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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 29, 2019**

**ULTA BEAUTY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33764**  
(Commission  
File Number)

**38-4022268**  
(IRS Employer  
Identification No.)

**1000 Remington Blvd., Suite 120, Bolingbrook, Illinois  
60440**

(Address of Principal Executive Offices and zip code)

**(630) 410-4800**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

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

| Title of each class                      | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common Stock, par value \$0.01 per share | ULTA           | The NASDAQ Global Select Market           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02 Results of Operations and Financial Condition.**

On August 29, 2019, Ulta Beauty, Inc. issued a press release regarding its consolidated financial results for the second quarter ended August 3, 2019. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibit listed in the Exhibit Index below is being furnished herewith.

| <i>Exhibit<br/>No.</i> | <i>Description</i>   |
|------------------------|--|
| 99.1                   | <a href="#"><u>Press release issued by Ulta Beauty, Inc. on August 29, 2019 announcing consolidated financial results for the second quarter ended August 3, 2019.</u></a> |
| 104                    | Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document)  |

**SIGNATURES**

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

ULTA BEAUTY, INC.

Date: August 29, 2019

By: /s/ Jodi J. Caro

Jodi J. Caro  
General Counsel, Chief Compliance Officer &  
Corporate Secretary





## ULTA BEAUTY ANNOUNCES SECOND QUARTER FISCAL 2019 RESULTS

**Net Sales Increased 12.0%**

**Comparable Sales Increased 6.2%**

**Diluted EPS Increased 12.2% to \$2.76**

**Company Updates Fiscal 2019 Guidance**

Bolingbrook, IL – August 29, 2019 – Ulta Beauty, Inc. (NASDAQ: ULTA) today announced financial results for the thirteen week period (“Second Quarter”) and twenty-six week period (“First Six Months”) ended August 3, 2019 compared to the same periods ended August 4, 2018.

“The Ulta Beauty team delivered another quarter of solid top-line performance, gross margin expansion, and double-digit earnings growth,” said Mary Dillon, Chief Executive Officer. “Looking forward, we have updated our fiscal 2019 outlook to reflect the headwinds we are currently seeing in the US cosmetics market. We remain confident that our guest-centric, differentiated business model will drive continued market share gains and strong returns for our shareholders over the long term.”

### For the Second Quarter of Fiscal 2019

- Net sales increased 12.0% to \$1,666.6 million compared to \$1,488.2 million in the second quarter of fiscal 2018;
  - Comparable sales (sales for stores open at least 14 months and e-commerce sales) increased 6.2% compared to an increase of 6.5% in the second quarter of fiscal 2018. The 6.2% comparable sales increase was driven by 5.4% transaction growth and 0.8% growth in average ticket;
  - Gross profit as a percentage of net sales increased 40 basis points to 36.4% compared to 36.0% in the second quarter of fiscal 2018, primarily due to improvement in merchandise margins driven by our marketing and merchandising strategies and leverage of fixed store costs, partially offset by investments in our salon services;
  - Selling, general and administrative (SG&A) expenses as a percentage of net sales increased 90 basis points to 23.6% compared to 22.7% in the second quarter of fiscal 2018, primarily due to deleverage of corporate overhead related to investments in growth initiatives and store labor;
  - Pre-opening expenses increased to \$5.0 million compared to \$4.5 million in the second quarter of fiscal 2018. Real estate activity in the second quarter of fiscal 2019 included 20 new stores, eight remodels, and four relocations, compared to 19 new stores, seven remodels, and one relocation in the second quarter of fiscal 2018;
  - Operating income increased 7.3% to \$208.0 million, or 12.5% of net sales, compared to \$193.8 million, or 13.0% of net sales, in the second quarter of fiscal 2018;
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- Tax rate decreased to 23.1% compared to 23.9% in the second quarter of fiscal 2018. The lower effective tax rate is primarily due to an increase in federal income tax credits;
- Net income increased 8.7% to \$161.3 million compared to \$148.3 million in the second quarter of fiscal 2018; and
- Diluted earnings per share increased 12.2% to \$2.76, which included a \$0.04 benefit primarily due to an increase in federal income tax credits, compared to \$2.46 in the second quarter of fiscal 2018, which included a \$0.02 benefit due to income tax accounting for share-based compensation.

