly in the past due to a number of factors, including the geographic location and size of the new store, and is likely to vary significantly in the future.

During fiscal 2013, we spent \$36.0 million on capital expenditures, which consisted of \$30.2 million of costs related to investment in 59 new stores and 13 remodeled or relocated stores, \$3.1 million associated with improvements to our websites and \$2.7 million in other improvements.

During fiscal 2012, we spent \$41.1 million on capital expenditures, which consisted of \$28.7 million of costs related to investment in 53 new stores and 19 remodeled or relocated stores, \$9.8 million of costs associated with the construction of our new home office building in Lynnwood, Washington and \$2.6 million in other improvements.

During fiscal 2011, we spent \$25.5 million on capital expenditures, which consisted of \$21.2 million of costs related to investment in 45 new stores and 11 remodeled or relocated stores, \$2.4 million of costs associated with the construction of our new home office building in Lynnwood, Washington and \$1.9 million in other improvements.

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In fiscal 2014, we expect to spend approximately \$37 million to \$39 million on capital expenditures, a majority of which will relate to leasehold improvements and fixtures for the approximately 55 new stores we plan to open in fiscal 2014 and remodels or relocations of existing stores. There can be no assurance that the number of stores that we actually open in fiscal 2014 will not be different from the number of stores we plan to open, or that actual fiscal 2014 capital expenditures will not differ from this expected amount.

**Critical Accounting Estimates**

Our consolidated financial statements are prepared in accordance with U.S. GAAP. In connection with the preparation of our consolidated financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that we believe to be relevant at the time our consolidated financial statements are prepared. On a regular basis, we review the accounting policies, assumptions, estimates and judgments to ensure that our consolidated financial statements are presented fairly and in accordance with U.S. GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 2, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of this Form 10-K. We believe that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

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<b>Description</b>	<b>Judgments and Uncertainties</b>	<b>Effect If Actual Results Differ From Assumptions</b>
<b>Valuation of Merchandise Inventories</b>		
<p>We value our inventory at the lower of cost or fair market value through the establishment of write-down and inventory loss reserves.</p>	<p>Our write-down reserve contains uncertainties because the calculation requires management to make assumptions based on the current rate of sales, the age and profitability of inventory and other factors.</p>	<p>We have not made any material changes in the accounting methodology used to calculate our write-down and shrinkage reserves in the past three fiscal years. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate our inventory reserves. However, if actual results are not consistent with our estimates and assumptions, we may be exposed to losses or gains that could be material.</p>
<p>Our write-down reserve represents the excess of the carrying value over the amount we expect to realize from the ultimate sales or other disposal of the inventory. Write-downs establish a new cost basis for our inventory. Subsequent changes in facts or circumstances do not result in the restoration of previously recorded write-downs or an increase in that newly established cost basis.</p>	<p>Our shrinkage reserve contains uncertainties because the calculation requires management to make assumptions and to apply judgment regarding a number of factors, including historical percentages that can be affected by changes in merchandise mix and changes in actual shrinkage trends.</p>	<p>A 10% decrease in ultimate sales price at February 1, 2014 would have decreased net income by \$0.1 million in fiscal 2013.</p>
<p>Our inventory loss reserve represents anticipated physical inventory losses ( shrinkage reserve ) that have occurred since the last physical inventory.</p>		<p>A 10% increase in actual physical inventory shrinkage reserved at February 1, 2014 would have decreased net income by \$0.2 million in fiscal 2013.</p>
<b>Fixed Assets</b>		
<p>We review the carrying value of our fixed assets for impairment whenever events or changes in circumstances indicate that the carrying value of such asset may not be recoverable.</p>	<p>Our impairment loss calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate future cash flows and asset fair values, including forecasting future sales, gross profit and operating expenses.</p>	<p>We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate fixed asset impairment losses. However, if actual results are not consistent with our estimates and assumptions, our operating results could be adversely affected.</p>
<p>Recoverability of assets to be held and used is determined by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered impaired, the impairment recognized is measured by comparing the projected discounted cash flow of the asset to the asset carrying value. Declines in projected cash flow of the assets could result in impairment.</p>	<p>Our fixed assets accounting methodology contains uncertainties because it requires management to make estimates with respect to the useful lives of our fixed assets that we believe are reasonable.</p>	<p>Although management believes that the current useful life estimates assigned to our fixed assets are reasonable, factors could cause us to change our estimates, thus affecting the future calculation of depreciation.</p>
<p>The actual economic lives of our fixed assets may be different from our estimated useful lives, thereby resulting in a different carrying value. These evaluations could result in a change in the depreciable lives of these assets and therefore our depreciation expense in future periods.</p>		

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<b>Description</b>	<b>Judgments and Uncertainties</b>	<b>Effect If Actual Results Differ From Assumptions</b>
<b>Revenue Recognition</b>	Our revenue recognition accounting methodology contains uncertainties because it requires management to make assumptions regarding future sales returns and the amount and timing of gift cards projected to be redeemed by gift card recipients. Our estimate of the amount and timing of sales returns and gift cards to be redeemed is based primarily on historical transaction experience.	We have not made any material changes in the accounting methodology used to measure future sales returns or recognize revenue for our gift card program in the past three fiscal years. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to recognize revenue. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material.
Revenue is recognized upon purchase at our retail store locations. For our ecommerce sales, revenue is recognized upon estimated delivery to the customer. Revenue is recorded net of estimated and actual sales returns and deductions for promotions.  Revenue is not recorded on the sale of gift cards. We record the sale of gift cards as a current liability and recognize revenue when a customer redeems a gift card. Additionally, an estimate of the portion of gift cards that is not expected to be redeemed ( gift card breakage ) is recognized in net sales after 24 months, at which time the likelihood of redemption is considered remote based on our historical redemption data.		A 10% increase in our sales return reserve at February 1, 2014 would have decreased net income by \$0.1 million in fiscal 2013.
		A 10% increase in our unredeemed gift card breakage life at February 1, 2014 would have decreased net income by \$0.4 million in fiscal 2013.
<b>Stock-Based Compensation</b>	The calculation of stock-based compensation expense requires management to make assumptions and to apply judgment to estimate the number of stock awards that will ultimately vest and to determine the fair value of our stock option awards. These assumptions and judgments include estimating future employee turnover rates and the inputs to the Black-Scholes option pricing model, including expected term. Changes in these assumptions can materially affect our stock-based compensation expense.	We do not believe there is a reasonable likelihood there will be a material change in the future estimates or assumptions we use to determine stock-based compensation expense. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to changes in stock-based compensation expense that could be material.
We grant restricted stock and non-qualified stock options to employees and non-employee directors.  We determine the fair value of our restricted stock awards based on the closing market price of our stock on the grant date. In determining the fair value of our stock options, we use the Black-Scholes option pricing model. The estimated fair value of stock-based awards is recognized as compensation expense over the vesting period, net of estimated forfeitures.		

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<b>Description</b>	<b>Judgments and Uncertainties</b>	<b>Effect If Actual Results Differ</b>
<p><b>Accounting for Income Taxes</b></p> <p>As part of the process of preparing the consolidated financial statements, income taxes are estimated for each of the jurisdictions in which we operate. This process involves estimating actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included on the consolidated balance sheets. Valuation allowances may be established when necessary to reduce deferred tax assets to the amount expected to be realized.</p>	<p>Significant judgment is required in evaluating our tax positions and determining our provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. For example, our effective tax rates could be adversely affected by earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities or by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations.</p>	<p>Although management believes that the income tax related judgments and estimates are reasonable, actual results could differ and we may be exposed to losses or gains that could be material.</p>
<p>We regularly evaluate the likelihood of realizing the benefit for income tax positions we have taken in various federal, state and foreign filings by considering all relevant facts, circumstances and information available to us. If we believe it is more likely than not that our position will be sustained, we recognize a benefit at the largest amount that we believe is cumulatively greater than 50% likely to be realized.</p>	<p>Unrecognized tax benefits require significant management judgment regarding applicable statutes and their related interpretation and our particular facts and circumstances.</p>	<p>Upon income tax audit, any unfavorable tax settlement generally would require use of our cash and may result in an increase in our effective income tax rate in the period of resolution. A favorable tax settlement may be recognized as a reduction in our effective income tax rate in the period of resolution.</p>
<p><b>Accounting for Contingencies</b></p> <p>We are subject to various claims and contingencies related to lawsuits, insurance, regulatory and other matters arising out of the normal course of business. We accrue a liability if the likelihood of an adverse outcome is probable and the amount is estimable. If the likelihood of an adverse outcome is only reasonably possible (as opposed to probable), or if an estimate is not determinable, we provide disclosure of a material claim or contingency in the Notes to the Consolidated Financial Statements.</p>	<p>Significant judgment is required in evaluating our claims and contingencies, including determining the probability that a liability has been incurred and whether such liability is reasonably estimable. The estimated accruals for claims and contingencies are made based on the best information available, which can be highly subjective.</p>	<p>Although management believes that the contingency related judgments and estimates are reasonable, our accrual for claims and contingencies could fluctuate as additional information becomes known, thereby creating variability in our results of operations from period to period. Additionally, actual results could differ and we may be exposed to losses or gains that could be material.</p>

