

TILLY'S, INC.  
Form 10-K  
April 01, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended January 31, 2015**

**OR**

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

**Commission File Number: 001-35535**

**TILLY S, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**45-2164791**  
**(I.R.S. Employer**  
**Identification No.)**

**10 Whatney, Irvine, CA**  
**(Address of principal executive offices)**

**92618**  
**(Zip Code)**

**(949) 609-5599**  
**(Registrant's telephone number, including area code)**

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
<b>Class A Common Stock, \$0.001 par value per share</b>	<b>New York Stock Exchange</b>

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. 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 past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 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 nonaccelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and small reporting

company in Rule 12b-2 of the Exchange Act:

Large accelerated filer:  Accelerated filer:   
Nonaccelerated filer:  (Do not check if a smaller reporting company) Smaller reporting company:   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  
Yes  No

The aggregate market value of voting stock held by nonaffiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter, at August 2, 2014, was \$79,579,483 based on the closing sale price of \$7.46 per share at August 1, 2014.

The registrant had 11,976,582 shares of Class A common stock, par value \$0.001 per share, outstanding at March 27, 2015.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the registrant's Annual Meeting of Stockholders to be held June 10, 2015 are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**Forward-Looking Statements**

This annual report contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical or current fact included in this annual report are forward-looking statements.

Forward-looking statements refer to our current expectations and projections relating to our financial condition, results of operations, plans, objectives, strategies, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as anticipate , estimate , expect , project , plan , intend , believe , may , might , will , should , c words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

our ability to successfully open a significant number of new stores;

our ability to attract customers to our e-commerce website;

our ability to efficiently utilize our new e-commerce fulfillment center;

effectively adapting to new challenges associated with our expansion into new geographic markets;

our ability to maintain and enhance a strong brand image;

generating adequate cash from our existing stores to support our growth;

identifying and responding to new and changing customer fashion preferences and fashion-related trends;

competing effectively in an environment of intense competition;

containing the increase in the cost of mailing catalogs, paper and printing;

the success of the malls, power centers, neighborhood and lifestyle centers, outlet centers and street-front locations in which our stores are located;

our ability to attract customers in the various retail venues and geographies in which our stores are located;

adapting to declines in consumer confidence and decreases in consumer spending;

our ability to adapt to significant changes in sales due to the seasonality of our business;

price reductions or inventory shortages resulting from failure to purchase the appropriate amount of inventory in advance of the season in which it will be sold;

natural disasters, unusually adverse weather conditions, boycotts and unanticipated events;

changes in the competitive environment in our industry and the markets we serve, including increased competition from other retailers;

our dependence on third-party vendors to provide us with sufficient quantities of merchandise at acceptable prices;

increases in costs of fuel or other energy, transportation or utility costs and in the costs of labor and employment;

our ability to balance proprietary branded merchandise with the third-party branded merchandise we sell;

most of our merchandise is made in foreign countries, making price and availability of our merchandise susceptible to international trade conditions;

failure of our vendors and their manufacturing sources to use acceptable labor or other practices;

our dependence upon key executive management or our inability to hire or retain the talent required for our business;

our ability to effectively adapt to our rapid expansion in recent years and our planned expansion;

failure of our information technology systems to support our current and growing business, before and after our planned upgrades;

disruptions in our supply chain and distribution center;

our indebtedness and lease obligations, including restrictions on our operations contained therein;

our reliance upon independent third-party transportation providers for certain of our product shipments;

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our ability to maintain comparable store sales or sales per square foot, which may cause our operations and stock price to be volatile;

disruptions to our information systems in the ordinary course or as a result of systems upgrades;

our inability to protect our trademarks or other intellectual property rights;

acts of war, terrorism or civil unrest;

the impact of governmental laws and regulations and the outcomes of legal proceedings;

our ability to secure the personal financial information of our customers and comply with the security standards for the credit card industry;

our failure to maintain adequate internal controls over our financial and management systems; and

continuing costs incurred as a result of being a public company.

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results.

See **Risk Factors** for a more complete discussion of the risks and uncertainties mentioned above and for discussion of other risks and uncertainties. All forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements as well as others made in this annual report and hereafter in our other SEC filings and public communications. You should evaluate all forward-looking statements made by us in the context of these risks and uncertainties.

We caution you that the risks and uncertainties identified by us may not be all of the factors that are important to you. Furthermore, the forward-looking statements included in this annual report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.



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**PART I**

**Item 1. Business**  
**Our Company History**

Tilly's is a destination specialty retailer of action sports inspired apparel, footwear and accessories. We believe we bring together an unparalleled selection of the most sought-after brands rooted in action sports, music, art and fashion. Our stores are designed to be a seamless extension of our teen and young adult consumers' lifestyles with a balance of guys' and women's merchandise in a stimulating environment. We believe our success across a variety of real estate venues and geographies in the United States demonstrates Tilly's portability. Our motto "If it's not here it's not happening" exemplifies our goal to serve as a destination for the latest, most relevant merchandise and brands important to our customers.

The Tilly's concept began in 1982 when our co-founders, Hezy Shaked and Tilly Levine, opened their first store in Orange County, California. Since 1984 the business has been conducted through World of Jeans & Tops, a California corporation, or "WOJT", formed by our co-founders, which operates under the name "Tilly's". In May 2011, Tilly's, Inc., a Delaware corporation, was formed solely for the purpose of reorganizing the corporate structure of WOJT in preparation for an initial public offering.

On May 2, 2012, the shareholders of WOJT contributed all of their equity interests in WOJT to Tilly's, Inc. in exchange for shares of Tilly's, Inc. Class B common stock on a one-for-one basis. In addition, WOJT terminated its S Corporation status and became a C Corporation. These events are collectively referred to as the "Reorganization Transaction". As a result of the Reorganization Transaction, WOJT became a wholly owned subsidiary of Tilly's, Inc.

As used in this report, except where the context otherwise requires or where otherwise indicated, the terms "the Company", "World of Jeans & Tops", "WOJT", "we", "our", "us" and "Tilly's" refer to WOJT before the Reorganization Transaction (as defined above), and to Tilly's, Inc. and its subsidiary after the Reorganization Transaction.

**Our Strengths**

We believe that the following competitive strengths contribute to our success and distinguish us from our competitors:

*Destination retailer with a broad, relevant assortment.* We believe the combined depth and breadth of apparel, footwear and accessories offered at our stores exceeds the selection offered at many other specialty retailers. We offer an extensive selection of third-party, West Coast and action sports inspired and lifestyle brands complemented by our proprietary brands. Our merchandise includes a wide assortment of brands, styles, colors, sizes and price points to ensure we have what our customers want every time they visit our stores. We offer a balanced mix of merchandise across the guys' and women's categories, with additional merchandise in the boys, girls, footwear and accessories categories. We believe that by combining proven fashion trends and core style products with a vibrant blend of carefully selected music and visuals, we provide an in-store experience that is authentic, fun, and engaging for our core customers. We believe that our differentiated in-store environment, evolving selection of relevant brands and broader and deeper assortment positions us as a retail destination that appeals to a larger demographic than many other specialty retailers and encourages customers to visit our stores more frequently and spend more on each trip.

*Dynamic merchandise model.* We believe our extensive selection of third-party and proprietary merchandise allows us to identify and address trends more quickly, offer a greater range of price points and manage our inventories more dynamically. By closely monitoring trends and shipping product to our stores multiple times per week, we are able to adjust our merchandise mix based on store size and location. We also keep our merchandise mix relevant by introducing emerging brands not available at many other retailers. Our merchandising capabilities enable us to adjust our merchandise mix with a frequency that promotes a current look to our stores and website and encourages frequent visits.

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*Flexible real estate strategy across real estate venues and geographies.* Our stores have proven to be successful in different real estate venues and geographies. As of January 31, 2015, we operated profitable stores in malls, power centers, neighborhood and lifestyle centers, outlet centers and street-front locations across 82 markets in 33 states. We believe our success operating in these different retail venues and geographies demonstrates the portability of Tilly's and provides us with greater flexibility for future expansion.

*Multi-pronged marketing approach.* We utilize a multi-pronged marketing strategy to connect with our customers and drive traffic to our stores and website. We distribute catalogs to potential and existing customers from our proprietary database to familiarize them with the Tilly's brand and our products and to drive sales to our stores and our website. We offer an integrated digital platform, including our mobile and tablet applications, for our customers to shop how and when they like and to drive further connection with them. We partner and collaborate with our vendors on exclusive events and contests to build credibility with our target customers, actively involve them in our brands, and enhance the connection between Tilly's and the West Coast and action sports inspired lifestyle. We use social media to communicate directly with our customers while also encouraging customers to interact with one another and provide feedback on our events and products. Also, through our We Care Program, we support and participate in various academic, art, and athletic programs at local schools and other organizations in communities surrounding our stores. We implemented a customer loyalty program in January 2014, The Tilly's Hookup, to further engage with our customers, build customer loyalty and gain customer insights. We also support Tilly's Life Center, founded by Tilly Levine, our co-founder, which provides underprivileged youth a healthy and caring environment to help them create a well-defined sense of self, cultivate community mindedness and release negative emotional stress. All of these programs are complemented by digital and email marketing as well as traditional radio and print advertising to build customer awareness and loyalty, highlight key merchandise offerings, drive traffic to our stores and website and promote the Tilly's brand.

*Sophisticated systems and distribution/fulfillment infrastructure to support growth.* Over the last seven years, we have invested approximately \$50 million in our highly automated distribution and fulfillment centers and information systems to support our future growth. We believe our distribution, fulfillment and allocation capabilities are unique within the industry and allow us to operate at a higher level of efficiency than many of our competitors. Our distribution center allows us to quickly sort and process merchandise and deliver it to our stores in a floor-ready format for immediate display. Our new e-commerce fulfillment center that we opened in the second quarter of fiscal year 2014 provides us a more efficient and expeditious fulfillment process to support our future growth. Our systems enable us to respond to changing fashion trends, manage inventory in real time and provide a customized selection of merchandise at each location. We believe our distribution and fulfillment infrastructure can support a national retail footprint of 500 stores and significant growth of our e-commerce platform with minimal incremental capital investment.

*Experienced management team.* Our senior management team, led by Hezy Shaked and Daniel Griesemer, has extensive experience across a wide range of disciplines in the specialty retail and direct-to-consumer industries, including store operations, merchandising, distribution, real estate, and finance. Mr. Shaked, our Co-Founder, Executive Chairman of the Board of Directors, and Chief Strategy Officer, plays an important role in developing our long-term growth initiatives and cultivating our unique culture. Mr. Griesemer, our President and Chief Executive Officer, joined Tilly's in February 2011 with 28 years of retail experience. He served in various roles with Coldwater Creek, Inc. from 2001 to 2009 including most recently as Chief

Executive Officer. During his tenure, Coldwater Creek increased the store base from 13 to approximately 400 and increased revenues from approximately \$340 million to approximately \$1.1 billion. Mr. Griesemer also served in leadership positions at Gap, Inc. and Macy's, Inc.

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### **Growth Strategy**

We are pursuing several strategies to drive long-term sales and profitability, including:

*Expand Our Store Base.* We believe there is a significant opportunity to expand our store base from 212 locations as of January 31, 2015 to more than 500 stores across the United States over time. We have a proven ability to expand the number of stores we operate, as we have more than doubled our store count over the last five years to 212 stores at January 31, 2015. We added 19 new stores in fiscal year 2014 and plan to add at least 15 new stores in fiscal year 2015. Our new store expansion plan includes new store openings in both existing and new markets, and in mall, off-mall and outlet locations.