#### **For the First Six Months of Fiscal 2019**

- Net sales increased 12.5% to \$3,409.6 million compared to \$3,031.9 million in the first six months of fiscal 2018;
- Comparable sales increased 6.6% compared to an increase of 7.3% in the first six months of fiscal 2018. The 6.6% comparable sales increase was driven by 4.8% transaction growth and 1.8% growth in average ticket;
- Gross profit as a percentage of net sales increased 50 basis points to 36.7% compared to 36.2% in the first six months of fiscal 2018, primarily due to improvement in merchandise margins driven by our marketing and merchandising strategies and leverage of fixed store costs, partially offset by investments in our salon services and supply chain operations;
- SG&A expenses as a percentage of net sales increased 80 basis points to 23.3% compared to 22.5% in the first six months of fiscal 2018, primarily due to deleverage of corporate overhead related to investments in growth initiatives and store labor, partially offset by improvement in variable store and marketing expense attributed to cost efficiencies and higher sales volume;
- Pre-opening expenses decreased to \$9.2 million compared to \$9.8 million in the first six months of fiscal 2018. Real estate activity in first six months of fiscal 2019 included 42 new stores, nine remodels, and four relocations, compared to 53 new stores, nine remodels, and one relocation in the first six months of fiscal 2018;
- Operating income increased 10.4% to \$445.6 million, or 13.1% of net sales, compared to \$403.7 million, or 13.3% of net sales, in the first six months of fiscal 2018;
- Tax rate decreased to 21.3% compared to 23.0% in the first six months of fiscal 2018. The lower effective tax rate is primarily due to income tax accounting for share-based compensation;
- Net income increased 13.0% to \$353.5 million compared to \$312.7 million in the first six months of fiscal 2018; and
- Diluted earnings per share increased 16.7% to \$6.02, which included a \$0.21 benefit primarily due to income tax accounting for share-based compensation, compared to \$5.16 in the first six months of fiscal 2018, which included a \$0.07 benefit due to income tax accounting for share-based compensation.

#### **Balance Sheet**

Merchandise inventories, net at the end of the second quarter of fiscal 2019 totaled \$1,316.0 million compared to \$1,219.7 million at the end of the second quarter of fiscal 2018, representing an

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increase of \$96.3 million. The increase in total inventory was driven by 89 net new stores. Average inventory per store was flat compared to the second quarter of fiscal 2018.

The Company ended the second quarter of fiscal 2019 with \$327.4 million in cash and cash equivalents and short-term investments.

### **Recent Accounting Pronouncement – Leases**

On February 3, 2019, the Company adopted Accounting Standards Codification (ASC) 842 using the modified retrospective approach. The new standard requires leases to be recorded on the balance sheet as lease liabilities with corresponding right-of-use assets. Upon adoption, the Company recognized and measured leases without revising comparative period information or disclosures. The adoption of ASC 842 resulted in the recording of operating lease assets and liabilities of \$1.46 billion and \$1.84 billion, respectively, as of February 3, 2019. As part of the adoption, the Company recorded an adjustment to retained earnings of \$2.4 million.

### **Share Repurchase Program**

During the second quarter of fiscal 2019, the Company repurchased 791,603 shares of its common stock at a cost of \$270.9 million. During the first six months of fiscal 2019, the Company repurchased 1,110,034 shares of its common stock at a cost of \$378.3 million. As of August 3, 2019, \$517.3 million remained available under the \$875.0 million share repurchase program announced in March 2019.