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<b>Description</b>	<b>Judgments and Uncertainties</b>	<b>Effect If Actual Results Differ From Assumptions</b>
<b><i>Goodwill and Other Indefinite-lived Intangible Assets</i></b>		
<p>We test goodwill and other indefinite-lived intangible assets for impairment on an annual basis, or as indicators of impairment are present.</p>	<p>Our goodwill and other indefinite-lived intangible assets impairment loss calculations contain uncertainties because they require management to make assumptions in the qualitative assessment of relevant events and circumstances and estimating the fair value of our reporting units and indefinite-lived intangible assets, including estimating future cash flows and other inputs. These calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate economic factors and the profitability of future business operations and if necessary, the fair value of a reporting units' assets and liabilities. Further, our ability to realize the future cash flows used in our fair value calculations is affected by factors such as changes in economic conditions, changes in our operating performance and changes in our business strategies.</p>	<p>We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to test for impairment losses on goodwill. Based on the results of our annual impairment test for goodwill and other indefinite-lived intangible assets, no impairment was recorded. We believe based on our assessment discussed above our goodwill and other indefinite-lived intangible assets are not at risk of impairment. However, if actual results are not consistent with our estimates or assumptions or there are significant changes in any of these estimates, projections and assumptions could have a material effect of the fair value of these assets in future measurement periods and result in an impairment which could materially affect our results of operations.</p>
<p>We have an option to first assess qualitative factors for our goodwill impairment analysis to determine whether it is necessary to perform the quantitative test based on whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we choose not to perform the qualitative test, or we determine that it is more likely than not that the fair value of the reporting unit is less than the carrying amount, we perform a quantitative two-step impairment test.</p>		
<p>We test our indefinite-lived assets by estimating the fair value of the asset and comparing that to the carrying value, an impairment loss is recorded for the amount that carrying value exceeds the estimated fair value. The fair value of the trade names and trademarks is determined using the relief from royalty method, which requires management to make assumptions and to apply judgment, including forecasting future sales, expenses, discount rates and royalty rates.</p>		
<b><i>Future Incentive Payments</i></b>		
<p>In conjunction with our acquisition of Blue Tomato in fiscal 2012, there is the possibility of future incentive payments to the sellers and certain employees of Blue Tomato in an aggregate amount of up to 22.1 million Euros (\$29.9 million, using the exchange rate as of February 1, 2014) to the extent that certain financial metrics are met for the fiscal year ending April 30, 2015 and the sellers and certain employees remain employed with Blue Tomato through April 30, 2015. Of the 22.1 million Euros future incentive payments, 17.1 million Euros (\$23.1 million) is payable in cash, while 5.0 million Euros (\$6.8 million) is payable in shares of our common stock. We estimate future incentive payments based on internal projections of future Blue Tomato financial performance.</p>	<p>Our future incentive payments calculation contains uncertainties because it requires management to make assumptions and to apply judgment to estimate future Blue Tomato performance, including forecasting future sales, gross profit, operating expenses, number of new stores and capital expenditures.</p>	<p>At February 1, 2014, we estimated that we will not be obligated for future incentive payments. Although management believes that the judgments and estimates related to the future incentive payments are reasonable, actual results could differ and we may be required to recognize additional expense related to the future incentive payments.</p>

**Table of Contents****Contractual Obligations and Commercial Commitments**

There were no material changes outside the ordinary course of business in our contractual obligations during fiscal 2013. The following table summarizes the total amount of future payments due under our contractual obligations at February 1, 2014 (in thousands):

	Total	Fiscal 2014	Fiscal 2015 and Fiscal 2016	Fiscal 2017 and Fiscal 2018	Thereafter
Operating lease obligations (1)	\$ 353,815	\$ 53,295	\$ 102,308	\$ 83,231	\$ 114,981
Purchase obligations (2)	132,587	132,587			
Long-term debt obligations (3)	2,048	355	636	496	561
Total (4)	\$ 488,450	\$ 186,237	\$ 102,944	\$ 83,727	\$ 115,542

- (1) Amounts do not include contingent rent and real estate taxes, insurance, common area maintenance charges and other executory costs obligations. See Note 10, Commitments and Contingencies, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of the Form 10-K, for additional information related to our operating leases.
- (2) We have an option to cancel these commitments with no notice prior to shipment, except for certain private label purchase orders in which we are obligated to repay contractual amounts upon cancellation.
- (3) Amounts include long-term debt principal and scheduled interest payments.
- (4) The table above excludes the potential future incentive payments to the sellers and certain employees of Blue Tomato in an aggregate amount of up to 22.1 million Euros (\$29.9 million, using the exchange rate as of February 1, 2014) to the extent that certain financial metrics are met and the sellers and certain employees remain employed with Blue Tomato through April 2015. At February 1, 2014, we estimated that we will not be obligated for future incentive payments. See Note 3, Business Combination, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of the Form 10-K, for additional information related to the future incentive payments. Also excluded from the table above are unrecognized tax benefits of \$0.3 million, as we are unable to reasonably estimate the timing of future cash payments, if any, for these liabilities.

**Off-Balance Sheet Arrangements**

At February 1, 2014, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

**Impact of Inflation/Deflation**

We do not believe that inflation has had a material impact on our net sales or operating results for the past three fiscal years. However, substantial increases in costs, including the price of raw materials, labor, energy and other inputs used in the production of our merchandise, could have a significant impact on our business and the industry in the future. Additionally, while deflation could positively impact our merchandise costs, it could have an adverse effect on our average unit retail price, resulting in lower sales and operating results.

**Recent Accounting Pronouncements**

See Note 2, Significant Accounting Policies, in the Notes to Consolidated Financial Statements found in Part IV Item 15 of this Form 10-K.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Interest Rate Risk**

Our earnings are affected by changes in market interest rates as a result of our short-term and long-term marketable securities, which are primarily invested in state and local municipal securities and variable-rate demand notes, which have long-term nominal maturity dates but feature variable interest rates that reset at





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short-term intervals. If our current portfolio average yield rate decreased by 10% in fiscal 2013, our net income would have decreased by \$0.1 million. This amount is determined by considering the impact of the hypothetical yield rates on our cash, cash equivalents, short-term and long-term marketable securities balances and assumes no changes in our investment structure.

During different times of the year, due to the seasonality of our business, we may borrow under our revolving credit facility with Wells Fargo Bank, N.A. To the extent we borrow under this revolving credit facility, which bears interest at the Daily Three Month LIBOR rate plus 1.00%, we are exposed to market risk related to changes in interest rates. At February 1, 2014, we had no outstanding borrowings under this secured revolving credit facility. Additionally, we have revolving lines of credit of up to 9.0 million Euro and other long-term debt, the proceeds of which are used to fund certain international operations. There were no outstanding borrowings under these revolving lines of credit at February 1, 2014. The amount of borrowings under the other long-term debt was \$1.9 million at February 1, 2014.

**Foreign Exchange Rate Risk**

Our international subsidiaries operate with functional currencies other than the U.S. dollar. Therefore, we must translate revenues, expenses, assets and liabilities from functional currencies into U.S. dollars at exchange rates in effect during, or at the end of, the reporting period. The fluctuation in the value of the U.S. dollar against other currencies affects the reported amounts of revenues, expenses, assets and liabilities. As we expand our international operations, our exposure to exchange rate fluctuations will increase.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Information with respect to this item is set forth in Index to the Consolidated Financial Statements, found in Part IV Item 15 of this Form 10-K.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures.* We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Securities Exchange Act Rule 13a-15(e)). Based on this evaluation, our CEO and CFO concluded that, as of February 1, 2014, our disclosure controls and procedures were effective.

*Changes in Internal Control Over Financial Reporting.* There has been no change in our internal control over financial reporting (as defined in Securities Exchange Act Rule 13a-15(f)) during the quarter ended February 1, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

*Management's Annual Report on Internal Control over Financial Reporting.* The management of Zumiez Inc. (the Company ) is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934. The 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.

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This process includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions of the Company; (ii) 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 (iii) 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, and can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, because of changes in conditions, the effectiveness of internal control may vary over time.

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of February 1, 2014. Management's assessment was based on criteria described in the Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of February 1, 2014.

The effectiveness of the Company's internal control over financial reporting as of February 1, 2014 has been audited by Moss Adams LLP, the Company's independent registered public accounting firm, as stated in their report, which is included below.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders

Zumiez Inc.

We have audited Zumiez Inc. s (the Company ) internal control over financial reporting as of February 1, 2014, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. 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 Annual 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, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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, Zumiez Inc. maintained, in all material respects, effective internal control over financial reporting as of February 1, 2014, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Zumiez Inc. as of February 1, 2014 and February 2, 2013, and the consolidated statements of income, comprehensive income, changes in shareholders equity, and cash flows for each of the three years in the period ended February 1, 2014, and our report dated March 18, 2014, expressed an unqualified opinion on those consolidated financial statements.

/s/ Moss Adams LLP

Seattle, Washington

March 18, 2014

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**Item 9B. OTHER INFORMATION**

None.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding our directors and nominees for directorship is presented under the headings Election of Directors, in our definitive proxy statement for use in connection with our 2014 Annual Meeting of Shareholders (the Proxy Statement) that will be filed within 120 days after our fiscal year ended February 1, 2014 and is incorporated herein by this reference thereto. Information concerning our executive officers is set forth under the heading Executive Officers in our Proxy Statement, and is incorporated herein by reference thereto. Information regarding compliance with Section 16(a) of the Exchange Act, our code of conduct and ethics and certain information related to the Company's Audit Committee, Compensation Committee and Governance Committee is set forth under the heading Corporate Governance in our Proxy Statement, and is incorporated herein by reference thereto.

**Item 11. EXECUTIVE COMPENSATION**

Information regarding the compensation of our directors and executive officers and certain information related to the Company's Compensation Committee is set forth under the headings Executive Compensation, Director Compensation, Compensation Discussion and Analysis, Report of the Compensation Committee of the Board of Directors and Compensation Committee Interlocks and Insider Participation in our Proxy Statement, and is incorporated herein by this reference thereto.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

Information with respect to security ownership of certain beneficial owners and management is set forth under the headings Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information in our Proxy Statement, and is incorporated herein by this reference thereto.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information regarding certain relationships and related transactions and director independence is presented under the heading Corporate Governance in our Proxy Statement, and is incorporated herein by this reference thereto.

**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information concerning principal accounting fees and services is presented under the heading Fees Paid to Independent Registered Public Accounting Firm for Fiscal 2013 and 2012 in our Proxy Statement, and is incorporated herein by this reference thereto.

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**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a)(1) Consolidated Financial Statements

(2) Consolidated Financial Statement Schedules:

All financial statement schedules are omitted because the required information is presented either in the consolidated financial statements or notes thereto, or is not applicable, required or material.

(3) Exhibits included or incorporated herein:

See Exhibit Index.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders

Zumiez Inc.

We have audited the accompanying consolidated balance sheets of Zumiez Inc. (the Company) as of February 1, 2014 and February 2, 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended February 1, 2014. 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 consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Zumiez Inc. as of February 1, 2014 and February 2, 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended February 1, 2014, in conformity with generally accepted accounting principles in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Zumiez Inc.'s internal control over financial reporting as of February 1, 2014, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 18, 2014 expressed an unqualified opinion thereon.