As of January 31, 2015, we operated stores in 33 states. Over the past seven years we have grown our presence in existing markets and successfully expanded into 64 new markets. We have entered new markets by opening stores in high traffic malls relevant to our core customer in order to establish the Tilly's brand, as well as in off-mall locations, including outlets, that effectively cover trade areas where our customers want to shop. The opportunity exists to continue to significantly broaden our national footprint by entering new markets through both mall and off-mall locations, and outlet centers.

*Refresh of Our Existing Stores.* We believe that investing in our existing stores is strategically important to enhance customer loyalty, elevate the customer experience, and in turn, drive comparable store sales and increase profitability. We expect to refresh at least 25 existing, high-volume stores in great locations within our original heritage markets, which includes stores in California, Arizona and Nevada, that have the potential to see a meaningful improvement in customer satisfaction.

*Drive Comparable Store Sales.* We seek to maximize our comparable store sales by consistently offering new, on-trend and relevant merchandise across a broad assortment of categories, increasing our brand awareness through our multi-pronged marketing approach, providing an authentic store experience for our core customers and maintaining our high level of customer service. We believe our comparable store sales will benefit as stores opened in the last few years continue to mature and we continue to build brand awareness in new markets and as we begin to refresh our existing stores.

*Grow Our e-Commerce Platform.* We believe our e-commerce platform is an extension of our brand and retail stores, providing our customers a seamless shopping experience. Our e-commerce platform allows us to provide an expanded product offering relative to our stores, reach new customers and build our brand in markets where we currently do not have stores. We believe that our target customer regularly shops online and we see continued opportunity to grow our e-commerce platform significantly over time. Key factors driving growth include continuing our successful catalog and online marketing efforts, adding more catalogs, offering a wider selection of Internet-exclusive merchandise and expanding our online selection to ensure a broad and diverse offering of brands and products relative to our competition. We also believe we will see continued growth in our e-commerce sales as we open additional stores and build brand awareness in the communities surrounding those locations. To support this growth, we opened our new e-commerce fulfillment center in May 2014.

*Increase Our Operating Margins.* We believe we have the opportunity to drive margin expansion through scale efficiencies and continued process improvements. We believe comparable store sales increases combined with our planned store growth will permit us to take advantage of largely fixed occupancy costs, favorable buying costs from larger volume purchases, leverage of our costs for store management and corporate overhead as well as the fixed portion of shipping and handling costs over higher sales volumes. In addition, we expect to improve margins and support growth by leveraging previous investments in infrastructure, including our dedicated fulfillment center for e-commerce that opened in May 2014, upgraded e-commerce platform, ongoing investments to upgrade our point-of-sale, merchandise allocation and merchandise planning systems, as well as related work processes that we also expect to provide future leverage and growth. We also will continue to use established business processes to identify and execute initiatives focused on lowering our unit costs and improving operational efficiency throughout our organization.

**Table of Contents****Merchandising, Purchasing, and Planning and Allocation*****Merchandising***

We seek to be viewed by our customers as the destination for West Coast and action sports inspired apparel, footwear and accessories. We believe we offer an unparalleled selection of relevant brands, styles, colors, sizes and price points to ensure we have what our customers want every time they visit our stores. Our extensive selection of third-party and proprietary merchandise allows us to identify and address trends more quickly, offer a greater range of price points and manage our inventories more dynamically. We offer a balanced mix of merchandise across the guys and womens categories, with additional merchandise in the boys, girls, footwear and accessories categories. We believe this category mix contributes to our broad demographic appeal. Our apparel merchandise includes branded, fashion and core styles for tops, outerwear, bottoms, and dresses. Accessories merchandise includes backpacks, hats, sunglasses, headphones, handbags, watches, jewelry and more. We focus on our merchandise presentation and vary the visual displays in our stores and windows throughout the month, presenting new looks and fashion combinations to our customers.

Our ability to maintain an image consistent with the West Coast and action sports inspired lifestyle is important to our branded vendors and provides us better access to a wide assortment of products and styles. Our third-party branded merchandise features established and emerging brands. We strive to keep our merchandise mix current by continuously introducing emerging brands and styles not available at many other specialty retailers in order to identify and respond to the evolving desires of our customers. Within our diversified portfolio of hundreds of third-party brands, which represented approximately 72%, 72% and 70% of our net sales in fiscal years 2014, 2013 and 2012, respectively, our largest brand accounted for between 4.2% and 4.8% of our net sales in each of the last three fiscal years.

Selected third-party brands include, in alphabetical order:

AYC	JanSport	RayBan
Adidas	KR3W	Roxy
Billabong	Last Kings	RVCA
Converse	Levi's	Spy
Famous Stars & Straps	LRG	Stance
Fox	Neff	UGG
G-Shock	Nike SB	Vans
GoPro	Nixon	Volcom
Hurley	O'Neill	Young & Reckless
		...and many more

We supplement our third-party merchandise assortment with our own proprietary brands across many of our apparel, accessory and footwear product categories. We utilize our own branded merchandise to expand our price point range, identify and respond to changing fashion trends quickly, fill merchandise gaps and provide a deeper selection of styles and colors for proven fashion items. Our own brands represented approximately 28%, 28% and 30% of our net sales for fiscal years 2014, 2013 and 2012, respectively.



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Our proprietary branded merchandise includes:

<b>Brand</b>	<b>Category</b>
	Guys , boys and womens denim apparel and fragrance
	Womens and girls apparel, footwear and accessories
	Guys and boys apparel and accessories
	Guys , boys and womens apparel and fragrance

We believe that our extensive selection of merchandise, from established and emerging third-party brands as well as our proprietary brands, caters to a wide demographic of core customers and enhances our store image as a destination that carries the most sought-after apparel, footwear and accessories.

***Merchandise Purchasing***

Our merchandise purchasing staff is organized by category and product type and consists of a Chief Merchandising Officer, a Divisional Vice President, divisional merchandise managers, a technical design and fashion trend team, buyers, associate buyers and assistant buyers. We believe a key element of our success is our team's ability to identify and source the latest proven fashion trends and core styles that are most relevant to our customers.

Our purchasing approach focuses on product relevance, quality, fit, availability, cost and speed of production in order to provide timely frequent delivery of merchandise to our stores. Our purchasing group and planning and allocation team are highly coordinated and maintain a disciplined buying strategy.

To ensure a relevant assortment, our teams:

perform comprehensive analysis of sales trends from our stores and e-commerce site;

gather feedback from our customers and our staff;

maintain regular dialogue with our existing vendor network and potential new vendors;

utilize trend and color forecasting services;

participate in trade shows and action sport related events;

review trade publications; and

evaluate merchandise assortments offered by other retail and online merchants.

We have developed and maintain strong, and in many cases long-standing, relationships with our third-party vendors and we have a history of identifying and growing with emerging brands. We believe the Tilly's brand, shopping experience and core customer lifestyle is highly consistent with the image and philosophy of our key vendors. This, in addition to our customer connectivity, facilitates a partnership culture with our key vendors and

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provides us access to an extensive variety of products and styles, as well as certain merchandise that is exclusive to our stores and website. Our merchandise purchasing group also works closely with independent third parties who design and procure merchandise for our proprietary brands. Our proprietary brand capabilities enhance our ability to rapidly identify and respond to trends and consistently offer proven fashion items that provide a broader demographic appeal. We work with more than 100 vendors based in the United States to supply us with our proprietary branded product. These vendors source from both domestic and international markets and either have their own factories or contract with owners of factories to source finished product. By sourcing merchandise for our proprietary brands both domestically and internationally, we have the flexibility to benefit from shorter lead times associated with domestic manufacturing and lower costs associated with international manufacturing.

***Planning and Allocation***

Our merchandise planning and allocation team consists of a Vice President, directors, managers, planners and analysts. We have developed an inventory planning and allocation process to support our merchandise strategy. Working closely with our merchandise purchasing team, the planning and allocation team utilizes a disciplined approach to buying, forecasting, inventory control and allocation processes. Our planning and allocation team continually analyzes information from our management information system, including inventory levels and sell-through data, to regularly adjust the assortment at each store and the inventory levels for our company as a whole. Our broad third-party vendor base allows us to shift merchandise purchases to react quickly to changing consumer preferences and market conditions. Furthermore, the vendor base for our proprietary products provides us flexibility to develop our own branded products to quickly address emerging fashion trends and provide a deeper selection of styles, colors, and price points for proven fashion items. We modify our merchandising mix based upon store size, the season, and consumer preferences in different parts of the country. We are also able to react quickly to changing customer needs due to our shipment of merchandise to our stores multiple times per week. Finally, we coordinate closely with our visual merchandise managers and marketing group in order to manage inventory levels in connection with our promotions and seasonality.

**Stores*****Store Growth***

During fiscal year 2014, we continued Tilly's national expansion by opening 19 new stores, representing approximately 8% in additional square footage over the prior year. In the past three years, we have more than doubled the number of states where we operate stores from 14 states at the end of fiscal year 2011 to 33 states at the end of fiscal year 2014.

As of January 31, 2015, we operated 212 stores throughout the United States. Our stores are located in mall, off-mall and outlet locations. In fiscal year 2014, our stores averaged 7,652 square feet in size and generated an average net sales per brick-and-mortar store of \$2.3 million and net sales per square foot of \$292.

The table below shows historical information for our stores by type of retail center as of fiscal year end for each of the years indicated:

	2014	2013	2012	2011	2010
Regional Mall	108	102	89	71	62
Off-Mall (1)	88	86	74	64	59

Outlet	16	7	5	5	4
	212	195	168	140	125

(1) Includes power centers, neighborhood and lifestyle centers and street-front locations.

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At January 31, 2015 we operated 212 stores in 33 states as shown below:

<b>State</b>	<b>Number of Stores</b>	<b>State</b>	<b>Number of Stores</b>
Arizona	19	Nevada	6
California	88	New Jersey	5
Colorado	3	New Mexico	1
Delaware	1	New York	4
Florida	20	North Carolina	4
Georgia	2	Ohio	3
Illinois	7	Oklahoma	3
Indiana	5	Oregon	2
Iowa	1	Pennsylvania	3
Kansas	2	South Dakota	1
Kentucky	1	Tennessee	3
Maryland	2	Texas	5
Massachusetts	2	Utah	3
Michigan	2	Virginia	4
Minnesota	2	Washington	2
Missouri	2	Wisconsin	3
Nebraska	1		

***Distinctive Store Experience***

Tilly's is a customer-driven lifestyle brand. We are energized and inspired by our customers' individuality and passion for action sports, music, art, and fashion. Our stores bring these interests together in a vibrant, stimulating and authentic environment that is an extension of our customers' high velocity, multitasking lifestyle. We do this by blending the most relevant brands and styles with music videos, product-related visuals and a dedicated team of store associates. Our associates share the same passion as our customers for action sports, music, art and fashion, enabling them to easily engage with our customers and make shopping at Tilly's a fun, social experience. Outside of our stores, we connect with our consumers using the same authentic approach, including social media, community outreach and sponsorship of contests, demos, and other events. We believe the Tilly's experience drives customer awareness, loyalty and repeat visits while generating a buzz and excitement for our brand.