### **Store Expansion**

During the second quarter of fiscal 2019, the Company opened 20 stores located in Bridgehampton, NY; Buena Park, CA; Collierville, TN; Colorado Springs, CO; Dallas, TX; Granbury, TX; Hamden, CT; Hilliard, OH; Lewiston, ID; Moses Lake, WA; Porter Ranch, CA; Reno, NV; Rio Grande, NJ; San Antonio, TX; San Ramon, CA; Sugar Land, TX; Terrell, TX; Trinity, FL; Troy, MI; and Wylie, TX. In addition, the Company closed three stores.

The Company ended the second quarter of fiscal 2019 with 1,213 stores and square footage of 12,753,598, representing a 7.9% increase in square footage compared to the second quarter of fiscal 2018.

### **Outlook**

The Company has updated its fiscal 2019 outlook to reflect anticipated industry-wide sales headwinds in cosmetics and currently expects to:

- open approximately 80 new stores, execute approximately 20 remodel or relocation projects and complete approximately 270 store refreshes;
  - increase total sales between 9% and 12% (previously low double-digit growth);
  - achieve comparable sales growth of approximately 4% to 6% (previously 6% to 7%), including e-commerce growth of 20% to 30%;
  - deleverage operating profit margin rate in the range of 60 to 70 basis points (previously leverage in the range of 10 to 20 basis points);
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- deliver diluted earnings per share in the range of \$11.86 to \$12.06 (previously \$12.83 to \$13.03), including the impact of approximately \$700 million in share repurchases and assuming a 23% effective tax rate (previously 24%);
- incur capital expenditures of \$340 million to \$350 million (previously \$380 million to \$400 million); and
- incur depreciation and amortization expense of approximately \$300 million (previously \$315 million).

As previously discussed, to more closely align with industry practices the Company no longer provides a quarterly outlook. The Company will continue to provide an annual outlook, which it will update on a quarterly basis, as appropriate.

### **Conference Call Information**

A conference call to discuss second quarter of fiscal 2019 results is scheduled for today, August 29, 2019, at 5:00 p.m. Eastern Time / 4:00 p.m. Central Time. Investors and analysts interested in participating in the call are invited to dial (877) 705-6003. The conference call will also be webcast live at <http://ir.ultabeauty.com>. A replay of the webcast will remain available for 90 days. A replay of the conference call will be available until 11:59 p.m. ET on September 12, 2019 and can be accessed by dialing (844) 512-2921 and entering conference ID number 13693346.

### **About Ulta Beauty**

At Ulta Beauty (NASDAQ: ULTA), the possibilities are beautiful. Ulta Beauty is the largest U.S. beauty retailer and the premier beauty destination for cosmetics, fragrance, skin care products, hair care products and salon services. In 1990, the Company reinvented the beauty retail experience by offering a new way to shop for beauty – bringing together all things beauty, all in one place. Today, Ulta Beauty has grown to become the top national retailer offering the complete beauty experience.

Ulta Beauty brings possibilities to life through the power of beauty each and every day in our stores and online with more than 25,000 products from approximately 500 well-established and emerging beauty brands across all categories and price points, including Ulta Beauty's own private label. Ulta Beauty also offers a full-service salon in every store featuring hair, skin, brow, and make-up services.

Ulta Beauty is recognized for its commitment to personalized service, fun and inviting stores and our industry-leading Ultimate Rewards loyalty program. As of August 3, 2019, Ulta Beauty operates 1,213 retail stores across 50 states and also distributes its products through its website, which includes a collection of tips, tutorials, and social content. For more information, visit [www.ulta.com](http://www.ulta.com).