/s/ Moss Adams LLP

Seattle, Washington

March 18, 2014

**Table of Contents****ZUMIEZ INC.****CONSOLIDATED BALANCE SHEETS**

(In thousands)

	February 1, 2014	February 2, 2013
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 19,634	\$ 17,579
Marketable securities	97,521	85,593
Receivables	10,294	9,467
Inventories	87,182	77,598
Prepaid expenses and other	10,021	9,192
Deferred tax assets	5,194	3,885
<b>Total current assets</b>	<b>229,846</b>	<b>203,314</b>
Fixed assets, net	127,343	115,474
Goodwill	64,195	64,576
Intangible assets, net	17,970	20,480
Long-term other assets	4,049	5,254
<b>Total long-term assets</b>	<b>213,557</b>	<b>205,784</b>
<b>Total assets</b>	<b>\$ 443,403</b>	<b>\$ 409,098</b>
<b>Liabilities and Shareholders Equity</b>		
<b>Current liabilities</b>		
Trade accounts payable	\$ 18,343	\$ 16,052
Accrued payroll and payroll taxes	10,581	11,057
Income taxes payable	4,696	6,957
Deferred rent and tenant allowances	6,478	4,901
Other liabilities	21,276	18,232
<b>Total current liabilities</b>	<b>61,374</b>	<b>57,199</b>
Long-term deferred rent and tenant allowances	37,658	36,928
Long-term deferred tax liabilities	4,649	5,544
Long-term debt and other liabilities	4,068	6,006
<b>Total long-term liabilities</b>	<b>46,375</b>	<b>48,478</b>
<b>Total liabilities</b>	<b>107,749</b>	<b>105,677</b>
Commitments and contingencies (Note 10)		
<b>Shareholders equity</b>		
Preferred stock, no par value, 20,000 shares authorized; none issued and outstanding		
Common stock, no par value, 50,000 shares authorized; 29,619 shares issued and outstanding at February 1, 2014 and 30,114 shares issued and outstanding at February 2, 2013	114,983	108,360
Accumulated other comprehensive income	4,710	6,010
Retained earnings	215,961	189,051
<b>Total shareholders equity</b>	<b>335,654</b>	<b>303,421</b>



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**Total liabilities and shareholders equity**

\$ 443,403

\$ 409,098

See accompanying notes to consolidated financial statements

**Table of Contents****ZUMIEZ INC.****CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share amounts)

	<b>February 1, 2014</b>	<b>Fiscal Year Ended February 2, 2013</b>	<b>January 28, 2012</b>
Net sales	\$ 724,337	\$ 669,393	\$ 555,874
Cost of goods sold	462,577	428,109	354,198
<b>Gross profit</b>	<b>261,760</b>	<b>241,284</b>	<b>201,676</b>
Selling, general and administrative expenses	188,918	172,742	141,444
<b>Operating profit</b>	<b>72,842</b>	<b>68,542</b>	<b>60,232</b>
Interest income, net	711	1,410	1,836
Other (expense) income, net	(1,589)	327	(379)
<b>Earnings before income taxes</b>	<b>71,964</b>	<b>70,279</b>	<b>61,689</b>
Provision for income taxes	26,016	28,115	24,338
<b>Net income</b>	<b>\$ 45,948</b>	<b>\$ 42,164</b>	<b>\$ 37,351</b>
Basic earnings per share	\$ 1.54	\$ 1.37	\$ 1.22
Diluted earnings per share	\$ 1.52	\$ 1.35	\$ 1.20
Weighted average shares used in computation of earnings per share:			
Basic	29,810	30,742	30,527
Diluted	30,206	31,273	31,119

See accompanying notes to consolidated financial statements

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## ZUMIEZ INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Net income	\$ 45,948	\$ 42,164	\$ 37,351
Other comprehensive (loss) income, net of tax and reclassification adjustments:			
Foreign currency translation	(1,231)	6,040	(19)
Net change in unrealized gain/loss on available-for-sale investments	(69)	(165)	171
Other comprehensive (loss) income, net	(1,300)	5,875	152
<b>Comprehensive income</b>	<b>\$ 44,648</b>	<b>\$ 48,039</b>	<b>\$ 37,503</b>

See accompanying notes to consolidated financial statements

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## ZUMIEZ INC.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands)

	Common Stock		Accumulated Other Comprehensive	Retained	Total
	Shares	Amount	Income (Loss)	Earnings	
<b>Balance at January 29, 2011</b>	30,835	\$ 91,373	\$ (17)	\$ 135,379	\$ 226,735
Net income				37,351	37,351
Other comprehensive income, net			152		152
Issuance and exercise of stock-based compensation, including tax benefit of \$1,826	335	2,736			2,736
Stock-based compensation expense		5,303			5,303
<b>Balance at January 28, 2012</b>	31,170	99,412	135	172,730	272,277
Net income				42,164	42,164
Other comprehensive income, net			5,875		5,875
Issuance and exercise of stock-based compensation, including tax benefit of \$2,094	209	2,952			2,952
Stock-based compensation expense		5,996			5,996
Repurchase of common stock	(1,265)			(25,843)	(25,843)
<b>Balance at February 2, 2013</b>	30,114	108,360	6,010	189,051	303,421
Net income				45,948	45,948
Other comprehensive loss, net			(1,300)		(1,300)
Issuance and exercise of stock-based compensation, including tax benefit of \$1,232	344	2,529			2,529
Stock-based compensation expense		4,094			4,094
Repurchase of common stock	(839)			(19,038)	(19,038)
<b>Balance at February 1, 2014</b>	29,619	\$ 114,983	\$ 4,710	\$ 215,961	\$ 335,654

See accompanying notes to consolidated financial statements

**Table of Contents****ZUMIEZ INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
<b>Cash flows from operating activities:</b>			
Net income	\$ 45,948	\$ 42,164	\$ 37,351
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and accretion	26,596	22,957	19,744
Deferred taxes	(978)	(1,630)	3,441
Stock-based compensation expense	4,094	5,996	5,303
Excess tax benefit from stock-based compensation	(1,232)	(2,094)	(1,826)
Lease termination costs	405	1,397	
Other	1,842	389	608
Changes in operating assets and liabilities:			
Receivables	(739)	(2,568)	(671)
Inventories	(9,968)	(2,987)	(8,833)
Prepaid expenses and other	(1,789)	(1,125)	(607)
Trade accounts payable	1,714	(5,626)	4,295
Accrued payroll and payroll taxes	(426)	1,207	1,485
Income taxes payable	(1,484)	1,843	2,868
Deferred rent and tenant allowances	2,367	5,469	5,334
Other liabilities	544	833	(427)
<b>Net cash provided by operating activities</b>	<b>66,894</b>	<b>66,225</b>	<b>68,065</b>
<b>Cash flows from investing activities:</b>			
Additions to fixed assets	(35,969)	(41,070)	(25,508)
Acquisitions, net of cash acquired		(70,711)	
Purchases of marketable securities and other investments	(124,129)	(121,003)	(194,531)
Sales and maturities of marketable securities and other investments	110,479	191,705	151,965
<b>Net cash used in investing activities</b>	<b>(49,619)</b>	<b>(41,079)</b>	<b>(68,074)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from long-term debt and revolving credit facilities	4,182		
Payments on long-term debt and revolving credit facilities	(4,488)	(258)	
Repurchase of common stock	(17,556)	(25,213)	
Proceeds from exercise of stock-based compensation, net of withholding tax payments	1,397	858	1,589
Excess tax benefit from stock-based compensation	1,232	2,094	1,826
<b>Net cash (used in) provided by financing activities</b>	<b>(15,233)</b>	<b>(22,519)</b>	<b>3,415</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>13</b>	<b>173</b>	<b>16</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,055</b>	<b>2,800</b>	<b>3,422</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>17,579</b>	<b>14,779</b>	<b>11,357</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 19,634</b>	<b>\$ 17,579</b>	<b>\$ 14,779</b>

**Supplemental disclosure on cash flow information:**

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Cash paid during the period for income taxes	\$ 28,105	\$ 27,840	\$ 18,014
Accrual for purchases of fixed assets	1,491	1,942	3,083
Accrual for repurchase of common stock	2,112	630	
See accompanying notes to consolidated financial statements			

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Nature of Business and Basis of Presentation**

**Nature of Business** Zumiez Inc., including its wholly-owned subsidiaries, (the Company, we, us, its and our ) is a leading multi-channel sports retailer of action sports related apparel, footwear, accessories and hardgoods, focusing on skateboarding, snowboarding, surfing, motocross and bicycle motocross ( BMX ) for young men and women. At February 1, 2014, we operated 551 stores; 511 in the United States ( U.S. ), 28 in Canada and 12 in Europe. We operate under the names Zumiez and Blue Tomato. Additionally, we operate ecommerce websites at www.zumiez.com and www.blue-tomato.com.

**Fiscal Year** We use a fiscal calendar widely used by the retail industry that results in a fiscal year consisting of a 52- or 53-week period ending on the Saturday closest to January 31. Each fiscal year consists of four 13-week quarters, with an extra week added to the fourth quarter every five or six years. The fiscal years ended February 1, 2014 and January 28, 2012 were 52-week periods. The fiscal year ended February 2, 2013 was a 53-week period.

**Basis of Presentation** The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ( U.S. GAAP ). The consolidated financial statements include the accounts of Zumiez Inc. and its wholly-owned subsidiaries. All significant intercompany transactions and balances are eliminated in consolidation.

**Correction of an Error** Included in cost of goods sold for the fiscal year ended February 1, 2014 was a \$2.7 million benefit representing the correction of an error in prior periods related to our calculation to account for rent expense on a straight-line basis. The correction was not material to any previously reported financial period or to the fiscal year ended February 1, 2014.

**2. Summary of Significant Accounting Policies**

**Use of Estimates** The preparation of financial statements in conformity with U.S. GAAP requires estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements as well as the reported amounts of revenues and expenses during the reporting period. These estimates can also affect supplemental information disclosed by us, including information about contingencies, risk and financial condition. Actual results could differ from these estimates and assumptions.

**Fair Value of Financial Instruments** We disclose the estimated fair value of our financial instruments. Financial instruments are generally defined as cash, evidence of ownership interest in an entity or a contractual obligation that both conveys to one entity a right to receive cash or other financial instruments from another entity and imposes on the other entity the obligation to deliver cash or other financial instruments to the first entity. Our financial instruments, other than those presented in Note 11, Fair Value Measurements, include cash and cash equivalents, receivables, payables and other liabilities. The carrying amounts of cash and cash equivalents, receivables, payables and other liabilities approximate fair value because of the short-term nature of these instruments.

**Cash and Cash Equivalents** We consider all highly liquid investments with original maturity of three months or less when purchased to be cash equivalents.

**Concentration of Risk** We maintain our cash and cash equivalents in accounts with major financial institutions in the form of demand deposits, money market accounts and state and local municipal securities. Deposits in these financial institutions may exceed the amount of federal deposit insurance provided on such deposits. We have not experienced any losses on our deposits of cash and cash equivalents.

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**Marketable Securities** Our marketable securities primarily consist of state and local municipal securities and variable-rate demand notes. Variable-rate demand notes are considered highly liquid. Although the variable-rate demand notes have long-term nominal maturity dates, the interest rates generally reset weekly. Despite the long-term nature of the underlying securities of the variable-rate demand notes, we have the ability to quickly liquidate these securities, which have an embedded put option that allows the bondholder to sell the security at par plus accrued interest.