***Expansion Opportunities and Site Selection***

As of January 31, 2015, 51% of our stores had been opened within the previous five years. The following table shows the number of stores opened and closed in each of our last five fiscal years:

<b>Fiscal Year</b>	<b>Stores Opened</b>	<b>Stores Closed</b>	<b>Total Number of Stores at End of Period</b>
2010	16	2	125
2011	16	1	140
2012	29	1	168

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2013	28	1	195
2014	19	2	212
	108	7	

We plan to open at least 15 new stores in fiscal year 2015. Our new store openings are planned in both existing and new markets, for mall, off-mall and outlet locations. We focus on locations that have above average incomes and an ability to draw from a sufficient population with attractive demographics. We have entered new markets by opening stores in high traffic malls, including outlets, relevant to our core customer in order to establish the Tilly's brand, as well as opening stores in off-mall locations that effectively cover trade areas where our customers want to shop.

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### ***Store Management, Culture and Training***

We believe that a key to our success is our ability to attract, train, retain and motivate qualified employees at all levels of our organization. Each of our stores typically operates with a three to five member store management team. In addition, each store has 10 or more full time equivalent store associates who represent the West Coast and action sports lifestyle and promote the Tilly's brand not only inside the store, but also in their schools and communities. The number of store associates we employ generally increases during peak selling seasons, particularly the back-to-school and the winter holiday seasons, and will increase to the extent that we open new stores.

We have developed a corporate culture that we believe empowers the individual store managers to make store-level business decisions and we reward them when they exceed sales targets. We are committed to improving the skills and careers of our workforce and providing advancement opportunities for employees. We evaluate our store associates weekly on measures such as sales per hour, units per transaction and dollars per transaction to ensure productivity, to recognize top performers and to identify potential training opportunities. We endeavor to design incentive programs for store associates that promote a competitive, yet fun, culture that is consistent with our image.

We provide our managers with the knowledge and tools to succeed through comprehensive training programs, focusing on both operational expertise and supervisory skills. Our training programs and workshops are offered at the store, district and regional levels, allowing managers from multiple locations to interact with each other and exchange ideas to better operate stores. Store associates receive training from their managers to improve their product expertise and selling skills.

### ***E-Commerce***

In October 2014, we launched a new responsive design e-commerce platform for desktop and mobile. Our e-commerce platform was established in 2004 and has grown significantly since inception. In May 2014, we opened our new e-commerce fulfillment center in Irvine, California to accommodate our growth. We believe our digital platform is an extension of our brand and retail stores, providing our customers a seamless shopping experience. We believe that our target customer regularly shops online through various digital channels. In fiscal 2014, we sold merchandise to customers in all 50 states and approximately 8% of our e-commerce net sales were to customers in states without brick-and-mortar stores. Our website serves both as a sales channel and a marketing tool to our extended customer base, including those customers in markets where we do not currently have stores. We also believe our fully integrated digital platform reinforces the Tilly's brand image and serves as an effective advertising vehicle for our retail stores. Our digital platform provides an expanded product offering relative to our stores and includes expanded product assortment and web exclusive merchandise. Similar to the merchandising approach in our stores, we frequently change the look of our website to highlight new brands and products and to encourage frequent visits. We utilize multiple tools to drive traffic to our website, including our catalog, marketing materials in our retail stores, search engine marketing, internet ad placement, shopping site partnerships, third-party affiliations, email marketing, digital marketing and direct mail. In addition, we utilize the website to offer current information on our upcoming events, promotions and store locations.

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

Our marketing approach is designed to create an authentic connection with our customers by consistently generating a buzz and excitement for our brand while staying true to our West Coast inspired, action sports heritage. We utilize a multi-pronged marketing strategy to connect with our customers and drive traffic to our stores and website, comprised of the following:

*Catalog.* We view our catalog primarily as a sales and marketing tool to drive online and store traffic from both existing and new customers. We also believe our catalog reinforces the Tilly's brand and showcases our comprehensive selection of products in settings designed to reflect our brand's lifestyle image. In fiscal year 2014, we mailed approximately 10 million catalogs to addresses included in our growing proprietary database, which currently includes key information on approximately 3.7 million customers. We send these catalogs, which include coupons that can be redeemed at stores or online, to the customers in our database several times a year, primarily around key shopping periods such as spring break, back-to-school, and the winter holidays.



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*Brand Partnerships.* We partner and collaborate with our vendors for exclusive events such as autograph signings, in-store performances, contests, demos, giveaways, shopping sprees and VIP trips. In fiscal year 2014, we organized hundreds of events, many involving musicians, celebrities and athletes in the entertainment, music and action sports industries. Through brand partnerships such as these, we are able to connect with and engage our customers in an exciting, authentic experience.

*Social Media.* We believe our core customers rely heavily on the opinions of their peers, often expressed through social media. Therefore we use our website blog as well as Facebook, Instagram, Twitter and Snapchat posts as a viral marketing platform to communicate directly with our customers while also allowing customers to interact with one another and provide feedback on our events and products.

*Loyalty Program.* In January 2014, we implemented our new customer loyalty program, The Tilly's Hookup, which allows for more direct and targeted communications with our customers, and provides more insight into their shopping behaviors and preferences. The Tilly's Hookup is free to join and provides points to customers in exchange for purchases at our stores and online, and for interactions with us, such as checking into Tilly's events. The points can be redeemed for exclusive merchandise and one-of-a-kind experiences with some of our brands. As of January 31, 2015, we had over one million members in The Tilly's Hookup program.

*Community Outreach.* Through our We Care Program and in partnership with our vendors, we support and participate in various academic, art, and athletic programs at local schools and other organizations in communities surrounding our stores. We also support Tilly's Life Center, founded by our co-founder, Tilly Levine, which provides underprivileged youth a healthy and caring environment to help create a well-defined sense of self, cultivate community mindedness and release negative emotional stress.

*Radio, Print and Email Marketing.* We utilize traditional radio and print advertising as well as email marketing to build awareness, drive traffic to our stores and website and to promote local in-store promotions and events. We periodically send emails to the customers in our proprietary database to introduce new brands and products, offer promotions on select merchandise, highlight key events and announce new store openings.

## **Distribution**

We distribute all of our store merchandise through a 126,000 square foot distribution facility co-located with our headquarters in Irvine, California. Our lease expires in December 2017 and we have two five-year renewal option periods. We designed this facility to allow us to manage our distribution operations in an efficient, cost-effective manner and to provide support for our growth initiatives. Extensive investments have been made to the distribution-center infrastructure, focused around systems automation, material-handling equipment, radio frequency technologies, and automated sortation in order to further enhance our processing speed and long term scalability. We believe the automation systems we utilize in our facility allow us to operate at a higher level of efficiency and accuracy than many of our competitors.

In May 2014, we opened our new e-commerce fulfillment center in Irvine, California. We have invested a total of approximately \$18 million in the e-commerce fulfillment center to fulfill all e-commerce orders in a highly automated environment that leverages material handling equipment, automated systems and other technologies consistent with

our current distribution facility. This investment will support our future e-commerce growth initiatives.

We ship merchandise to our stores multiple times per week, providing them with a steady flow of both new and replenishment products. Merchandise is shipped in a floor-ready format (carrying price tickets, sensor tags and with hangers where appropriate) which allows store employees to spend less time processing the merchandise and more time with our customers. We use our own fleet of trucks to ship merchandise to our local (Southern California) stores and third-party distributors to ship merchandise to stores outside our local area.

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We believe our distribution and fulfillment infrastructure can support a national retail footprint of in excess of 500 stores and significant growth of our e-commerce platform with minimal incremental capital investment.

## **Management Information Systems**

Our management information systems provide a full range of business process support and information to our store, merchandising, financial, real estate and other business teams. We selected, customized and integrated our information systems to enable and support our dynamic merchandise model. We believe our systems provide us with improved operational efficiencies, scalability, management control and timely reporting that allow us to identify and quickly respond to trends in our business. We believe that our information systems are scalable, flexible and have the capacity to accommodate our current growth plans.

We have made significant investments in our management information systems over the last several years and believe we are utilizing best of breed technology. We use software licensed from JDA Software Group, Inc. for allocation, SKU classification, inventory tracking, purchase order management and sales audit functions. We utilize MicroStrategy Incorporated for business intelligence. We utilize Manhattan Associates Inc.'s warehouse management systems to handle merchandise distribution. We utilize technology from Strategic Distribution, Inc. in our distribution and new fulfillment centers enabling us to automate our merchandise sortation and fulfillment processes, allowing us greater flexibility in scaling our operations for new store expansions and peak season operations. Our financial systems are licensed from Lawson and our payroll system uses a third-party platform provided by Automatic Data Processing, Inc.

We update our sales daily in our merchandising reporting systems by collecting sales information from each store's point-of-sale, or POS, terminals utilizing software from Oracle, Inc. Our POS system consists of registers providing processing of retail transactions, price look-up, time and attendance and e-mail. Sales information, inventory tracking and payroll hours are uploaded to our central host system. The host system downloads price changes, performs system maintenance and provides software updates to the stores through automated nightly two-way electronic communication with each store. We evaluate information obtained through nightly polling to implement merchandising decisions, including product purchasing/reorders, markdowns and allocation of merchandise on a daily basis.

## **Competition**

The teenage and young adult retail apparel, accessories and footwear industry is highly competitive. We compete with other retailers for customers, store locations, store associates and management personnel. We currently compete with other teenage-focused retailers such as, but not limited to, Abercrombie & Fitch Co., Aeropostale, Inc., American Eagle Outfitters, Inc., The Buckle, Inc., Forever 21, Inc., Hot Topic, Inc., Pacific Sunwear of California, Inc., Urban Outfitters, Inc., and Zumiez, Inc. In addition, we compete with independent specialty shops, department stores and direct marketers that sell similar lines of merchandise and target customers through catalogs and e-commerce. Further, we may face new competitors and increased competition from existing competitors as we expand into new markets and increase our presence in existing markets. Given the extensive number and types of retailers with which Tilly's competes for customers, we believe that our target market is highly fragmented and we do not believe we have a significant share of this market.

Competition in our sector is based, among other things, upon merchandise offerings, store location, price and the ability to identify with the customer. We believe that we compete favorably with many of our competitors based on our differentiated merchandising strategy, store environment, flexible real estate strategy and company culture. However, many of our competitors are larger, have significantly more stores, and have substantially greater financial,

marketing and other resources than we do. Moreover, we recognize that we do not possess exclusive rights to many of the elements that comprise our in-store experience and product offerings. Our competitors can emulate facets of our business strategy and in-store experience, which could result in a reduction of any competitive advantage or special appeal that we might possess. See Risk Factors Risks Related to Our Business. We face intense competition in our industry and we may not be able to compete effectively.

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### **Trademarks**

Ambitious , Blue Crown , Division 7 , Eldon , Full Tilt , Full Tilt Sport , If it s not here it s not happening , Tilly s , Vindicated , and logos related to some of these names, are among our trademarks registered with the United States Patent and Trademark Office. We regard our trademarks as valuable and intend to maintain such marks and any related registrations. We are not aware of any claims of infringement or other challenges to our right to use our marks in the United States. We vigorously protect our trademarks.