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## Forward-Looking Statements

*This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as “outlook,” “believes,” “expects,” “plans,” “estimates,” “targets,” “strategies” or other comparable words. Any forward-looking statements contained in this press release are based upon our historical performance and on current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates, targets, strategies or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties, which include, without limitation: changes in the overall level of consumer spending and volatility in the economy; the possibility that we may be unable to compete effectively in our highly competitive markets; the possibility that the capacity of our distribution and order fulfillment infrastructure and the performance of our newly opened and to be opened distribution centers may not be adequate to support our recent growth and expected future growth plans; our ability to sustain our growth plans and successfully implement our long-range strategic and financial plan; the ability to execute our Efficiencies for Growth cost optimization program; the possibility that cybersecurity breaches and other disruptions could compromise our information or result in the unauthorized disclosure of confidential information; the possibility of material disruptions to our information systems; our ability to gauge beauty trends and react to changing consumer preferences in a timely manner; changes in the wholesale cost of our products; the possibility that new store openings and existing locations may be impacted by developer or co-tenant issues; our ability to attract and retain key executive personnel; natural disasters that could negatively impact sales; our ability to successfully execute our common stock repurchase program or implement future common stock repurchase programs; and other risk factors detailed in our public filings with the Securities and Exchange Commission (the “SEC”), including risk factors contained in our Annual Report on Form 10-K for the fiscal year ended February 2, 2019, as such may be amended or supplemented in our subsequently filed Quarterly Reports on Form 10-Q. Our filings with the SEC are available at [www.sec.gov](http://www.sec.gov). Except to the extent required by the federal securities laws, the Company does not undertake to publicly update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.*

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**Ulta Beauty, Inc.**  
**Consolidated Statements of Income**  
(In thousands, except per share data)

|  | 13 Weeks Ended    |        |                   |        |
|--|-------------------|--------|-------------------|--------|
|  | August 3,<br>2019 |        | August 4,<br>2018 |        |
|  | (Unaudited)       |        | (Unaudited)       |        |
| Net sales                                    | \$ 1,666,607      | 100.0% | \$ 1,488,221      | 100.0% |
| Cost of sales                                | 1,060,708         | 63.6%  | 952,760           | 64.0%  |
| Gross profit                                 | 605,899           | 36.4%  | 535,461           | 36.0%  |
| Selling, general and administrative expenses | 392,843           | 23.6%  | 337,142           | 22.7%  |
| Pre-opening expenses                         | 5,038             | 0.3%   | 4,504             | 0.3%   |
| Operating income                             | 208,018           | 12.5%  | 193,815           | 13.0%  |
| Interest income, net                         | (1,671)           | 0.1%   | (1,143)           | 0.1%   |
| Income before income taxes                   | 209,689           | 12.6%  | 194,958           | 13.1%  |
| Income tax expense                           | 48,431            | 2.9%   | 46,635            | 3.1%   |
| Net income                                   | \$ 161,258        | 9.7%   | \$ 148,323        | 10.0%  |
| Net income per common share:                 |                   |        |                   |        |
| Basic  | \$ 2.77           |        | \$ 2.47           |        |
| Diluted                                      | \$ 2.76           |        | \$ 2.46           |        |
| Weighted average common shares outstanding:  |                   |        |                   |        |
| Basic  | 58,171            |        | 60,070            |        |
| Diluted                                      | 58,446            |        | 60,375            |        |