Investments are considered to be impaired when a decline in fair value is determined to be other-than-temporary. If the cost of an investment exceeds its fair value, we evaluate information about the underlying investment that is publicly available such as analyst reports, applicable industry data and other pertinent information and assess our intent and ability to hold the security. For fixed-income securities, we also evaluate whether we have plans to sell the security or it is more likely than not we will be required to sell the security before recovery. The investment would be written down to its fair value at the time the impairment is deemed to have occurred and a new cost basis is established. Future adverse changes in market conditions, continued poor operating results of underlying investments or other factors could result in further losses that may not be reflected in an investment's current carrying value, possibly requiring an additional impairment charge in the future.

**Inventories** Merchandise inventories are valued at the lower of cost or fair market value. The cost of merchandise inventories are based upon an average cost methodology. Merchandise inventories may include items that have been written down to our best estimate of their net realizable value. Our decisions to write-down our merchandise inventories are based on their current rate of sale, the age of the inventory, the profitability of the inventory and other factors. We have reserved for inventory at February 1, 2014 and February 2, 2013 in the amounts of \$2.9 million and \$3.3 million. The inventory reserve includes inventory whose estimated market value is below cost and an estimate for inventory shrinkage. We estimate an inventory shrinkage reserve for anticipated losses for the period. Shrinkage refers to a reduction in inventory due to shoplifting, employee theft and other matters. The inventory related to these reserves is not marked up in subsequent periods.

**Fixed Assets** Fixed assets primarily consist of leasehold improvements, fixtures, land, buildings, computer equipment, software and store equipment. Fixed assets are stated at cost less accumulated depreciation utilizing the straight-line method over the assets' estimated useful lives. The useful lives of our major classes of fixed assets are as follows:

Leasehold improvements	Lesser of 10 years or the term of the lease
Fixtures	3 to 7 years
Computer equipment, software, store equipment & other	3 to 5 years
Buildings and building and land improvements	15 to 39 years

The cost and related accumulated depreciation of assets sold or otherwise disposed of is removed from the accounts and the related gain or loss is recorded in selling, general and administrative expenses on the consolidated statements of income.

**Valuation of Long-Lived Assets** We review the carrying value of long-lived assets for impairment when factors and circumstances indicate that the carrying values may not be recoverable. Recoverability of assets to be held and used is determined by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered impaired, the impairment recognized is measured by comparing projected discounted cash flow of the asset to the asset carrying values. The estimation of future cash flows from operating activities requires significant judgments of factors that include future sales, gross profit and operating expenses. Impairment charges are included in selling, general and administrative expenses on the consolidated statements of income.

**Goodwill** Goodwill represents the excess of purchase price over the fair value of acquired tangible and identifiable intangible net assets. We test goodwill for impairment on an annual basis or more frequently if indicators of impairment are present. We perform our annual impairment measurement test on the first day of the



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fourth quarter. Events that may trigger an early impairment review include significant changes in the current business climate, future expectations of economic conditions, declines in our operating results of our reporting units, or an expectation that the carrying amount may not be recoverable.

We have an option to test goodwill for impairment by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than the carrying amount. If it is more likely than not that the fair value of the reporting unit is less than the carrying amount or if we choose not to perform the qualitative assessment, we perform a quantitative two-step impairment test. The first step compares the fair value of the reporting unit with its carrying amount of net assets, including goodwill. If the carrying amount exceeds fair value, then the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step includes estimating the fair value of the reporting unit by taking all of the tangible and intangible assets of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill is compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of the goodwill, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying amount.

We generally determine the fair value of each of our reporting units based on a blended analysis of the present value of future discounted cash flows and market valuation approach using a multiple of an average annual earnings. Key assumptions used in this calculation include revenue growth, operating expenses, long-term rate of growth and the probability of the reporting unit, working capital impacts and a discount rate that we believe a buyer would assume when determining a purchase price for the reporting unit. Estimates of revenue growth and operating expenses are based on internal projections considering a reporting unit's past performance and forecasted growth, local market economics and the local business environment impacting the reporting unit's performance. These estimates are highly subjective judgments and can be significantly impacted by changes in the business or economic conditions.

**Intangible Assets** Our intangible assets consist of trade names and trademarks with indefinite lives and certain definite-lived intangible assets. We test our indefinite-lived intangible assets for impairment on an annual basis, or more frequently if indicators of impairment are present. We test our indefinite-lived assets by estimating the fair value of the asset and comparing that to the carrying value, an impairment loss is recorded for the amount that carrying value exceeds the estimated fair value. The fair value of the trade names and trademarks is determined using the relief from royalty method. This method assumes that the trade name and trademarks have value to the extent that their owner is relieved of the obligation to pay royalties for the benefits received from them. The assumptions used in this method requires management judgment and estimates in forecasting future sales, expenses, discount rates, and royalty rates.

Definite-lived intangible assets, which consist of developed technology and customer relationships, are amortized using the straight-line method over their estimated useful lives. Additionally, we test the definite-lived intangible assets when facts and circumstances indicate that the carrying values may not be recoverable. We first assess the recoverability of our definite-lived intangible assets by comparing the undiscounted cash flows of the definite-lived asset less its carrying value. If the undiscounted cash flows are less than the carrying value, we then determine the estimated fair value of our definite-lived asset by taking the estimated future operating cash flows derived from the operation to which the asset relates over its remaining useful life, using a discounted cash flow analysis and comparing it to the carrying value. Any impairment would be measured as the difference between the carrying amount and the estimated fair value. Changes in any of these estimates, projections and assumptions could have a material effect of the fair value of these assets in future measurement periods and result in an impairment which could materially affect our results of operations.

**Deferred Rent, Rent Expense and Tenant Allowances** We lease our stores and certain corporate and other operating facilities under operating leases. A majority of our leases provide for ongoing co-tenancy requirements or early cancellation clauses that would further lower rental rates, or permit lease terminations, or

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both, in the event that co-tenants cease to operate for specific periods or if certain sales levels are not met in specific periods. Most of the store leases require payment of a specified minimum rent and a contingent rent based on a percentage of the store's net sales in excess of a specified threshold, as well as real estate taxes, insurance, common area maintenance charges and other executory costs. Most of the lease agreements have defined escalating rent provisions, which are straight-lined over the term of the related lease. We recognize rent expense over the term of the lease, plus the construction period prior to occupancy of the retail location. For certain locations, we receive tenant allowances and report these amounts as a liability, which is amortized as a reduction to rent expense over the term of the lease.

**Claims and Contingencies** We are subject to various claims and contingencies related to lawsuits, insurance, regulatory and other matters arising out of the normal course of business. We accrue a liability if the likelihood of an adverse outcome is probable and the amount is estimable. If the likelihood of an adverse outcome is only reasonably possible (as opposed to probable), or if an estimate is not determinable, we provide disclosure of a material claim or contingency in the Notes to the Consolidated Financial Statements.

**Revenue Recognition** Sales are recognized upon purchase at our retail store locations. For our ecommerce sales, revenue is recognized upon estimated delivery to the customer. Taxes collected from our customers are recorded on a net basis. We record the sale of gift cards as a current liability and recognize revenue when a customer redeems a gift card. Additionally, an estimate of the portion of gift cards that is not expected to be redeemed (gift card breakage) is recognized in net sales after 24 months, at which time the likelihood of redemption is considered remote based on our historical redemption patterns. For the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012, we recorded net sales related to gift card breakage income of \$0.8 million, \$0.7 million and \$0.6 million. Revenue is recorded net of estimated and actual sales returns and deductions for promotions. We accrue for estimated sales returns by customers based on historical sales return results. The allowance for sales returns at February 1, 2014 and February 2, 2013 was \$1.6 million and \$1.2 million.

We have a customer loyalty program, the Zumiez Stash, which allows members to earn points for purchases or performance of certain activities. The points can be redeemed for a broad range of rewards, including product and experiential rewards. Points earned for purchases are recorded as a reduction of net sales based on the fair value of the points at the time the points are earned and the revenue is recognized upon redemption of points for rewards. Points earned for the performance of activities are recorded as marketing expense based on the estimated cost of the points.

**Cost of Goods Sold** Cost of goods sold consists of branded merchandise costs and our private label merchandise costs including design, sourcing, importing and inbound freight costs. Our cost of goods sold also includes shrinkage, buying, occupancy, ecommerce fulfillment, distribution and warehousing costs (including associated depreciation) and freight costs for store merchandise transfers. Cash consideration received from vendors is reported as a reduction of cost of goods sold if the inventory has sold, a reduction of the carrying value of the inventory if the inventory is still on hand, or a reduction of selling, general and administrative expense if the amounts are reimbursements of specific, incremental and identifiable costs of selling the vendors' products.

**Shipping Revenue and Costs** We include shipping revenue related to ecommerce sales in net sales and the related freight cost is charged to cost of goods sold.

**Selling, General and Administrative Expense** Selling, general and administrative expenses consist primarily of store personnel wages and benefits, administrative staff and infrastructure expenses, freight costs for merchandise shipments from the distribution centers to the stores, store supplies, depreciation on fixed assets at the home office and stores, facility expenses, training expenses and advertising and marketing costs. Credit card fees, insurance, public company expenses, legal expenses, amortization of intangibles assets and other miscellaneous operating costs are also included in selling, general and administrative expenses.

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**Advertising** We expense advertising costs as incurred, except for catalog costs, which are expensed once the catalog is mailed. Advertising expenses are net of sponsorships and vendor reimbursements. Advertising expense was \$8.7 million, \$6.0 million and \$2.5 million for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

**Future Incentive Payments** In conjunction with our acquisition of Blue Tomato during the fiscal year ended February 2, 2013, there is the possibility of future incentive payments to the sellers and certain employees of Blue Tomato in an aggregate amount of up to 22.1 million Euros (\$29.9 million, using the exchange rate as of February 1, 2014) to the extent that certain financial metrics are met and the sellers and certain employees remain employed with Blue Tomato through April 2015. We estimate future incentive payments based on internal projections of future Blue Tomato financial performance.

**Stock-Based Compensation** We account for stock-based compensation by recording the estimated fair value of stock-based awards granted as compensation expense over the vesting period, net of estimated forfeitures. Stock-based compensation expense is attributed to earnings using an accelerated method for stock options and a straight-line method for restricted stock. We estimate forfeitures of stock-based awards based on historical experience and expected future activity.