### **Employees**

As of January 31, 2015, we employed approximately 1,400 full-time and approximately 3,100 part-time employees, of which approximately 500 were employed at our corporate office and distribution facility and approximately 4,000 were employed at our store locations. However, the number of employees, especially part-time employees, fluctuates depending upon our seasonal needs and, in fiscal year 2014, varied between approximately 4,200 and 7,000 employees. None of our employees are represented by a labor union and we consider our relationship with our employees to be good.

### **Government Regulation**

We are subject to labor and employment laws, laws governing advertising and promotions, privacy laws, safety regulations, consumer protection regulations and other laws that regulate retailers and govern the promotion and sale of merchandise and the operation of stores and warehouse facilities. We monitor changes in these laws and believe that we are in material compliance with applicable laws.

### **Insurance**

We use insurance for a number of risk management activities, including workers compensation, general liability, automobile liability and employee-related health care benefits, a portion of which is paid by the employees. We evaluate our insurance requirements on an ongoing basis to maintain adequate levels of coverage.

### **Seasonality**

Due to the seasonal nature of the retail industry, we have historically experienced and expect to continue to experience some fluctuations in our revenues and net income reflecting increased demand during the year-end holiday season, other holidays, such as Easter, the beginning of spring break and peak shopping periods, such as the back-to-school season. Revenues generated during the holiday selling season generally contribute to our relatively higher fourth quarter net income. Revenues generated around the back-to-school season generally contribute to our relatively higher third quarter net income. If for any reason our revenues were below seasonal norms or expectations during these quarters, our annual results of operations could be adversely affected. The level of our working capital reflects the seasonality of our business. We expect inventory levels, along with an increase in accounts payable and accrued expenses, generally to reach their highest levels in anticipation of the increased revenues during these periods.

### **Additional Information**

We make available free of charge on our internet website, [www.tillys.com](http://www.tillys.com), copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after filing such material electronically with, or otherwise furnishing it to, the

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Securities and Exchange Commission, or the SEC. The public may also read and copy any materials that we have filed with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. In addition, these materials may be obtained at the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov).

The reference to our website address does not constitute incorporation by reference of the information contained on the website, and the information contained on the website is not part of this document.

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*Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business, prospects, financial condition and results of operations, any of which could subsequently have an adverse effect on the trading price of our Class A common stock, and you should carefully consider them.*

*Accordingly, in evaluating our business, we encourage you to consider the following discussion of risk factors, in its entirety, in addition to other information contained in or incorporated by reference into this Annual Report on Form 10-K and our other public filings with the SEC. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and results of operations in future periods.*

**Risks Related to Our Business**

*Our business depends upon identifying and responding to changing customer fashion preferences and fashion-related trends. If we cannot identify trends in advance or we select the wrong fashion trends, our sales could be adversely affected.*

Fashion trends in the West Coast and action sports inspired apparel, footwear and accessories market can change rapidly. We need to anticipate, identify and respond quickly to changing trends and consumer demands in order to provide the merchandise our customers seek and maintain our brand image. If we cannot identify changing trends in advance, fail to react to changing trends or misjudge the market for a trend, our sales could be adversely affected and we may be faced with a substantial amount of unsold inventory or missed opportunities. As a result, we may be forced to mark down our merchandise in order to dispose of slow moving inventory, which may result in lower profit margins, negatively impacting our financial condition and results of operations.

*We face intense competition in our industry and we may not be able to compete effectively.*

The retail industry is highly competitive. We currently compete with other retailers such as, but not limited to, Abercrombie & Fitch Co., Aeropostale, Inc., American Eagle Outfitters, Inc., The Buckle, Inc., Forever 21, Inc., Hot Topic, Inc., Pacific Sunwear of California, Inc., Urban Outfitters, Inc. and Zumiez, Inc. In addition, we compete with independent specialty shops, department stores and direct marketers that sell similar lines of merchandise and target customers through catalogs and e-commerce. Moreover, the internet and other new technologies facilitate competitive entry and comparison shopping in our retail segment. While we offer a multichannel shopping experience and use social media as a way to interact with our customers and enhance their shopping experiences, multichannel retailing is rapidly evolving and we must keep pace with changing customer expectations and new developments by our competitors. Competition with some or all of these retailers noted above could require us to lower our prices or risk losing customers. In addition, significant or unusual promotional activities by our competitors may cause us to respond in-kind and adversely impact our operating cash flow. Because of these factors, current and future competition could have a material adverse effect on our financial condition and results of operations.

Furthermore, many of our competitors have greater financial, marketing and other resources than we currently do, and therefore may be able to devote greater resources to the marketing and sale of their products, generate national brand recognition or adopt more aggressive pricing policies than we can, which would put us at a competitive disadvantage. Moreover, we do not possess exclusive rights to many of the elements that comprise our in-store experience and product offerings. Our competitors may seek to emulate facets of our business strategy and in-store experience, which could result in a reduction of any competitive advantage or special appeal that we might possess. In addition, most of our products are sold to us on a non-exclusive basis. As a result, our current and future competitors may be able to duplicate or improve on some or all of our in-store experience or product offerings that we believe are important in differentiating our stores and our customers' shopping experience. If our competitors were to duplicate or improve on

some or all of our in-store experience or product offerings, our competitive position and our business could suffer.



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***Our sales could be severely impacted by declines in consumer confidence and decreases in consumer spending.***

We depend upon consumers feeling confident to spend discretionary income on our product offering to drive our sales. Consumer spending may be adversely impacted by economic conditions such as consumer confidence in future economic conditions, interest and tax rates, employment levels, salary and wage levels, general business conditions, the availability of consumer credit and the level of housing, energy and food costs. These risks may be exacerbated for retailers like us who focus on specialty apparel and accessories. Our financial performance is particularly susceptible to economic and other conditions in regions or states where we have a significant number of stores, such as the southwestern and northeastern United States and Florida. If periods of decreased consumer spending persist, our sales could decrease and our financial condition and results of operations could be adversely affected.

***Our continued growth depends upon our ability to successfully open a significant number of new stores.***

We have grown our store count rapidly in recent years and that has contributed to our growth in revenue. However, we must continue to open and operate new stores to help maintain this revenue growth. We opened 19 stores in 2014, 28 stores in 2013 and 29 stores in 2012. We plan to open at least 15 new stores in 2015. However, there can be no assurance that we will open the planned number of new stores in fiscal year 2015 or thereafter. Our ability to successfully open and operate new stores is subject to a variety of risks and uncertainties, such as:

identifying suitable store locations, the availability of which is beyond our control;

obtaining acceptable lease terms;

sourcing sufficient levels of inventory;

selecting the appropriate merchandise that appeals to our customers;

hiring and retaining store employees;

assimilating new store employees into our corporate culture;

effectively marketing the new stores' locations;

avoiding construction delays and cost overruns in connection with the build-out of new stores;

managing and expanding our infrastructure to accommodate growth; and

integrating the new stores with our existing buying, distribution and other support operations. Our failure to successfully address these challenges could have a material adverse effect on our financial condition and results of operations.

***Expanding into new geographic markets may present challenges that are different from those we currently encounter. Failure to effectively adapt to these new challenges could adversely affect our ability to profitably operate those stores and maintain our brand image.***

We operate stores in a variety of different geographic markets in the United States and do not significantly differentiate between our stores by visual display or by the product offering. We also currently do not significantly differentiate our general store business plan from store to store. As we expand store locations, we may face challenges that are different from those we currently encounter. Our expansion into new geographic markets could result in competitive, merchandising, distribution and other challenges. In addition, as the number of our stores increases, we may face risks associated with market saturation of our product offerings and locations. Our vendors may also restrict their sales to us in new markets to the extent they are already saturating that market with their products through other retailers or their own stores. There can be no assurance that any newly opened stores will be received as well as, or achieve net sales or profitability levels comparable to those of, our existing stores in the time periods estimated by us, or at all. If our stores fail to achieve, or are unable to sustain, acceptable net sales and profitability levels, our business may be materially harmed and we may incur significant costs associated with closing those stores and our brand image may be negatively impacted.

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***Our business largely depends on a strong brand image, and if we are not able to maintain and enhance our brand, particularly in new markets where we have limited brand recognition, we may be unable to increase or maintain our level of sales.***

We believe that our brand image and brand awareness has contributed significantly to the success of our business. We also believe that maintaining and enhancing our brand image, particularly in new markets where we have limited brand recognition, is important to maintaining and expanding our customer base. As we execute our growth strategy, our ability to successfully integrate new stores into their surrounding communities, to expand into new markets or to maintain the strength and distinctiveness of our brand image in our existing markets will be adversely impacted if we fail to connect with our target customer. Maintaining and enhancing our brand image may require us to make substantial investments in areas such as merchandising, marketing, store operations, community relations, store graphics, catalog distribution and employee training, which could adversely affect our cash flow and which may not ultimately be successful. Failure to successfully market our brand in new and existing markets could harm our business, results of operations and financial condition.

***Our sales can significantly fluctuate based upon shopping seasons, which may cause our operating results to fluctuate disproportionately on a quarterly basis.***

Because of a traditionally higher level of sales during the back-to-school and winter holiday shopping seasons, our sales are typically higher in the third and fourth fiscal quarters than they are in the first and second fiscal quarters. Accordingly, the results of a single fiscal quarter, particularly the third and fourth fiscal quarters, should not be relied on as an indication of our annual results or future performance. In addition, any factors that harm our third and fourth fiscal quarter operating results could have a disproportionate effect on our results of operations for the entire fiscal year.

***We depend on cash generated from our operations to support our growth, which could strain our cash flow.***

We primarily rely on cash flow generated from existing stores to fund our current operations and our growth plans. It takes several months and a significant amount of cash to open a new store. If we continue to open a large number of stores relatively close in time, the cost of these store openings and the cost of continuing operations could reduce our cash position. An increase in our net cash outflow for new stores could adversely affect our operations by reducing the amount of cash available to address other aspects of our business.

In addition, as we expand our business, we will need significant amounts of cash from operations to pay our existing and future lease obligations, build out new store space, purchase inventory, pay personnel, pay for the increased costs associated with operating as a public company, and, if necessary, further invest in our infrastructure and facilities. If our business does not generate sufficient cash flow from operations to fund these activities and sufficient funds are not otherwise available from our existing revolving credit facility or future credit facilities, we may need additional equity or debt financing. If such financing is not available to us on satisfactory terms, our ability to operate and expand our business or to respond to competitive pressures would be limited and we could be required to delay, curtail or eliminate planned store openings. Moreover, if we raise additional capital by issuing equity securities or securities convertible into equity securities, your ownership may be diluted. Any debt financing we may incur may impose on us covenants that restrict our operations, and will require interest payments that would create additional cash demands and financial risk for us.

***Our ability to attract customers to our stores depends significantly on the success of the retail centers where the stores are located.***

We depend on the location of our stores to generate a large amount of our customer traffic. We try to select well-known and popular malls, power centers, neighborhood and lifestyle centers, outlet centers and street-front locations, usually near prominent retailers, to generate customer traffic for our stores. Customer traffic at these retail centers, and consequently our stores, could be adversely affected by economic downturns nationally or regionally, competition from Internet retailers, changes in consumer demographics, the closing or decrease in popularity of other retailers in the retail centers in which our stores are located, our inability to obtain or maintain prominent store

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locations within retail centers or the selection by prominent retailers and businesses of other locations. A reduction in customer traffic would likely lead to a decrease in our sales, and, if similar reductions in traffic occur at a number of our stores, this could have a material adverse effect on our financial condition and results of operations.