**Ulta Beauty, Inc.**  
**Consolidated Statements of Income**  
(In thousands, except per share data)

|  | 26 Weeks Ended    |              |                   |              |
|--|-------------------|--------------|-------------------|--------------|
|  | August 3,<br>2019 |              | August 4,<br>2018 |              |
|  | (Unaudited)       |              | (Unaudited)       |              |
| Net sales                                    | \$ 3,409,636      | 100.0%       | \$ 3,031,888      | 100.0%       |
| Cost of sales                                | 2,158,890         | 63.3%        | 1,935,714         | 63.8%        |
| Gross profit                                 | 1,250,746         | 36.7%        | 1,096,174         | 36.2%        |
| Selling, general and administrative expenses | 795,976           | 23.3%        | 682,766           | 22.5%        |
| Pre-opening expenses                         | 9,212             | 0.3%         | 9,751             | 0.3%         |
| Operating income                             | 445,558           | 13.1%        | 403,657           | 13.3%        |
| Interest income, net                         | (3,717)           | 0.1%         | (2,468)           | 0.1%         |
| Income before income taxes                   | 449,275           | 13.2%        | 406,125           | 13.4%        |
| Income tax expense                           | 95,796            | 2.8%         | 93,406            | 3.1%         |
| Net income                                   | <u>\$ 353,479</u> | <u>10.4%</u> | <u>\$ 312,719</u> | <u>10.3%</u> |
| Net income per common share:                 |                   |              |                   |              |
| Basic  | \$ 6.05           |              | \$ 5.18           |              |
| Diluted                                      | \$ 6.02           |              | \$ 5.16           |              |
| Weighted average common shares outstanding:  |                   |              |                   |              |
| Basic  | 58,401            |              | 60,340            |              |
| Diluted                                      | 58,718            |              | 60,630            |              |

**Ulta Beauty, Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands)

|   | August 3,<br>2019<br><u>(Unaudited)</u> | February 2,<br>2019 | August 4,<br>2018<br><u>(Unaudited)</u> |
|---|---|---------------------|---|
| <b>Assets</b>                               |   |                     |   |
| Current assets:                             |   |                     |   |
| Cash and cash equivalents                   | \$ 177,398                              | \$ 409,251          | \$ 237,107                              |
| Short-term investments                      | 150,000                                 | —                   | 149,000                                 |
| Receivables, net                            | 107,263                                 | 136,168             | 103,666                                 |
| Merchandise inventories, net                | 1,315,999                               | 1,214,329           | 1,219,685                               |
| Prepaid expenses and other current assets   | 131,171                                 | 138,116             | 103,618                                 |
| Prepaid income taxes                        | 38,769                                  | 16,997              | 17,082                                  |
| Total current assets                        | <u>1,920,600</u>                        | <u>1,914,861</u>    | <u>1,830,158</u>                        |
| Property and equipment, net                 | 1,219,948                               | 1,226,029           | 1,212,978                               |
| Operating lease assets                      | 1,499,556                               | —                   | —                                       |
| Goodwill                                    | 10,870                                  | 10,870              | —                                       |
| Other intangible assets, net                | 3,854                                   | 4,317               | —                                       |
| Deferred compensation plan assets           | 24,665                                  | 20,511              | 19,585                                  |
| Other long-term assets                      | 30,882                                  | 14,584              | 10,628                                  |
| Total assets                                | <u>\$ 4,710,375</u>                     | <u>\$ 3,191,172</u> | <u>\$ 3,073,349</u>                     |
| <b>Liabilities and stockholders' equity</b> |   |                     |   |
| Current liabilities:                        |   |                     |   |
| Accounts payable                            | \$ 450,117                              | \$ 404,016          | \$ 409,849                              |
| Accrued liabilities                         | 224,202                                 | 220,666             | 202,999                                 |
| Deferred revenue                            | 182,354                                 | 199,054             | 145,907                                 |
| Current operating lease liabilities         | 208,261                                 | —                   | —                                       |
| Total current liabilities                   | <u>1,064,934</u>                        | <u>823,736</u>      | <u>758,755</u>                          |
| Non-current operating lease liabilities     | 1,683,743                               | —                   | —                                       |
| Deferred rent                               | —                                       | 434,980             | 422,455                                 |
| Deferred income taxes                       | 86,598                                  | 83,864              | 49,700                                  |
| Other long-term liabilities                 | 35,649                                  | 28,374              | 29,961                                  |
| Total liabilities                           | <u>2,870,924</u>                        | <u>1,370,954</u>    | <u>1,260,871</u>                        |
| Commitments and contingencies               |   |                     |   |
| Total stockholders' equity                  | <u>1,839,451</u>                        | <u>1,820,218</u>    | <u>1,812,478</u>                        |
| Total liabilities and stockholders' equity  | <u>\$ 4,710,375</u>                     | <u>\$ 3,191,172</u> | <u>\$ 3,073,349</u>                     |