The fair value of restricted stock awards is measured based on the closing price of our common stock on the date of grant. The fair value of stock option grants is estimated on the date of grant using the Black-Scholes option pricing model based on the following assumptions:

**Volatility** This is a measure of the amount by which a stock price has fluctuated or is expected to fluctuate. We use actual daily historical changes in the market value of our stock equal to the expected term of the option.

**Risk-free interest rate** This is the U.S. Treasury rate as of the grant date having a term equal to the expected term of the option.

**Expected term** The expected term was calculated using the simplified method. Under this method, the expected term is equal to the sum of the weighted average vesting term plus the original contractual term divided by two. We have elected this method as we have concluded that we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time our equity shares have been publicly traded.

**Dividend yield** We do not have plans to pay dividends in the foreseeable future.

The following weighted-average assumptions were used to estimate the fair value of stock options granted:

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Dividend yield	0.0%	0.0%	0.0%
Volatility rate	66.4%	66.7%	65.0%
Weighted-average expected life (in years)	6.25	6.25	6.25
Weighted-average risk-free interest rate	1.1%	1.1%	1.1%
Weighted-average fair value per share of stock options granted	\$ 15.07	\$ 19.40	\$ 13.35

**Common Stock Share Repurchases** We may repurchase shares of our common stock under authorizations made from time to time by our Board of Directors. Under applicable Washington State law, shares repurchased are retired and not displayed separately as treasury stock on the consolidated financial statements. Instead, the value of repurchased shares is deducted from retained earnings.

**Income Taxes** We use the asset and liability method of accounting for income taxes. Using this method, deferred tax assets and liabilities are recorded based on the differences between the financial reporting and tax basis of assets and liabilities. The deferred tax assets and liabilities are calculated using the enacted tax rates and

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laws that are expected to be in effect when the differences are expected to reverse. We routinely evaluate the likelihood of realizing the benefit of our deferred tax assets and may record a valuation allowance if, based on all available evidence, it is determined that it is more likely than not that all or some portion of the deferred tax benefit will not be realized.

We regularly evaluate the likelihood of realizing the benefit for income tax positions that we have taken in various federal, state and foreign filings by considering all relevant facts, circumstances and information available. If we believe it is more likely than not that our position will be sustained, we recognize a benefit at the largest amount that we believe is cumulatively greater than 50% likely to be realized. Interest and penalties related to income tax matters are classified as a component of income tax expense. Unrecognized tax benefits are recorded in other liabilities and long-term debt and other liabilities on the consolidated balance sheets.

Our tax provision for interim periods is determined using an estimate of our annual effective rate, adjusted for discrete items, if any, that are taken into account in the relevant period. As the fiscal year progresses, we periodically refine our estimate based on actual events and earnings by jurisdiction. This ongoing estimation process can result in changes to our expected effective tax rate for the full fiscal year. When this occurs, we adjust the income tax provision during the quarter in which the change in estimate occurs so that our year-to-date provision equals our expected annual rate.

**Earnings per Share** Basic earnings per share is based on the weighted average number of common shares outstanding during the period. The dilutive effect of stock options and restricted stock is applicable only in periods of net income. Diluted earnings per share is based on the weighted average number of common shares and common share equivalents outstanding during the period. Common share equivalents included in the computation represent shares issuable upon assumed exercise of outstanding stock options, employee stock purchase plan funds held to acquire stock and non-vested restricted stock. Potentially anti-dilutive securities not included in the calculation of diluted earnings per share are options to purchase common stock where the option exercise price is greater than the average market price of our common stock during the period reported.

**Foreign Currency Translation** Assets and liabilities denominated in foreign currencies were translated into U.S. dollars, the reporting currency, at the exchange rate prevailing at the balance sheet date. Revenue and expenses denominated in foreign currencies were translated into U.S. dollars at the monthly average exchange rate for the period and the translation adjustments are reported as an element of accumulated other comprehensive income on the consolidated balance sheets.

**Segment Reporting** We identify our operating segments according to how our business activities are managed and evaluated. Our operating segments have been aggregated and are reported as one reportable segment based on the similar nature of products sold, production, merchandising and distribution processes involved, target customers and economic characteristics.

**Recently Adopted Accounting Standards** In February 2013, the Financial Accounting Standards Board ( FASB ) issued guidance that requires an entity to present information about reclassification adjustments from accumulated other comprehensive income in their financial statements or footnotes. This guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2012. We adopted this guidance for the fiscal quarter ended May 4, 2013. The adoption did not have a material impact on our financial position, results of operations or cash flows.

In July 2012, the FASB issued guidance that will allow an entity to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test for indefinite-lived intangible assets. If entities determine, based on qualitative factors, the fair value of the asset is more likely than not less than the carrying value, the two-step impairment test would be required. This guidance is effective for fiscal years beginning after September 15, 2012, with early adoption permitted. We adopted this guidance for the fiscal year ending February 1, 2014 and the adoption did not have a material impact on our financial position, results of operations or cash flows.

**Table of Contents****3. Business Combination**

**Blue Tomato** On July 4, 2012, we acquired 100% of the outstanding stock of Blue Tomato for cash consideration of 59.5 million Euros (\$74.8 million). Blue Tomato is a leading European multi-channel retailer for board sports and related apparel and footwear and the acquisition allows us to enter into the European marketplace.

In addition, there is the possibility of future incentive payments to the sellers and certain employees of Blue Tomato in an aggregate amount of up to 22.1 million Euros (\$29.9 million, using the exchange rate as of February 1, 2014) to the extent that certain financial metrics are met for the fiscal year ending April 30, 2015 and the sellers and certain employees remain employed with Blue Tomato through April 30, 2015. Of the 22.1 million Euros future incentive payments, 17.1 million Euros (\$23.1 million) is payable in cash, while 5.0 million Euros (\$6.8 million) is payable in shares of our common stock. We account for the estimated future incentive payments as compensation expense, which is included in selling, general and administrative expense on the consolidated statements of income, and recognize this amount ratably over the term of service through April 2015. At February 1, 2014, we estimated that we will not be obligated for future incentive payments and reversed the previously recorded expense associated with the future incentive payments. For the fiscal year ended February 2, 2013, we recorded an expense for future incentive payments of \$2.3 million.

**Pro Forma Financial Information** The following unaudited pro forma financial information shows the results of operations, as though the acquisition of Blue Tomato had occurred on January 30, 2011. These amounts were calculated after conversion to U.S. GAAP, conforming to our accounting policies and adjusting Blue Tomato results to reflect: (i) the depreciation and amortization that would have been charged as a result of the fair value adjustments to fixed assets and intangible assets and (ii) the compensation expense associated with the estimated future incentive payments to the sellers and certain employees of Blue Tomato (using our estimate as of February 2, 2013 of future incentive payments of 9.0 million Euros). The adjustments also reflect the income tax effect of the pro forma adjustments.

The amounts also reflect the removal of the following non-recurring, transaction related costs and related income tax effect from the fiscal year ended February 2, 2013 pro forma results: (i) the transaction costs of \$1.9 million associated with the Blue Tomato acquisition, (ii) the charge related to the fair value adjustment to acquisition date inventory of \$2.2 million and (iii) the foreign currency transaction gain of \$0.5 million associated with the foreign currency fluctuations associated with the acquisition of Blue Tomato. These amounts are assumed to be included in the fiscal year ended January 28, 2012 pro forma amounts.

The pro forma financial information below is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the acquisition been completed as of the date indicated above or the results that may be obtained in the future.

	Fiscal Year Ended	
	February 2, 2013	January 28, 2012
	(in thousands)	
Net sales	\$ 680,524	\$ 591,961
Net income	\$ 41,430	\$ 32,853

**4. Goodwill and Intangible Assets**

The following tables summarize the changes in the carrying amount of goodwill (in thousands):

Balance at January 28, 2012	\$ 13,154
Goodwill acquired	47,413
Effects of foreign currency translation	4,009
Balance as of February 2, 2013	64,576
Effects of foreign currency translation	(381)
Balance as of February 1, 2014	\$ 64,195



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There was no impairment of goodwill for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

The following table summarizes the gross carrying amount, accumulated amortization and the net carrying amount of intangible assets (in thousands):

	Gross Carrying Amount	February 1, 2014 Accumulated Amortization	Intangible Assets, Net
Intangible assets not subject to amortization:			
Trade names and trademarks	\$ 14,615	\$	\$ 14,615
Intangible assets subject to amortization:			
Developed technology	4,060	2,143	1,917
Customer relationships	3,008	1,570	1,438
Total intangible assets	\$ 21,683	\$ 3,713	\$ 17,970

	Gross Carrying Amount	February 2, 2013 Accumulated Amortization	Intangible Assets, Net
Intangible assets not subject to amortization:			
Trade names and trademarks	\$ 14,724	\$	\$ 14,724
Intangible assets subject to amortization:			
Developed technology	4,090	795	3,295
Customer relationships	3,031	570	2,461
Total intangible assets	\$ 21,845	\$ 1,365	\$ 20,480

There was no impairment of intangible assets for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

Amortization expense of intangible assets for the fiscal years ended February 1, 2014 and February 2, 2013 was \$2.3 million and \$1.3 million. We did not record amortization expense of intangible assets for the fiscal year ended January 28, 2012. Amortization expense of intangible assets is recorded in selling, general and administrative expense on the consolidated statements of income. At February 1, 2014, future amortization expense for intangible assets is as follows (in thousands):

Fiscal 2014	\$ 2,356
Fiscal 2015	999
Thereafter	
Total	\$ 3,355

**Table of Contents****5. Cash, Cash Equivalents and Marketable Securities**

The following tables summarize the estimated fair value of our cash, cash equivalents and marketable securities and the gross unrealized holding gains and losses (in thousands):

	Amortized Cost	February 1, 2014 Gross Unrealized Holding		Estimated Fair Value
		Gains	Losses	
<b>Cash and cash equivalents:</b>				
Cash	\$ 17,973	\$	\$	\$ 17,973
Money market funds	1,211			1,211
State and local government securities	450			450
<b>Total cash and cash equivalents</b>	<b>19,634</b>			<b>19,634</b>
<b>Marketable securities:</b>				
State and local government securities	72,968	64	(191)	72,841
Variable-rate demand notes	25,505			25,505
<b>Total marketable securities</b>	<b>\$ 98,473</b>	<b>\$ 64</b>	<b>\$ (191)</b>	<b>\$ 98,346</b>
Less: Long-term marketable securities (1)				(825)
<b>Total current marketable securities</b>				<b>\$ 97,521</b>

	Amortized Cost	February 2, 2013 Gross Unrealized Holding		Estimated Fair Value
		Gains	Losses	
<b>Cash and cash equivalents:</b>				
Cash	\$ 6,271	\$	\$	\$ 6,271
Money market funds	8,305			8,305
State and local government securities	3,003			3,003
<b>Total cash and cash equivalents</b>	<b>17,579</b>			<b>17,579</b>
<b>Marketable securities:</b>				
Corporate debt securities	1,745	65		1,810
State and local government securities	82,911	95	(179)	82,827
Variable-rate demand notes	1,800			1,800
<b>Total marketable securities</b>	<b>\$ 86,456</b>	<b>\$ 160</b>	<b>\$ (179)</b>	<b>\$ 86,437</b>
Less: Long-term marketable securities (1)				(844)
<b>Total current marketable securities</b>				<b>\$ 85,593</b>



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- (1) At February 1, 2014 and February 2, 2013, we held one auction rate security, classified as available-for-sale marketable securities and included in long-term other assets on the consolidated balance sheets.
- All of our available-for-sale securities, excluding our auction rate security, have an effective maturity date of two years or less and may be liquidated, at our discretion, prior to maturity.