*Some of our new stores may open in locations close enough to our existing stores that sales at those existing stores may be negatively impacted.*

As we continue to open additional locations within existing markets, some of our new stores may open in locations close enough to our existing stores that a segment of customers will stop shopping at our existing locations and prefer to shop at the new locations, and therefore sales and profitability at those existing stores may decline. If this were to occur with a number of our stores, this could have a material adverse effect on our results of operations.

*We purchase merchandise in advance of the season in which it will be sold and if we purchase too much inventory we may need to reduce prices in order to sell it, which may adversely affect our overall profitability.*

We must actively manage our purchase of inventory. Generally, we order merchandise months in advance of it being received and offered for sale. If there is a significant decrease in demand for our products or if we fail to accurately predict fashion trends or consumer demands, we may be forced to rely on markdowns or promotional sales to dispose of excess inventory. In addition, seasonal fluctuations also affect our inventory levels, as we usually order and carry a significant amount of inventory before the back-to-school and winter holiday shopping seasons. If we are not successful in selling our inventory during these periods, we may be forced to rely on markdowns or promotional sales to dispose of the inventory, or we may not be able to sell the inventory at all, which could have an adverse effect on our margins and operating income.

*We buy and stock merchandise based upon seasonal weather patterns and therefore unseasonable weather could negatively impact our sales.*

We buy select merchandise for sale based upon expected weather patterns during the seasons of winter, spring, summer and fall. If we encounter untimely aberrations in weather conditions, such as warmer winters or cooler summers than would be considered typical, these weather variations could cause some of our merchandise to be inconsistent with what consumers wish to purchase, causing our sales to decline. Furthermore, extended unseasonable weather conditions in regions such as in the southwestern United States, particularly in California, Arizona and Nevada, Florida and northeastern United States will likely have a greater impact on our sales because of our store concentration in those regions.

*If we fail to maintain good relationships with our suppliers or if our suppliers are unable or unwilling to provide us with sufficient quantities of merchandise at acceptable prices, our business and operations may be adversely affected.*

Our business is largely dependent on continued good relations with our suppliers, including vendors for our third-party branded products and manufacturers for our proprietary branded products. We operate on a purchase order basis for our proprietary branded and third-party branded merchandise and do not have long-term contractual relationships with our suppliers. Accordingly, our suppliers can refuse to sell us merchandise, limit the type or quantity of merchandise they sell us or raise prices at any time, which can have an adverse impact on our business. Deterioration in our relationships with our suppliers could have a material adverse impact on our business, and 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. Also, some of our vendors are vertically integrated, selling products directly from their own retail stores, and therefore are in direct competition with us. These vendors may decide at some point in the future to

discontinue supplying their merchandise to us, supply us less desirable merchandise or raise prices on the products they do sell us. If we lose key vendors or are unable to find alternative vendors to supply us with substitute merchandise for lost products, our business may be adversely affected.

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***A rise in the cost of raw materials, labor and transportation could increase our cost of sales and cause our results of operations and margins to decline.***

Fluctuations in the price, availability and quality of fabrics or other raw materials used to manufacture our products, as well as the price for labor and transportation, could have adverse impacts on our cost of sales and our ability to meet our customers' demands. In particular, because a key component of our clothing is cotton, increases in the cost of cotton may significantly affect the cost of our products and could have an adverse impact on our cost of sales. We may not be able to pass all or a portion of these higher costs on to our customers, which could have a material adverse effect on our profitability.

***Any inability to balance merchandise bearing our proprietary brands with the third-party branded merchandise we sell may have an adverse effect on our sales and gross margin.***

Our proprietary branded merchandise represented approximately 28% of our net sales for the fiscal year ended January 31, 2015. Our proprietary branded merchandise generally has a higher gross margin than the third-party branded merchandise we offer. As a result, we may determine that it is best for us to continue to hold or increase the penetration of our proprietary brands in the future. However, carrying our proprietary brands limits the amount of third-party branded merchandise we can carry and, therefore, there is a risk that the customers' perception that we offer many major brands will decline. By maintaining or increasing the amount of our proprietary branded merchandise, we are also exposed to greater fashion risk, as we may fail to anticipate fashion trends correctly. These risks, if they occur, could have a material adverse effect on sales and profitability.

***Most of our merchandise is produced in foreign countries, making the price and availability of our merchandise susceptible to international trade and other international conditions.***

Although we purchase our merchandise from domestic suppliers, these suppliers have a majority of their merchandise made in foreign countries. Some foreign countries can be, and have been, affected by political and economic instability and natural disasters, negatively impacting trade. The countries in which our merchandise currently is manufactured or may be manufactured in the future could become subject to new trade restrictions imposed by the United States or other foreign governments. Trade restrictions, including increased tariffs or quotas, embargoes and customs restrictions, against apparel items, as well as United States or foreign labor strikes, work stoppages or boycotts, could increase the cost or reduce the supply of apparel available to us and have a material adverse effect on our business, financial condition and results of operations. In addition, our merchandise supply could be impacted if our suppliers' imports become subject to existing or future duties and quotas, or if our suppliers face increased competition from other companies for production facilities, import quota capacity and shipping capacity. Any increase in the cost of our merchandise or limitation on the amount of merchandise we are able to purchase could have a material adverse effect on our financial condition and results of operations.

***If our vendors and manufacturing sources fail to use acceptable labor or other practices our reputation may be harmed, which could negatively impact our business.***

We purchase merchandise from independent third-party vendors and manufacturers. If any of these suppliers have practices that are not legal or accepted in the United States, consumers may develop a negative view of us, our brand image could be damaged and we could become the subject of boycotts by our customers and/or interest groups. Further, if the suppliers violate labor or other laws of their own country, these violations could cause disruptions or delays in their shipments of merchandise. For example, much of our merchandise is manufactured in China and Mexico, which have different labor practices than the United States. We do not independently investigate whether our suppliers are operating in compliance with all applicable laws and therefore we rely upon the suppliers' representations

set forth in our purchase orders and vendor agreements concerning the suppliers' compliance with such laws. If our goods are manufactured using illegal or unacceptable labor practices in these countries, or other countries from which our suppliers source the product we purchase, our ability to supply merchandise for our stores without interruption, our brand image and, consequently, our sales may be adversely affected.



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***If we lose key management personnel our operations could be negatively impacted.***

Our business and growth depends upon the leadership and experience of our key executive management team, including our co-founder, Hezy Shaked, who currently serves as our Chief Strategy Officer and Executive Chairman of our board of directors, and Daniel Griesemer, our President and Chief Executive Officer, and we may be unable to retain their services. We also may be unable to retain other existing management personnel that are critical to our success, which could result in harm to our vendor and employee relationships, loss of key information, expertise or know-how and unanticipated recruitment and training costs. The loss of services of any of our key personnel could have a material adverse effect on our business and prospects, and could be viewed in a negative light by investors and analysts, which could cause our Class A common stock price to decline. None of our employees, except for Mr. Griesemer, has an employment agreement and we do not intend to purchase key person life insurance covering any employee. If we lose the services of any of our key personnel or we are not able to attract additional qualified personnel, we may not be able to successfully manage our business.

***If we cannot retain or find qualified employees to meet our staffing needs in our stores, our distribution and e-commerce fulfillment centers, or our corporate offices, our business could be adversely affected.***

Our success depends upon the quality of the employees we hire. We seek employees who are motivated, represent our corporate culture and brand image and, for many positions, have knowledge of our merchandise and the skill necessary to excel in a customer service environment. The turnover rate in the retail industry is high and finding qualified candidates to fill positions may be difficult. If we cannot attract and retain corporate employees, district managers, store managers and store associates with the qualifications we deem necessary, our ability to effectively operate and expand may be adversely affected. In addition, we rely on temporary personnel to staff our distribution and fulfillment centers, as well as seasonal part-time employees to provide incremental staffing to our stores in busy selling seasons such as the back-to-school and winter holiday seasons. We cannot guarantee that we will be able to find adequate temporary or seasonal personnel to staff our operations when needed, which may strain our existing personnel and negatively impact our operations.

***Our corporate headquarters, distribution and e-commerce fulfillment centers and management information systems are in two locations in southern California, and if their operations are disrupted, we may not be able to operate our store support functions or ship merchandise to our stores, which would adversely affect our business.***

Our corporate headquarters, distribution center and management information systems are in two locations in Irvine, California. If we encounter any disruptions to our operations within these buildings or if they were to shut down for any reason, including by fire or other natural disaster, then we may be prevented from effectively operating our stores, shipping and processing our merchandise and operating our e-commerce platform. Furthermore, the risk of disruption or shut down at these buildings are greater than it might be if they were located in another region, as southern California is prone to natural disasters such as earthquakes and wildfires. Any disruption or shut down at these locations could significantly impact our operations and have a material adverse effect on our financial condition and results of operations.

***Our stores are mostly located in the southwestern and northeastern United States and in Florida, with a significant number of stores located in California, putting us at risk to region-specific disruptions.***

Out of a total of 212 stores as of January 31, 2015, we operated 88 stores in California, 19 stores in Arizona, six stores in Nevada, 20 stores in Florida and 37 stores in the northeastern United States. Sales in these states could be more susceptible than the country generally to disruptions, such as from economic and weather conditions, demographic and population changes and changes in fashion tastes, and consequently, we may be more susceptible to these factors

than more geographically diversified competitors. For example, because of the negative economic impact caused by the downturn in the housing market that began several years ago, sales in these states may have slowed more than sales would have in other regions or the country as a whole. Compared to the country as a whole, stores in California are exposed to a relatively high risk of damage from a major earthquake or wildfires, while stores in Florida are exposed to a relatively high risk from hurricane damage. Any negative impact upon or disruption to the operations of stores in these states could have a material adverse effect on our financial condition and results of operations.

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***We are required to make significant lease payments for our store leases, corporate offices, warehouses and distribution and e-commerce fulfillment centers, which may strain our cash flow.***

We lease all of our retail store locations as well as our corporate headquarters, warehouses, distribution and e-commerce fulfillment centers. We do not own any real estate. Leases for our stores are typically for terms of ten years and many can be extended in five-year increments. Many of our leases have early cancellation clauses which permit us to terminate the lease if certain sales thresholds are not met in certain periods of time. Our costs under these leases are a significant amount of our expenses and are growing rapidly as we expand the number of locations and existing locations experience expense increases. In fiscal year 2014, our total operating lease rent expense was \$47.2 million and our common area maintenance expense was \$18.5 million. This increased from \$43.4 million and \$17.4 million, respectively, as compared to fiscal year 2013 and can be expected to continue to increase as we open more stores. We are required to pay additional rent under many of our lease agreements based upon achieving certain sales plateaus for each store location. In addition, we must make significant payments for common area maintenance and real estate taxes. Many of our lease agreements also contain provisions which increase the rent payments on a set time schedule, causing the cash rent paid for a location to escalate over the term of the lease. In addition, rent costs could escalate when multi-year leases are renewed at the expiration of their lease term. These costs are significant, recurring and increasing, which places a consistent strain on our cash flow.