**Ulta Beauty, Inc.**  
**Consolidated Statements of Cash Flows**  
(In thousands)

|   | 26 Weeks Ended    |                   |
|---|-------------------|-------------------|
|   | August 3,<br>2019 | August 4,<br>2018 |
|   | (Unaudited)       | (Unaudited)       |
| <b>Operating activities</b>   |                   |                   |
| Net income  | \$ 353,479        | \$ 312,719        |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |                   |
| Depreciation and amortization   | 144,951           | 137,815           |
| Non-cash lease expense  | 152,134           | —                 |
| Deferred income taxes   | 2,734             | 612               |
| Stock-based compensation expense  | 12,766            | 13,172            |
| Loss on disposal of property and equipment  | 3,215             | 499               |
| Change in operating assets and liabilities:                                       |                   |                   |
| Receivables   | 11,437            | (3,947)           |
| Merchandise inventories   | (101,670)         | (123,261)         |
| Prepaid expenses and other current assets   | (18,315)          | (4,952)           |
| Income taxes  | (21,772)          | (29,694)          |
| Accounts payable  | 46,101            | 84,091            |
| Accrued liabilities   | (2,629)           | (6,572)           |
| Deferred revenue  | (16,700)          | (6,577)           |
| Operating lease liabilities   | (138,557)         | —                 |
| Deferred rent   | —                 | 14,539            |
| Other assets and liabilities  | 20,162            | (441)             |
| Net cash provided by operating activities   | <u>447,336</u>    | <u>388,003</u>    |
| <b>Investing activities</b>   |                   |                   |
| Purchases of short-term investments   | (245,000)         | (558,163)         |
| Proceeds from short-term investments  | 95,000            | 529,163           |
| Purchases of property and equipment   | (151,213)         | (141,691)         |
| Purchases of equity investments   | (33,339)          | —                 |
| Net cash used in investing activities   | <u>(334,552)</u>  | <u>(170,691)</u>  |
| <b>Financing activities</b>   |                   |                   |
| Repurchase of common shares   | (378,300)         | (260,452)         |
| Stock options exercised   | 42,935            | 8,448             |
| Purchase of treasury shares   | (9,272)           | (5,646)           |
| Net cash used in financing activities   | <u>(344,637)</u>  | <u>(257,650)</u>  |
| Net decrease in cash and cash equivalents   | (231,853)         | (40,338)          |
| Cash and cash equivalents at beginning of period                                  | 409,251           | 277,445           |
| Cash and cash equivalents at end of period  | <u>\$ 177,398</u> | <u>\$ 237,107</u> |

**2019 Store Expansion**

| <b>Fiscal 2019</b>      | <b>Total stores open at beginning of the quarter</b> | <b>Number of stores opened during the quarter</b> | <b>Number of stores closed during the quarter</b> | <b>Total stores open at end of the quarter</b> |
|-------------------------|--|---|---|--|
| 1 <sup>st</sup> Quarter | 1,174  | 22  | 0   | 1,196  |
| 2 <sup>nd</sup> Quarter | 1,196  | 20  | 3   | 1,213  |

| <b>Fiscal 2019</b>      | <b>Total gross square feet at beginning of the quarter</b> | <b>Gross square feet for stores opened or expanded during the quarter</b> | <b>Gross square feet for stores closed during the quarter</b> | <b>Total gross square feet at end of the quarter</b> |
|-------------------------|--|---|---|--|
| 1 <sup>st</sup> Quarter | 12,337,145   | 236,596   | 0   | 12,573,741   |
| 2 <sup>nd</sup> Quarter | 12,573,741   | 209,469   | 29,612  | 12,753,598   |

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