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The following tables summarize the gross unrealized holding losses and fair value for investments in an unrealized loss position, and the length of time that individual securities have been in a continuous loss position (in thousands):

	Less Than Twelve Months		February 1, 2014 12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Marketable securities:						
State and local government securities	\$ 26,637	\$ (15)	\$ 2,081	\$ (176)	\$ 28,718	\$ (191)
Total marketable securities	\$ 26,637	\$ (15)	\$ 2,081	\$ (176)	\$ 28,718	\$ (191)

	Less Than Twelve Months		February 2, 2013 12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Marketable securities:						
State and local government securities	\$ 23,300	\$ (23)	\$ 844	\$ (156)	\$ 24,144	\$ (179)
Total marketable securities	\$ 23,300	\$ (23)	\$ 844	\$ (156)	\$ 24,144	\$ (179)

We did not record a realized loss for other-than-temporary impairments during the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

**6. Receivables**

Receivables consisted of the following (in thousands):

	February 1, 2014	February 2, 2013
Credit cards receivable	\$ 5,299	\$ 6,020
Tenant allowances receivable	1,391	1,006
Other receivables	3,604	2,441
Receivables	\$ 10,294	\$ 9,467

**7. Fixed Assets**

Fixed assets consisted of the following (in thousands):

	February 1, 2014	February 2, 2013
Leasehold improvements	\$ 136,953	\$ 116,946
Fixtures	74,333	70,907
Buildings, land and building and land improvements	27,786	26,731
Computer equipment, software, store equipment and other	27,704	22,671
Fixed assets, at cost	266,776	237,255
Less: Accumulated depreciation	(139,433)	(121,781)

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Fixed assets, net	\$	127,343	\$	115,474
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Depreciation expense on fixed assets is recognized on our consolidated income statement as follows (in thousands):

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Cost of goods sold	\$ 1,086	\$ 875	\$ 797
Selling, general and administrative expenses	21,281	18,506	16,597
Depreciation expense	\$ 22,367	\$ 19,381	\$ 17,394

**8. Other Liabilities**

Other liabilities consisted of the following (in thousands):

	February 1, 2014	February 2, 2013
Accrued payables	\$ 7,026	\$ 6,355
Unredeemed gift cards	4,410	4,268
Accrued indirect taxes	3,592	3,852
Deferred revenue	1,677	909
Allowance for sales returns	1,582	1,227
Accrued legal settlement	1,250	
Other current liabilities	1,739	1,621
Other liabilities	\$ 21,276	\$ 18,232

**9. Revolving Credit Facilities and Debt**

We maintain a secured credit agreement with Wells Fargo Bank, N.A., which provides us with a secured revolving credit facility until September 1, 2014 of up to \$25.0 million, which, pursuant to an accordion feature, may be increased to \$35.0 million at our discretion. The secured revolving credit facility provides for the issuance of a standby letter of credit in an amount not to exceed \$5.0 million outstanding at any time and with a term not to exceed 365 days. The commercial line of credit provides for the issuance of a commercial letter of credit in an amount not to exceed \$10.0 million and with terms not to exceed 120 days. The amount of borrowings available at any time under our secured revolving credit facility is reduced by the amount of standby and commercial letters of credit outstanding at that time. The secured revolving credit facility bears interest at the Daily Three Month LIBOR rate plus 1.00%. The credit agreement contains a number of restrictions and covenants that generally limit our ability to, among other things, (1) incur additional debt, (2) undergo a change in ownership and (3) enter into certain transactions. The credit agreement also contains financial covenants that require us to meet certain specified financial tests and ratios, including, a maximum net income after taxes of not less than one dollar on a trailing four-quarter basis provided, that, there shall be added to net income all charges for impairment of goodwill and other intangibles and up to an aggregate of \$5.0 million of store asset impairment, and a minimum quick ratio of 1.25. The quick ratio is defined as our cash and near cash equivalents plus certain defined receivables divided by the outstanding borrowings. Our accounts receivable, general intangibles, inventory and equipment have been pledged to secure our obligations under the credit agreement. We must also provide financial information and statements to our lender. We were in compliance with all such covenants at February 1, 2014. There were no outstanding borrowings under the secured revolving credit facility at February 1, 2014 and February 2, 2013. We had open commercial letters of credit outstanding under our secured revolving credit facility at February 1, 2014 and February 2, 2013 of \$0.3 million and \$0.2 million.

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Additionally, we have revolving lines of credit of up to 9.0 million Euro and other long-term debt, the proceeds of which are used to fund certain international operations. The revolving lines of credit bears interest at 1.625%-1.65%. There were no outstanding borrowings under these revolving lines of credit at February 1, 2014 and February 2, 2013. The long-term debt had a weighted average interest rate of 1.7% and has maturities through 2021. Long-term debt obligations are as follows (in thousands):

	February 1, 2014	February 2, 2013
Debt obligations	\$ 1,933	\$ 2,270
Less: Current portion of debt obligations (1)	(325)	(322)
<b>Total long-term debt obligations (2)</b>	<b>\$ 1,608</b>	<b>\$ 1,948</b>

- (1) The current portion of debt obligations is recorded in other liabilities on the consolidated balance sheets.  
(2) The long-term portion of debt obligations is recorded in long-term debt and other liabilities on the consolidated balance sheets.  
Future principal payments for long-term debt at February 1, 2014 are as follows (in thousands):

Fiscal 2014	\$ 325
Fiscal 2015	330
Fiscal 2016	260
Fiscal 2017	232
Fiscal 2018	236
Thereafter	550
<b>Total</b>	<b>\$ 1,933</b>

**10. Commitments and Contingencies**

**Operating Leases** Total rent expense is as follows (in thousands):

	February 1, 2014	Fiscal Year Ended	
		February 2, 2013	January 28, 2012
Minimum rent expense (1)	\$ 51,131	\$ 47,279	\$ 41,566
Contingent rent expense	2,312	2,705	2,480
<b>Total rent expense (2)</b>	<b>\$ 53,443</b>	<b>\$ 49,984</b>	<b>\$ 44,046</b>

- (1) Included in minimum rent expense for the fiscal year ended February 1, 2014 is a benefit of \$2.7 million representing the correction of an error related to our calculation to account for rent expense on a straight-line basis.  
(2) Total rent expense does not include real estate taxes, insurance, common area maintenance charges and other executory costs, which were \$32.0 million, \$28.0 million and \$24.7 million for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.  
Future minimum lease payments at February 1, 2014 are as follows (in thousands):

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Fiscal 2014	\$ 53,295
Fiscal 2015	52,395
Fiscal 2016	49,913
Fiscal 2017	44,840
Fiscal 2018	38,391
Thereafter	114,981
Total (1)	\$ 353,815

- (1) Amounts in the table do not include contingent rent and real estate taxes, insurance, common area maintenance charges and other executory costs obligations.

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**Purchase Commitments** At February 1, 2014 and February 2, 2013, we had outstanding purchase orders to acquire merchandise from vendors of \$132.6 million and \$120.4 million. We have an option to cancel these commitments with no notice prior to shipment, except for certain private label purchase orders in which we are obligated to repay contractual amounts upon cancellation.

**Litigation** We are involved from time to time in claims, proceedings and litigation arising in the ordinary course of business. We have made accruals with respect to these matters, where appropriate, which are reflected in our consolidated financial statements. For some matters, the amount of liability is not probable or the amount cannot be reasonably estimated and therefore accruals have not been made. We may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if we believe settlement is in the best interest of our shareholders.

On February 15, 2013, a putative class action lawsuit, Robert Steele v. Zumiez Inc., was filed against the Company in the Superior Court of the State of California, County of San Francisco. The lawsuit purports to be brought on behalf of a class of all persons who are employed, or who have worked as, assistant store managers for the Company in the State of California from February 15, 2009 through the date of certification of the class in the lawsuit. The lawsuit alleges causes of action for failure to pay overtime wages, failure to pay wages for work done off-the-clock, failure to provide meal periods and rest breaks (and to pay meal and rest period premiums), failure to pay terminated employees all wages due at the time of termination, failure to provide employees with accurate itemized wage statements, failure to reimburse employees for business expenses and unfair business practices and declaratory relief. The Court has not set a date for a hearing on class certification and has not set a trial date. A second putative class action lawsuit, Ruben Hernandez v. Zumiez Inc., was filed on September 3, 2013, alleging overlapping causes of action. On or about October 22, 2013, the class action allegations for the Hernandez case were dismissed without prejudice. On November 12, 2013, the parties in the Steele case agreed to a conditional settlement in the amount of \$1.3 million which is contingent upon the preliminary and final approval of the Court (the Conditional Settlement). The parties have negotiated the terms of the formal settlement agreement, and are in the process of executing that agreement. The parties anticipate that a motion seeking the Court's preliminary approval of the Conditional Settlement will be filed with the Court within 45 to 60 days. The settlement was recorded in selling, general and administrative expenses on the consolidated statements of income for the fiscal year ended February 1, 2014.

**Insurance Reserves** We use a combination of third-party insurance and self-insurance for a number of risk management activities including workers' compensation, general liability and employee-related health care benefits. We maintain reserves for our self-insured losses, which are estimated based on historical claims experience and actuarial and other assumptions. The self-insurance reserve at February 1, 2014 and February 2, 2013 was \$1.7 million and \$1.2 million.

## **11. Fair Value Measurements**

We apply the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 Quoted prices in active markets for identical assets or liabilities;

Level 2 Quoted prices for similar assets or liabilities in active markets or inputs that are observable; and

Level 3 Inputs that are unobservable.