We depend on cash flows from operations to pay our lease expenses and to fulfill our other cash needs. If our business does not generate sufficient cash flows from operating activities, and sufficient funds are not otherwise available to us from borrowings under our available revolving credit facility or from other sources, we may not be able to service our operating lease expenses, grow our business, respond to competitive challenges or to fund our other liquidity and capital needs, which would harm our business.

Additional sites that we lease are likely to be subject to similar long-term leases. If an existing or future store is not profitable, and we decide to close it, we may nonetheless be committed to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, as our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to close stores in desirable locations. If we are unable to enter into new leases or renew existing leases on terms acceptable to us or be released from our obligations under leases for stores that we close, our business, profitability and results of operations may be harmed.

***We rely on third parties to deliver merchandise to our stores located outside of southern California and therefore our business could be negatively impacted by disruptions in the operations of these third-party providers.***

We rely on third parties to ship our merchandise from our distribution center in Irvine, California to our stores located across the United States, as well as to ship e-commerce sales packages directly to our customers. Relying on these third-party delivery services puts us at risk from disruptions in their operations, such as employee strikes, inclement weather and their ability to meet our shipping demands. If we are forced to use other delivery services, our costs could increase and we may not be able to meet shipment deadlines. Moreover, we may not be able to obtain delivery terms as favorable as those received from the transportation providers we currently use, which would further increase our costs. These circumstances may negatively impact our financial condition and results of operations.

***We may continue to experience comparable store sales or sales per square foot declines, which may cause our results of operations to decline.***

The investing public may use comparable store sales or net store sales per square foot projections or results, over a certain period of time, such as on a quarterly or yearly basis, as an indicator of our profitability growth. Our

comparable store sales have declined in recent periods and can vary significantly from period to period for a variety of reasons, such as the age of stores, changing economic factors, unseasonable weather, changing fashion trends, pricing, the timing of the release of new merchandise and promotional events and increased competition. These factors could cause comparable store sales or net store sales per square foot to decline period to period or fail to grow at expected rates, which could adversely affect our results of operations during such periods.

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***If our management information systems fail to operate or are unable to support our growth, our operations could be disrupted.***

We rely upon our management information systems in almost every aspect of our daily business operations. For example, our management information systems serve an integral part in enabling us to order merchandise, process merchandise at our distribution center and retail stores, perform and track sales transactions, manage personnel, pay vendors and employees, operate our e-commerce platform and report financial and accounting information to management. In addition, we rely on our management information systems to enable us to leverage our costs as we grow. If our management information systems fail to operate or are unable to support our growth, our store operations and e-commerce platform could be severely disrupted, and we could be required to make significant additional expenditures to remediate any such failure.

***Our internal operations, management information systems and databases containing the personal information of our customers could be disrupted by system security failures or breached by intentional attacks. These disruptions or attacks could negatively impact our sales, increase our expenses, and harm our reputation.***

Database privacy, network security and identify theft are matters of growing public concern. Hackers, computer programmers and internal users may be able to penetrate our network security and create system disruptions, cause shutdowns and misappropriate our confidential information or that of third parties, including our customers. Therefore, we could incur significant expenses addressing problems created by security breaches to our network. This risk is heightened because we collect and store customer information for marketing purposes, as well as credit card information. We must, and do, take precautions to secure customer information and prevent unauthorized access to our database of confidential information. However, if unauthorized parties, including external hackers or computer programmers, gain access to our database, they may be able to steal this confidential information. Our failure to secure this information could result in costly litigation, adverse publicity or regulatory action that could have a material adverse effect on our financial condition and results of operations. In addition, sophisticated hardware and operating system software and applications that we procure from third parties may contain defects in design or manufacture that could unexpectedly interfere with our operations. The cost to alleviate security risks, defects in software and hardware and address any problems that occur could negatively impact our sales, distribution and other critical functions, as well as our financial results.

***If we are unable to protect our intellectual property rights, our financial results may be negatively impacted.***

Our success depends in large part on our brand image. Our company's name, logo, domain name and our proprietary brands and our registered and unregistered trademarks and copyrights are valuable assets that serve to differentiate us from our competitors. We currently rely on a combination of copyright, trademark, trade dress and unfair competition laws to establish and protect our intellectual property rights. We cannot assure you that the steps taken by us to protect our proprietary rights will be adequate to prevent infringement of our trademarks and proprietary rights by others, including imitation and misappropriation of our brand. We cannot assure you that obstacles will not arise as we expand our product lines and geographic scope. The unauthorized use or misappropriation of our intellectual property could damage our brand identity and the goodwill we created for our company, which could cause our sales to decline. Moreover, litigation may be necessary to protect or enforce these intellectual property rights, which could result in substantial costs and diversion of our resources, causing a material adverse effect on our business, financial condition, results of operations or cash flows. If we cannot protect our intellectual property rights, our brand identity and the goodwill we created for our company may diminish, causing our sales to decline.

Most of our intellectual property has not been registered outside of the United States and we cannot prohibit other companies from using our unregistered trademarks in foreign countries. Use of our trademarks in foreign countries

could negatively impact our identity in the United States and cause our sales to decline.

***We may be subject to liability if we, or our vendors, infringe upon the intellectual property rights of third parties.***

We may be subject to liability if we infringe upon the intellectual property rights of third parties. If we were to be found liable for any such infringement, we could be required to pay substantial damages and could be subject to injunctions preventing further infringement. Such infringement claims could harm our brand image. In addition, any payments we are required to make and any injunction with which we are required to comply as a result of such infringement actions could adversely affect our financial results.

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We purchase merchandise from vendors that may utilize design copyrights, or design patents, or that may otherwise incorporate protected intellectual property. We are not involved in the manufacture of any of the merchandise we purchase from our vendors for sale to our customers, and we do not independently investigate whether these vendors legally hold intellectual property rights to merchandise that they are manufacturing or distributing. As a result, we rely upon vendors' representations set forth in our purchase orders and vendor agreements concerning their right to sell us the products that we purchase from them. If a third-party claims to have licensing rights with respect to merchandise we purchased from a vendor, or we acquire unlicensed merchandise, we could be obligated to remove such merchandise from our stores, incur costs associated with destruction of such merchandise if the distributor or vendor is unwilling or unable to reimburse us and be subject to liability under various civil and criminal causes of action, including actions to recover unpaid royalties and other damages and injunctions. Although our purchase orders and vendor agreement with each vendor require the vendor to indemnify us against such claims, a vendor may not have the financial resources to defend itself or us against such claims, in which case we may have to pay the costs and expenses associated with defending such claim. Any of these results could harm our brand image and have a material adverse effect on our business and growth.

***Our founders control a majority of the voting power of our common stock, which may prevent other stockholders from influencing corporate decisions and may result in conflicts of interest.***

Our common stock consists of two classes: Class A and Class B. Holders of Class A common stock are entitled to one vote per share, and holders of Class B common stock are entitled to 10 votes per share, on all matters to be voted on by our common stockholders. All of the shares of Class B common stock are beneficially owned by Hezy Shaked, Tilly Levine and their children through related trusts, which we refer to as the Shaked and Levine family entities. As of January 31, 2015, the Shaked and Levine family entities controlled approximately 93% of the total voting power of our outstanding common stock. In addition, Mr. Shaked serves as Executive Chairman of the Board of Directors, and is the voting trustee, pursuant to a voting trust agreement, covering the shares owned by Ms. Levine. As a result, Mr. Shaked is in a position to dictate the outcome of any corporate actions requiring stockholder approval, including the election of directors and mergers, acquisitions and other significant corporate transactions. Mr. Shaked may delay or prevent a change of control from occurring, even if the change of control could appear to benefit the stockholders. Mr. Shaked may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This ownership concentration may adversely impact the trading of our Class A common stock because of a perceived conflict of interest that may exist, thereby depressing the value of our Class A common stock.

***We have entered into tax indemnification agreements with the former shareholders of World of Jeans & Tops and could become obligated to make payments to them for any additional federal, state or local income taxes assessed against them for fiscal periods prior to the completion of our initial public offering in May 2012.***

World of Jeans & Tops historically was treated as an S Corporation for United States federal income tax purposes. Effective upon completion of the Reorganization Transaction, World of Jeans & Tops' S Corporation status terminated and it thereafter became subject to federal income taxes and increased state income taxes. In the event of an adjustment to World of Jeans & Tops' reported taxable income for a period or periods prior to termination of its S Corporation status, its shareholders during those periods could be liable for additional income taxes for those prior periods. Therefore, we entered into tax indemnification agreements with the former shareholders of World of Jeans & Tops prior to the Reorganization Transaction. Pursuant to the tax indemnification agreements, we agreed to indemnify, defend and hold harmless each such shareholder on an after-tax basis against additional income taxes, plus interest and penalties resulting from adjustments made, as a result of a final determination made by a competent tax authority, to the taxable income World of Jeans & Tops reported as an S Corporation. Such indemnification also includes any losses, costs or expenses, including reasonable attorneys' fees, arising out of a claim for such tax liability.





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***War, terrorism, civil unrest or other violence could negatively affect our business.***

All of our stores are located in public areas where large numbers of people typically gather. Terrorist attacks, threats of terrorist attacks or civil unrest involving public areas could cause people not to visit areas where our stores are located. Further, armed conflicts or acts of war throughout the world may create uncertainty, causing consumers to spend less on discretionary purchases, including on apparel and accessories, and disrupting our ability to obtain merchandise for our stores. Such decreases in consumer spending or disruptions in our ability to obtain merchandise would likely decrease our sales and materially adversely affect our financial condition and results of operations. Other types of violence, such as shootings in malls or in public areas, could lead to lower customer traffic in shopping malls or centers in which we operate stores. In addition, local authorities or management from the mall or shopping center could close the mall or shopping center in response to security concerns. Such closures, as well as lower customer traffic due to security concerns, could result in decreased sales.

***Litigation costs and the outcome of litigation could have a material adverse effect on our business.***

From time to time we may be subject to litigation claims through the ordinary course of our business operations regarding, but not limited to, employment matters, compliance with the Americans with Disabilities Act of 1990, apparel, footwear and accessory safety standards, security of customer and employee personal information, contractual relations with vendors, marketing and infringement of trademarks and other intellectual property rights. Litigation to defend ourselves against claims by third parties, or to enforce any rights that we may have against third parties, may be necessary, which could result in substantial costs and diversion of our resources, causing a material adverse effect on our business, financial condition, results of operations or cash flows.

Management does not believe the nature of any pending legal proceeding will have a material adverse effect on our financial condition and results of operations. However, management's assessment may change at any time based upon the discovery of facts or circumstances that are presently not known to us. Therefore, there can be no assurance that any pending or future litigation will not have a material adverse effect on our financial condition and results of operations.

***We may be subject to unionization, work stoppages, slowdowns or increased labor costs.***

Currently, none of our employees are represented by a union. However, our employees have the right under the National Labor Relations Act to form or affiliate with a union. If some or all of our workforce were to become unionized and the terms of the collective bargaining agreement were significantly different from our current compensation arrangements, it could increase our costs and adversely impact our profitability. Moreover, participation in labor unions could put us at increased risk of labor strikes and disruption of our operations.