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The following tables summarize assets measured at fair value on a recurring basis (in thousands):

	Level 1	February 1, 2014 Level 2	Level 3
<b>Cash equivalents:</b>			
Money market funds	\$ 1,211	\$	\$
State and local government securities		450	
<b>Marketable securities:</b>			
State and local government securities		72,016	
Variable-rate demand notes		25,505	
<b>Long-term other assets:</b>			
State and local government securities			825
Equity investments			147
<b>Total</b>	<b>\$ 1,211</b>	<b>\$ 97,971</b>	<b>\$ 972</b>

	Level 1	February 2, 2013 Level 2	Level 3
<b>Cash equivalents:</b>			
Money market funds	\$ 8,305	\$	\$
State and local government securities		3,003	
<b>Marketable securities:</b>			
Corporate debt securities		1,810	
State and local government securities		81,983	
Variable-rate demand notes		1,800	
<b>Long-term other assets:</b>			
State and local government securities			844
Equity investments			1,059
<b>Total</b>	<b>\$ 8,305</b>	<b>\$ 88,596</b>	<b>\$ 1,903</b>

Our policy is to recognize transfers into and transfers out of hierarchy levels as of the actual date of the event or change in circumstances that caused the transfer.

The Level 2 marketable securities primarily include state and local municipal securities and variable-rate demand notes. Fair values are based on quoted market prices for similar assets or liabilities or determined using inputs that use readily observable market data that are actively quoted and can be validated through external sources, including third-party pricing services, brokers and market transactions. We review the pricing techniques and methodologies of the independent pricing service for Level 2 investments and believe that its policies adequately consider market activity, either based on specific transactions for the security valued or based on modeling of securities with similar credit quality, duration, yield and structure that were recently traded. We monitor security-specific valuation trends and we make inquiries with the pricing service about material changes or the absence of expected changes to understand the underlying factors and inputs and to validate the reasonableness of the pricing.

Assets measured at fair value on a nonrecurring basis include items such as long-lived assets resulting from impairment, if deemed necessary. There were no material assets measured at fair value on a nonrecurring basis for the fiscal years ended February 1, 2014, February 2, 2013 or January 28, 2012.

**12. Stockholders Equity**

**Share Repurchase** In November 2012, our Board of Directors authorized a share repurchase program that provided for the repurchase of up to \$22.0 million of outstanding common stock. This program was completed in December 2012. In December 2012, our Board of Directors authorized a stock repurchase program that provided





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for the repurchase of up to an additional \$20.0 million of outstanding common stock and \$7.5 million of outstanding common stock was repurchased under that program. In December 2013, the Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$30.0 million of outstanding common stock. This stock repurchase program replaces the existing stock repurchase program that was authorized in December 2012, which had \$12.5 million remaining of the authorized amount to repurchase shares under that program and was set to expire on February 1, 2014. The current repurchase program is expected to continue through the fiscal year ending January 31, 2015, unless the time period is extended or shortened by the Board of Directors.

The following table summarizes common stock repurchase activity during the fiscal year ended February 1, 2014 (in thousands except average price per repurchased shares):

Number of shares repurchased	839
Average price per share of repurchased shares (with commission)	\$ 22.68
Total cost of shares repurchased	\$ 19,038

At February 1, 2014, there remains \$14.6 million available to repurchase shares under the current share repurchase program.

**Accumulated Other Comprehensive Income (Loss)** The component of accumulated other comprehensive income (loss) and the adjustments to other comprehensive income (loss) for amounts reclassified from accumulated other comprehensive income (loss) into net income is as follows (in thousands):

	Foreign currency translation adjustments	Net unrealized gains (losses) on available-for-sale investments	Accumulated other comprehensive income (loss)
Balance at January 29, 2011	\$	\$ (17)	\$ (17)
Other comprehensive income (loss) before reclassifications, net of tax (1)	(19)	199	180
Reclassifications recorded in:			
Other (expense) income, net		(46)	(46)
Provision for income taxes		18	18
Total reclassifications from accumulated other comprehensive income (loss), net of taxes		(28)	(28)
Other comprehensive income (loss), net	(19)	171	152
Balance at January 28, 2012	(19)	154	135
Other comprehensive income (loss) before reclassifications, net of tax (1)	6,040	(79)	5,961
Reclassifications recorded in:			
Other (expense) income, net		(141)	(141)
Provision for income taxes		55	55
Total reclassifications from accumulated other comprehensive income (loss), net of taxes		(86)	(86)
Other comprehensive income (loss), net	6,040	(165)	5,875
Balance at February 2, 2013	6,021	(11)	6,010
Other comprehensive income (loss) before reclassifications, net of tax (1)	(1,231)	(92)	(1,323)
Reclassifications recorded in:			
Other (expense) income, net		28	28
Provision for income taxes		(5)	(5)

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Total reclassifications from accumulated other comprehensive income (loss), net of taxes		23		23
Other comprehensive income (loss), net	(1,231)	(69)		(1,300)
Balance at February 1, 2014	\$ 4,790	\$ (80)	\$	4,710

- (1) Other comprehensive income (loss) before reclassifications is net of taxes of \$0.1 million for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012 for both net unrealized gains (losses) on available-for-sale investments and accumulated other comprehensive income (loss). Foreign currency translation adjustments are not adjusted for income taxes as they relate to permanent investments in our international subsidiaries.

**Table of Contents****13. Equity Awards**

**General** We maintain several equity incentive plans under which we may grant incentive stock options, nonqualified stock options, stock bonuses, restricted stock awards, restricted stock units and stock appreciation rights to employees (including officers), non-employee directors and consultants.

**Stock-Based Compensation** Total stock-based compensation expense is recognized on our consolidated income statements as follows (in thousands):

	Fiscal Year Ended		
	February 1, 2014	February 2, 2013	January 28, 2012
Cost of goods sold	\$ 990	\$ 1,033	\$ 1,004
Selling, general and administrative expenses (1)	3,104	4,963	4,299
<b>Total stock-based compensation expense</b>	<b>\$ 4,094</b>	<b>\$ 5,996</b>	<b>\$ 5,303</b>

(1) Included in stock-based compensation expense recognized in selling, general and administrative expenses for the fiscal year ended February 1, 2014 is a \$0.9 million benefit associated with the reversal of the estimated future incentive payments payable in shares of our common stock associated with the Blue Tomato acquisition.

At February 1, 2014, there was \$6.7 million of total unrecognized compensation cost related to unvested stock options and restricted stock. This cost has a weighted-average recognition period of 1.1 years.

**Restricted Stock** The following table summarizes restricted stock activity (in thousands, except weighted-average fair value):

	Restricted Stock	Grant Date Weighted- Average Fair Value	Intrinsic Value (1)
Outstanding at January 29, 2011	592	\$ 12.55	
Granted	188	\$ 25.14	
Vested	(221)	\$ 12.47	
Forfeited	(56)	\$ 17.01	
Outstanding at January 28, 2012	503	\$ 16.79	
Granted	154	\$ 33.98	
Vested	(236)	\$ 15.21	
Forfeited	(39)	\$ 24.03	
Outstanding at February 2, 2013	382	\$ 23.97	
Granted	198	\$ 25.45	
Vested	(193)	\$ 19.54	
Forfeited	(26)	\$ 27.27	
Outstanding at February 1, 2014	361	\$ 26.91	\$ 7,763

- (1) Intrinsic value for restricted stock is defined as the market value of the outstanding restricted stock on the last business day of the fiscal year.

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The following table summarizes additional information related to restricted stock activity (in thousands):

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Vest-date fair value of restricted stock vested	\$ 4,981	\$ 8,174	\$ 5,524

**Stock Options** The following table summarizes stock option activity (in thousands, except weighted-average exercise price and weighted-average remaining contractual life):

	Stock Options	Grant Date Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Life (in Years)	Intrinsic Value (1)
Outstanding at January 29, 2011	1,118	\$ 14.86		
Granted	90	\$ 22.33		
Exercised	(183)	\$ 7.17		
Forfeited	(137)	\$ 21.45		
Outstanding at January 28, 2012	888	\$ 16.18		
Granted	55	\$ 31.79		
Exercised	(74)	\$ 8.53		
Forfeited	(49)	\$ 20.91		
Outstanding at February 2, 2013	820	\$ 17.62		
Granted	47	\$ 24.81		
Exercised	(152)	\$ 6.64		
Forfeited	(24)	\$ 35.96		
Outstanding at February 1, 2014	691	\$ 19.86	4.21	\$ 4,097
Exercisable at February 1, 2014	579	\$ 18.56	3.46	\$ 4,070
Vested or expected to vest at February 1, 2014 (2)	685	\$ 19.80	4.16	\$ 4,097

(1) Intrinsic value for stock options is defined as the difference between the market price of our common stock on the last business day of the fiscal year and the weighted average exercise price of in-the-money options outstanding at the end of the fiscal year.

(2) Includes outstanding vested options as well as outstanding, non-vested options after a forfeiture rate is applied.

The following table summarizes additional information related to stock option activity (in thousands):

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Aggregate intrinsic value of stock options exercised	\$ 3,408	\$ 1,655	\$ 3,257

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Vest-date fair value of stock options vested	\$ 2,024	\$ 4,881	\$ 3,809
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The following table summarizes outstanding and exercisable options by exercise price at February 1, 2014:

Exercise Price	Options Outstanding		Options Exercisable
	Number of Options (in thousands)	Weighted-Average Remaining Contractual Life	Number of Options (in thousands)
Under \$ 10.00	239	3.1	239
\$ 10.01-\$ 20.00	125	4.7	115
\$ 20.01-\$ 30.00	178	5.0	95
\$ 30.01-\$ 40.00	149	3.9	130
Total	691		579

**Employee Stock Purchase Plan** We offer an Employee Stock Purchase Plan (the ESPP) for eligible employees to purchase our common stock at a 15% discount of the lesser of fair market value of the stock on the first business day or the last business day of the offering period, subject to maximum contribution thresholds. The number of shares issued under our ESPP was less than 0.1 million for each of the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

**14. Income Taxes**

The components of earnings before income taxes are (in thousands):

	Fiscal Year Ended		
	February 1, 2014	February 2, 2013	January 28, 2012
United States	\$ 71,288	\$ 75,054	\$ 62,794
Foreign	676	(4,775)	(1,105)
Total earnings before income taxes	\$ 71,964	\$ 70,279	\$ 61,689

The components of the provision for income taxes are (in thousands):