***Violations of and/or changes in laws, including employment laws and laws related to our merchandise, could make conducting our business more expensive or change the way we do business.***

We are subject to numerous regulations, including labor and employment, customs, truth-in-advertising, consumer protection and zoning and occupancy laws and ordinances that regulate retailers generally and/or govern the importation, promotion and sale of merchandise and the operation of stores and warehouse facilities. If these regulations were violated by our management, employees or vendors, the costs of certain goods could increase, or we could experience delays in shipments of our goods, be subject to fines or penalties or suffer reputational harm, which could reduce demand for our merchandise and hurt our business and results of operations.

Similarly, changes in laws could make operating our business more expensive or require us to change the way we do business. For example, changes in laws related to employee healthcare, hours, wages, job classification and benefits could significantly increase operating costs. In March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care Education Reconciliation Act of 2010, or, collectively, the Act, was signed into law. The Act includes a number of health care provisions taking effect over several years, including expanded dependent coverage, incentives for business to provide health care benefits, a prohibition on denial of coverage and denial of claims on pre-existing conditions, a prohibition on limiting essential benefits, and other expansion of health care benefits and coverage. Some of the associated taxes and fees, as well as certain health care changes required by these acts, are expected to result in increased health care costs for us. The costs of such legislation may adversely impact our results of operations.

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In addition, changes in product safety or other consumer protection laws could lead to increased costs for certain merchandise, or additional labor costs associated with readying merchandise for sale. It may be difficult for us to foresee regulatory changes impacting our business and our actions needed to respond to changes in the law could be costly and may negatively impact our operations.

***As a result of being a publicly traded company, our management is required to devote substantial time to complying with public company regulations.***

As a result of being a publicly traded company, we are obligated to file periodic reports with the SEC under the Exchange Act. We are also subject to other reporting and corporate governance requirements, including certain requirements of the New York Stock Exchange, or NYSE, and certain provisions of the Sarbanes-Oxley Act of 2002, or SOX, and the regulations promulgated thereunder, which impose significant compliance obligations on us.

SOX, as well as rules subsequently implemented by the SEC and NYSE, have imposed increased regulation and disclosure and have required enhanced corporate governance practices of public companies. Our efforts to comply with evolving laws, regulations and standards result in increased administrative expenses and a diversion of management's time and attention from revenue-generating activities. In addition, if we fail to implement or maintain the requirements with respect to our internal accounting and audit functions, our ability to continue to report our operating results on a timely and accurate basis could be impaired and we could be subject to sanctions or investigation by regulatory authorities, such as the SEC or NYSE. Any such action could harm our reputation and the confidence of investors and customers in our company and could materially adversely affect our business.

***Our failure to maintain adequate internal controls over our financial and management systems may cause errors in our financial reporting, which could in turn cause a loss of investor confidence.***

Our public company reporting obligations and our anticipated growth will likely strain our financial and management systems, internal controls and our employees. In addition, pursuant to Section 404 of SOX, and the Jumpstart Our Business Startups Act, or JOBS Act of 2012, or the JOBS Act, we are required to provide annually an assessment of the effectiveness of our internal controls over financial reporting and, starting with the year after we are no longer an emerging growth company as defined in the JOBS Act, our independent registered public accounting firm will be required to provide an attestation on our assessment of our internal controls over financial reporting.

The process required to comply with Section 404 of SOX is time consuming and costly. If during this process we identify one or more material weaknesses in our internal controls, it is possible that our management may not be able to certify that our internal controls are effective by the certification deadline.

Moreover, if we identify any material weaknesses or significant deficiencies in our internal controls we will have to implement appropriate changes to these controls, which may require specific compliance training for our directors, officers and employees, require the hiring of additional finance, accounting, legal and other personnel, entail substantial costs to modify our existing accounting systems and take a significant period of time to complete. Such changes may not, however, be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could materially impair our ability to operate our business. Effective internal controls are necessary for us to produce reliable financial reports and are important to prevent fraud. As a result, our failure to satisfy the requirements of Section 404 on a timely basis could result in us being subject to regulatory action and a loss of investor confidence in the reliability of our financial statements, both of which in turn could cause the market value of our Class A common stock to decline.



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***Prior to our initial public offering, we were treated as an S Corporation under Subchapter S of the Internal Revenue Code, and claims of taxing authorities related to its prior status as an S Corporation could harm us.***

Concurrent with and as a result of the Reorganization Transaction, our S Corporation status terminated. Since that time, we have been treated as a C Corporation for federal and applicable state income tax purposes and are subject to increased federal and state income taxes. In addition, if the unaudited, open tax years in which we were an S Corporation are audited by the Internal Revenue Service, and we are determined not to have qualified for, or to have violated, our S Corporation status, we will be obligated to pay back taxes, interest and penalties, and we will not have the right to reclaim tax distributions it made to its shareholders during those periods. These amounts could include taxes on all of our taxable income while we were an S Corporation. Any such claims could result in additional costs to us and could have a material adverse effect on our results of operations and financial condition.

***The terms of our credit facility impose operating and financial restrictions on us that may impair our ability to respond to changing business and economic conditions.***

We maintain a credit facility with Wells Fargo Bank, National Association. The credit facility contains customary affirmative and negative covenants, including limitations on indebtedness; limitations on consolidations, mergers and sales of assets; and limitations on transactions with affiliates. The credit facility also contains financial covenants setting forth requirements for certain levels of liquidity and profitability. These limitations and covenants may restrict our ability to respond to changing business and economic conditions, and may therefore have a material adverse effect on our business. Although we do not currently have any outstanding borrowings under credit facility, we may in the future. If we are unable to meet these limitations and covenants, we may be in default under the credit facility, which could also have a material adverse effect on our business.

***We may engage in strategic transactions that could negatively impact our liquidity, increase our expenses and present significant distractions to our management.***

We may consider strategic transactions and business arrangements, including, but not limited to, acquisitions, asset purchases, partnerships, joint ventures, restructurings, divestitures and investments. Any such transaction may require us to incur non-recurring or other charges, may increase our near and long-term expenditures and may pose significant integration challenges or disrupt our management or business, which could harm our operations and financial results.

***Our e-commerce platform subjects us to numerous risks that could have an adverse effect on our results of operations.***

We sell merchandise over the internet through our e-commerce website, [www.tillys.com](http://www.tillys.com). Our e-commerce platform and its continued growth subject us to certain risks that could have an adverse effect on our results of operations, including:

diversion of traffic from our stores;

liability for online content;

government regulation of the Internet; and

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

Our failure to address and respond to these risks successfully could reduce e-commerce sales, increase costs and damage the reputation of our brand.

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

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, or 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

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compliance. For example, the Financial Accounting Standards Board, or FASB, recently issued a proposed update on lease accounting that would require entities to recognize assets and liabilities arising from lease contracts on our balance sheet. We cannot presently determine the potential impact the proposed standard will have on our results of operations. While we believe that the proposed standard, as currently drafted, likely will have a material impact on our timing and recognition of rent expense, we do not believe the standard will have a material impact on our liquidity. The actual impact of the proposed standard, including the cost of complying with such standard, will not be known until it is finalized.

***We may incur substantial expenses related to our issuance of share-based compensation, which may have a negative impact on our operating results for future periods.***

We follow the provisions of FASB Accounting Standards Codification, or ASC, 718, *Compensation-Stock Compensation*, for share-based compensation. Our share-based compensation expenses may be significant in future periods, which could have an adverse impact on our operating and net income. FASB ASC 718 requires the use of subjective assumptions, including the options' expected lives and the price volatility of our Class A common stock. Changes in the subjective input assumptions can materially affect the amount of our share-based compensation expense. In addition, an increase in the competitiveness of the market for qualified employees could result in an increased use of share-based compensation awards, which in turn would result in increased share-based compensation expense in future periods.

**Risks Related to Ownership of Our Class A Common Stock**

***We are a controlled company within the meaning of the NYSE rules, and, as a result, we may rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other companies.***

Mr. Shaked controls more than 50% of the total voting power of our common stock and we are considered a controlled company under the NYSE corporate governance listing standards. As a controlled company, certain exemptions under the NYSE listing standards will exempt us from the obligation to comply with certain NYSE corporate governance requirements, including the requirements:

that a majority of our board of directors consist of independent directors, as defined under the rules of the NYSE;

that we have a corporate governance and nominating committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and

that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

Although we intend to continue to comply with these listing requirements even though we are a controlled company, there is no guarantee that we will not take advantage of these exemptions in the future. Accordingly, so long as we are a controlled company, holders of our Class A common stock may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

***If securities or industry analysts publish inaccurate or unfavorable research about our business, the price and trading volume of our Class A common stock could decline.***

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who covers us downgrades our Class A common stock or publishes inaccurate or unfavorable research about our business, the price of our Class A common stock would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our Class A common stock could decrease, which could cause the price of our Class A common stock and trading volume to decline.



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***Financial forecasting by us and financial analysts who may publish estimates of our performance may differ materially from actual results.***

Given the dynamic nature of our business, the current uncertain economic climate and the inherent limitations in predicting the future, forecasts of our revenues, comparable sales, margins, net income and other financial and operating forecasts may differ materially from actual results. Such discrepancies could cause a decline in the trading price of our Class A common stock.

***We have a small public float and this may result in price swings in our Class A common stock or make it difficult to acquire or dispose of our Class A common stock.***

As of January 31, 2015, we had 11,545,686 publicly traded shares of Class A common stock outstanding. This small public float can result in large swings in our stock price with relatively low trading volume. In addition, a purchaser that seeks to acquire a significant number of shares may be unable to do so without increasing our common stock price, and conversely, a seller that seeks to dispose of a significant number of shares may experience a decreasing stock price.

***The price of our Class A common stock has been, and may continue to be volatile and may decline in value.***

The market for retail apparel stocks can be highly volatile. As a result, the market price of our Class A common stock is likely to be volatile and investors may experience a decrease in the value of the Class A common stock, unrelated to our operations. The price of our Class A common stock has, and could in the future, fluctuate significantly in response to a number of factors, as discussed in this [Risk Factors](#) section.

Further, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation. The threat or filing of class action litigation lawsuits could cause the price of our Class A common stock to decline.

***Future sales of our common stock by us or by existing stockholders could cause the price of our Class A common stock to decline.***

Any sales of a substantial number of shares of our common stock in the public market, or the perception that such sales might occur, may cause the market price for our Class A common stock to decline. As of January 31, 2015, we had 11,545,686 publicly traded shares of Class A common stock, excluding 2,880,040 shares of Class A common stock issuable upon the exercise of outstanding stock options, and 16,544,265 shares of Class B common stock outstanding. All of these shares, other than the 16,544,265 shares of Class B common stock held by the Shaked and Levine family entities, are freely tradable without restriction under the Securities Act of 1933, as amended, or Securities Act. The shares held by the Shaked and Levine family entities and our directors, officers and other affiliates are restricted securities under the Securities Act, and may not be sold in the public market unless the sale is registered under the Securities Act or an exemption from registration is available.

***Our corporate organizational documents and Delaware law have anti-takeover provisions that may inhibit or prohibit a takeover of us and the replacement or removal of our management.***

In addition to the concentration of ownership and voting power in the Shaked and Levine family entities, the anti-takeover provisions under Delaware law, as well as the provisions contained in our corporate organizational documents, may make an acquisition of us more difficult.