	Fiscal Year Ended		
	February 1, 2014	February 2, 2013	January 28, 2012
Current:			
Federal	\$ 22,925	\$ 24,002	\$ 17,013
State and local	3,544	4,689	3,884
Foreign	525	1,054	
Total current	26,994	29,745	20,897
Deferred:			
Federal	629	551	3,358
State and local	74	(370)	83
Foreign	(1,681)	(1,811)	
Total deferred	(978)	(1,630)	3,441



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Provision for income taxes	\$ 26,016	\$ 28,115	\$ 24,338
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The reconciliation of the income tax provision at the U.S. federal statutory rate to our effective income tax rate is as follows:

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Expected U.S. federal income taxes at statutory rates	35.0%	35.0%	35.0%
State and local income taxes, net of federal effect	3.3	4.4	4.1
Other	(2.2)	0.6	0.4
Effective tax rate	36.1%	40.0%	39.5%

The components of deferred income taxes are (in thousands):

	February 1, 2014	February 2, 2013
<b>Deferred tax assets:</b>		
Deferred rent	\$ 16,779	\$ 15,989
Employee benefits, including stock based compensation	5,967	5,915
Accrued liabilities	2,507	1,768
Net operating losses	2,045	846
Inventory	672	943
Other	1,251	871
Total deferred tax assets	29,221	26,332
<b>Deferred tax liabilities:</b>		
Property and equipment	(19,937)	(18,233)
Goodwill and other intangibles	(7,463)	(6,965)
Other	(543)	(543)
Total deferred tax liabilities	(27,943)	(25,741)
Valuation allowance		(417)
Net deferred tax assets	\$ 1,278	\$ 174
<b>Reported as:</b>		
Current deferred tax assets	\$ 5,194	\$ 3,885
Long-term deferred tax assets (included in long-term other assets)	733	1,846
Current deferred income tax liabilities (included in other liabilities)		(13)
Long-term deferred tax liabilities	(4,649)	(5,544)
Net deferred tax assets	\$ 1,278	\$ 174

At February 1, 2014 and February 2, 2013, we had deferred tax assets related to foreign net operating loss carryovers that could be utilized to reduce future years' tax liabilities, totaling \$2.0 million and \$0.8 million. The net operating loss carryovers have an indefinite carryforward period and currently will not expire.

At each reporting date, we consider new evidence, both positive and negative, that could impact our view with regards to future realization of deferred tax assets. During the fiscal year ended February 1, 2014, we reversed the valuation allowance previously recorded on the deferred tax

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assets based on our reassessment of the amount of the deferred tax assets that are more likely than not to be realized. At February 2, 2013, we had a valuation allowance of \$0.4 million, which was primarily related to net operating losses and other deferred tax assets of foreign subsidiaries. The net change in the total valuation allowance was a decrease of \$0.4 million and an increase of \$0.1 million for the fiscal years ended February 1, 2014 and February 2, 2013.

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At February 1, 2014, the gross amount of unrecognized tax benefits was \$0.3 million, of which \$0.2 million would affect the effective tax rate if recognized. We did not have unrecognized tax benefits at February 2, 2013. The unrecognized tax benefits at February 1, 2014 are primarily related to state income tax positions. Over the next twelve months, we do not anticipate any significant changes to unrecognized tax benefits.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. Our U.S. federal income tax returns are no longer subject to examination for years before fiscal 2010, with few exceptions, we are no longer subject to U.S. state examinations for years before fiscal 2009 and we are no longer subject to examination for all foreign income tax returns before fiscal 2008.

**15. Earnings per Share, Basic and Diluted**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

	February 1, 2014	Fiscal Year Ended	
		February 2, 2013	January 28, 2012
Net income	\$ 45,948	\$ 42,164	\$ 37,351
Weighted average common shares for basic earnings per share	29,810	30,742	30,527
Dilutive effect of stock options and restricted stock	396	531	592
Weighted average common shares for diluted earnings per share	30,206	31,273	31,119
Basic earnings per share	\$ 1.54	\$ 1.37	\$ 1.22
Diluted earnings per share	\$ 1.52	\$ 1.35	\$ 1.20

Total anti-dilutive common stock options not included in the calculation of diluted earnings per share were 0.2 million, 0.2 million and 0.3 million for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012.

**16. Related Party Transactions**

We committed charitable contributions to the Zumiez Foundation of \$0.7 million for each of the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012. We have accrued charitable contributions payable to the Zumiez Foundation of \$0.6 million at February 1, 2014 and February 2, 2013. The Zumiez Foundation is a charitable based nonprofit organization focused on meeting various needs of the under-privileged. Our Chairman of the Board is also the President of the Zumiez Foundation.

**17. Segment Reporting**

The following table is a summary of product categories as a percentage of merchandise sales:

	Fiscal Year Ended		
	February 1, 2014	February 2, 2013	January 28, 2012
Men's Apparel	33%	34%	33%
Footwear	22%	23%	24%
Accessories	19%	19%	20%
Hardgoods	13%	11%	11%
Junior's Apparel	12%	11%	10%
Other	1%	2%	2%
Total	100%	100%	100%



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The following tables present summarized geographical information (in thousands):

	February 1, 2014	Fiscal Year Ended February 2, 2013	January 28, 2012
Net sales (1):			
United States	\$ 644,362	\$ 618,958	\$ 549,272
Foreign	79,975	50,435	6,602
Total net sales	\$ 724,337	\$ 669,393	\$ 555,874

	February 1, 2014	February 2, 2013
Long-lived assets:		
United States	\$ 111,595	\$ 103,966
Foreign	18,092	13,013
Total long-lived assets	\$ 129,687	\$ 116,979

(1) Net sales are allocated based on the location in which the sale was originated. Store sales are allocated based on the location of the store and ecommerce sales are allocated to the U.S. for sales on [www.zumiez.com](http://www.zumiez.com) and to foreign for sales on [www.blue-tomato.com](http://www.blue-tomato.com).

**18. Subsequent Event**

On March 12, 2014, the Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$30.0 million of outstanding common stock through the fiscal year ending January 31, 2015. This stock repurchase program is in addition to our existing stock repurchase program that was authorized in December 2013. Under the stock repurchase program, we can purchase shares of common stock through open market transactions at prices deemed appropriate by management including pursuant to share repurchase plans under SEC Rule 10b5-1. The timing and amount of repurchase transactions under this program will depend on market conditions and corporate and regulatory considerations. The purchases will be funded from available working capital.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ZUMIEZ INC.**

/s/ RICHARD M. BROOKS

Signature

By: Richard M. Brooks Chief Executive Officer and Director (Principal Executive Officer)

March 18, 2014

Date

/s/ CHRISTOPHER C. WORK

Signature

By: Christopher C. Work, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

March 18, 2014

Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ THOMAS D. CAMPION

Signature

Thomas D. Campion, Chairman

March 18, 2014

Date

/s/ JAMES M. WEBER

Signature

James M. Weber, Director

March 18, 2014

Date

/s/ MATTHEW L. HYDE

Signature

Matthew L. Hyde, Director

March 18, 2014

Date

/s/ SARAH G. MCCOY

Signature

Sarah G. McCoy, Director

March 18, 2014

Date

/s/ GERALD F. RYLES

Signature

Gerald F. Ryles, Director

March 18, 2014

Date

/s/ TRAVIS D. SMITH

Signature

Travis D. Smith, Director

March 18, 2014

Date

/s/ ERNEST R. JOHNSON

Signature

Ernest R. Johnson, Director

March 18, 2014

Date

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**EXHIBIT INDEX**

- 2.1 Share Purchase Agreement, dated June 18, 2012, by and between Gerfried Schuller, Alexander Zezula and Eff zwanzig Beteiligungsverwaltung GmbH [Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by the Company on July 10, 2012]
- 3.1 Articles of Incorporation. [Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 3.2 Bylaws. [Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 25, 2008]
- 4.1 Form of Common Stock Certificate of Zumiez Inc. [Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 10.6 Zumiez Inc. 2004 Stock Option Plan. [Incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 10.8 Zumiez Inc. 2005 Employee Stock Purchase Plan. [Incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 10.9 Form of Indemnity Agreement between Zumiez Inc. and each of its officers and directors. [Incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 10.10 Limited Liability Company Agreement of Zumiez Holdings LLC. [Incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (file No. 333-122865)]
- 10.12 Equity Purchase Agreement with Gerald R. Anderson, Brandon C. Batton, AC Fast Forward LLC and AC Fast Forward Mgt., LLC dated May 16, 2006. [Incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended July 29, 2006 as filed on September 12, 2006]
- 10.13 Lease Agreement between Merrill Creek Holdings, LLC and Zumiez Inc. dated October 2, 2006. [Incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on October 4, 2006]
- 10.15 Zumiez Inc. 2005 Equity Incentive Plan, as amended and restated effective May 27, 2009. [Incorporated by reference from Exhibit 10.15 to the Form 8-K filed by the Company on June 1, 2009]
- 10.17 Purchase and Sale Agreement and Joint Escrow Instructions with Railroad Street Land Holdings, LLC dated February 18, 2010. [Incorporated by reference from Exhibit 10.17 to the Form 8-K filed by the Company on February 22, 2010]
- 10.18 Credit Agreement, including Revolving Line of Credit Note, with Wells Fargo Bank, N.A. dated August 29, 2011. [Incorporated by reference from Exhibit 10.18 to the Form 8-K filed by the Company on August 31, 2011]
- 10.19 Amended Credit Agreement with Wells Fargo Bank, N.A. dated June 14, 2013. [Incorporated by reference from Exhibit 10.19 to the Form 8-K filed by the Company on June 19, 2013]
- 21.1 Subsidiaries of the Company.
- 23.1 Consent of Moss Adams LLP, Independent Registered Public Accounting Firm.
- 31.1 Certification of the Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Principal Financial Officer (Principal Accounting Officer) pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certifications of the Principal Executive Officer and Principal Financial Officer (Principal Accounting Officer) pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.



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101 The following materials from Zumiez Inc. s Annual Report on Form 10-K for the annual period ended February 1, 2014, formatted in XBRL (eXtensible Business Reporting Language):

(i) Consolidated Balance Sheets at February 1, 2014 and February 2, 2013; (ii) Consolidated Statements of Income for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012; (iii) Consolidated Statements of Comprehensive Income for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012; (iv) Consolidated Statements of Changes in Shareholders Equity for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012; (v) Consolidated Statements of Cash Flows for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012; and (vi) Notes to Consolidated Financial Statements.

Copies of Exhibits may be obtained upon request directed to the attention of our General Counsel and Corporate Secretary, 4001 204<sup>th</sup> Street SW, Lynnwood, Washington 98036, and are available at the SEC s website found at [www.sec.gov](http://www.sec.gov).