For example:

our certificate of incorporation includes a provision authorizing our board of directors to issue blank check preferred stock without stockholder approval, which, if issued, would increase the number of outstanding shares of our capital stock and could make it more difficult for a stockholder to acquire us;

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our certificate of incorporation provides that if all shares of our Class B common stock are converted into Class A common stock or otherwise cease to be outstanding, our board of directors will be divided into three classes in the manner provided by our certificate of incorporation. After the directors in each class serve for the initial terms provided in our certificate of incorporation, each class will serve for a staggered three-year term;

our certificate of incorporation permits removal of a director only for cause by the affirmative vote of the holders of a majority of the voting power of the company once the board of directors is divided into three classes and provides that director vacancies can only be filled by an affirmative vote of a majority of directors then in office;

our amended and restated bylaws require advance notice of stockholder proposals and director nominations; and

Section 203 of the Delaware General Corporation Law may prevent large stockholders from completing a merger or acquisition of us.

These provisions may prevent a merger or acquisition of us which could limit the price investors would pay for our common stock in the future.

***Our amended and restated bylaws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.***

Our amended and restated bylaws provide that, unless we consent in writing to an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or (iv) any action asserting a claim that is governed by the internal affairs doctrine. Any person purchasing or otherwise acquiring any interest in any shares of our capital stock shall be deemed to have notice of and to have consented to this provision of our amended and restated bylaws. This choice-of-forum provision may limit our stockholders' ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits. Alternatively, if a court were to find this provision of our amended and restated bylaws inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

***We do not intend to pay cash dividends on our common stock, which may make our Class A common stock less desirable to investors and decrease its value.***

We intend to retain all of our earnings to finance our operations and growth and do not anticipate paying any cash dividends on our common stock for the foreseeable future. In addition, our current credit facility precludes, and any future debt agreements may preclude, us from paying dividends. Therefore, capital appreciation, if any, of our Class A common stock will be the sole source of gain for our Class A common stockholders for the foreseeable future.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We lease approximately 172,000 square feet for our corporate headquarters and retail support and distribution center located at 10 Whatney and 12 Whatney, Irvine, California. Our lease began on January 1, 2003. We have exercised the first of three five-year renewal options on this lease. Upon exercising the first renewal option, the lease now terminates on December 31, 2017.

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We lease approximately 26,000 square feet of office and warehouse space located at 11 Whatney, Irvine, California. The lease began on September 2, 2011 and terminates on June 30, 2022.

We lease approximately 81,000 square feet for our e-commerce fulfillment center located at 17 Pasteur, Irvine, California. The lease began on November 1, 2011 and terminates on October 31, 2021.

All of our 212 stores in 33 states, encompassing approximately 1.6 million total square feet as of January 31, 2015, are occupied under operating leases. The store leases generally have a base lease term of 10 years and many have renewal option periods, and we are generally responsible for payment of property taxes and utilities, common area maintenance and mall marketing fees.

We consider all of our properties adequate for our present needs.

**Item 3. Legal Proceedings**

From time to time, we may become involved in lawsuits and other claims arising from our ordinary course of business. Management is currently unable to predict the ultimate outcome of any litigation or claim, determine whether a liability has been incurred or make an estimate of the reasonably possible liability that could result from an unfavorable outcome because of the uncertainties related to the incurrence, amount and range of loss on any pending litigation or claim. Because of the unpredictable nature of these matters, we cannot provide any assurances regarding the outcome of any litigation or claim to which we are a party or that the ultimate outcome of any of the matters threatened or pending against us, including those disclosed below, will not have a material adverse effect on our financial condition or results of operations. See Item 1A Risk Factors Litigation costs and the outcome of litigation could have a material adverse effect on our business included in this report.

*Kristin Christiansen, Shellie Smith and Paul Haug, on behalf of themselves and all others similarly situated vs. World of Jeans & Tops, Superior Court of California, County of Sacramento, Case No. 34-2013-00139010.* On January 29, 2013, the plaintiffs in this matter filed a putative class action lawsuit against us alleging violations of California Civil Code Section 1747.08, which prohibits requesting or requiring personal identification information from a customer paying for goods with a credit card and recording such information, subject to exceptions. In June 2013, the Court granted our motion to strike portions of the plaintiffs' complaint and granted plaintiffs leave to amend. Plaintiffs have amended the complaint and the parties are proceeding with discovery on class certification issues. Class certification briefing is currently expected to conclude in July 2015 with a hearing in August 2015. The complaint seeks certification of a class, unspecified damages, injunctive relief and attorneys' fees. We intend to defend this case vigorously.

*Maria Rebolledo, individually and on behalf of all others similarly situated and on behalf of the general public vs. Tilly's, Inc.; World of Jeans & Tops, Superior Court of the State of California, County of Orange, Case No. 30-2012-00616290-CU-OE-CXC.* On December 5, 2012, the plaintiff in this matter filed a putative class action lawsuit against us alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. An amended complaint was filed on February 28, 2013, to include enforcement of California's private attorney general act. The complaint seeks an unspecified amount of damages and penalties. In April 2013, we filed a motion to compel arbitration, which was denied in May 2013 and affirmed on appeal. In October 2014, we filed an answer to the amended complaint. We intend to defend this case vigorously.

*Karina Whitten, on behalf of herself and all others similarly situated, v. Tilly's Inc., Superior Court of California, County of Los Angeles, Case No. BC 548252.* On June 10, 2014, plaintiff filed a putative class action and

representative Private Attorney General Act lawsuit against us alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. The complaint seeks class certification, penalties, restitution, injunctive relief and attorneys' fees and costs. Plaintiff filed a first amended complaint on December 3, 2014, removing the expense reimbursement claim. We answered the complaint on January 8, 2015. We intend to defend this case vigorously.

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*Herbert Ortiz and Audra Haynes, individually, and on behalf of the generally public, v. Tilly's Inc., United States District Court for the Eastern District of California, Case No, 1:15-CV-00108-MJS.* On November 6, 2014, plaintiffs filed a putative class action and representative Private Attorney General Act lawsuit against us in the Superior Court of California, County of Fresno, alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. The complaint seeks class certification, penalties, restitution, injunctive relief and attorneys' fees and costs. On January 21, 2015, We answered the complaint and removed the action to the United States District Court for the Eastern District of California. We intend to defend this case vigorously.

**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**

The following table sets forth for the quarters indicated the high and low sales prices of our Class A common stock, as reported by the NYSE under the symbol TLYS. On March 27, 2015, the closing price of our Class A common stock was \$15.05.

	High	Low
<b>Fiscal 2014:</b>		
Fourth Quarter	\$ 14.67	\$ 6.65
Third Quarter	8.55	6.82
Second Quarter	11.95	7.32
First Quarter	13.10	10.70
<b>Fiscal 2013:</b>		
Fourth Quarter	\$ 15.95	\$ 10.59
Third Quarter	15.80	12.44
Second Quarter	17.35	14.52
First Quarter	15.44	12.00

As of March 27, 2015, we had approximately 12 stockholders of record, six of whom were holders of our Class A common stock and six of whom were holders of our Class B common stock. The number of stockholders of record is based upon the actual number of stockholders registered at such date and does not include holders of shares in street names or persons, partnerships, associates, corporations or other entities identified in security position listings maintained by depositories.

**Dividends**

Our Class A common stock began trading on May 4, 2012, following our initial public offering. Since that time, we have not declared any cash dividends, and we do not anticipate declaring any cash dividends in the foreseeable future. In addition, our current credit facility precludes, and any future debt agreements may preclude, us from paying dividends.

Prior to our initial public offering, as an S Corporation, we distributed annually to our shareholders amounts sufficient to cover their tax liabilities, due to the income that flowed through the shareholders' tax returns. Additional amounts were distributed from time to time to our shareholders at the discretion of the board of directors. During fiscal year 2012, we paid distributions of \$84.3 million to our shareholders, which included a final distribution (resulting from the termination of our S Corporation status) of 100% of our undistributed taxable income from the date of our formation through May 2, 2012.

**Securities Authorized for Issuance under Equity Compensation Plans**

The information required by this Item is incorporated herein by reference to the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after the close of the fiscal year ended January 31, 2015.



## **Stock Performance Graph**

The graph set forth below compares the cumulative stockholder return on our Class A common stock between May 4, 2012 (the day after our initial public offering) and January 31, 2015 to the cumulative return of (i) the S&P Midcap 400 Index and (ii) the S&P 400 Apparel Retail Index over the same period. This graph assumes an initial investment of \$100 on May 4, 2012 in our Class A common stock, the S&P Midcap 400 Index and the S&P 400 Apparel Retail Index and assumes the reinvestment of dividends, if any. The graph also assumes that the initial prices of our Class A common stock, the S&P Midcap 400 Index and the S&P 400 Apparel Retail Index on May 4, 2012 were the closing prices on that trading day.

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**Recent Sales of Unregistered Securities**

We did not sell any unregistered equity securities or purchase any of our securities during the fiscal year ended January 31, 2015.

**Item 6. Selected Financial Data**

The following tables present selected consolidated financial and other data as of and for the periods indicated, and certain unaudited pro forma information to reflect our conversion during fiscal year 2012 from an S Corporation to a C Corporation for income tax purposes. The selected consolidated statement of income data for the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013 and selected consolidated balance sheet data as of January 31, 2015 and February 1, 2014 are derived from our consolidated financial statements audited by Deloitte & Touche LLP, our independent registered public accounting firm, included in Item 8 of this report. The selected consolidated statement of income data for the fiscal years ended January 28, 2012 and January 29, 2011 and the selected consolidated balance sheet data as of February 2, 2013, January 28, 2012 and January 29, 2011 are derived from our audited consolidated financial statements that have not been included elsewhere in this report. The historical results presented below are not necessarily indicative of the results to be expected for any future period. You should read this selected consolidated financial data in conjunction with the consolidated financial statements and accompanying notes and the information under Management's Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere in this report.

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	<b>Fiscal Year Ended (1)</b>				
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>	<b>January 28, 2012</b>	<b>January 29, 2011</b>
(in thousands, except per share data)					
<b>Consolidated Statements of Income Data:</b>					
Net sales	\$ 518,294	\$ 495,837	\$ 467,291	\$ 400,624	\$ 332,604
Cost of goods sold (2) (3)	362,762	345,015	319,723	271,482	229,989
Gross profit (3)	155,532	150,822	147,568	129,142	102,615
Selling, general and administrative expenses (3)	132,343	121,085	116,178	94,217	77,668
Operating income	23,189	29,737	31,390	34,925	24,947
Interest expense, net	14	9	91	196	249
Income before income taxes	23,175	29,728	31,299	34,729	24,698
Income tax expense	9,100	11,591	7,406	389	282
Net income	\$ 14,075	\$ 18,137	\$ 23,893	\$ 34,340	\$ 24,416
<b>Basic earnings per share of Class A and Class B common stock</b>					
	\$ 0.50	\$ 0.65	\$ 0.93	\$ 1.72	\$ 1.22
<b>Diluted earnings per share of Class A and Class B common stock</b>					
	\$ 0.50	\$ 0.65	\$ 0.92	\$ 1.68	\$ 1.21
Weighted average basic shares outstanding	28,013	27,822	25,656	20,000	20,000
Weighted average diluted shares outstanding	28,078	28,116	26,076	20,500	20,098
<b>Pro Forma Income Information (4):</b>					
Pro forma income tax expense			\$ 12,520	\$ 13,892	\$ 9,879
Pro forma net income			18,779	20,837	14,819
Pro forma basic earnings per share of Class A and Class B common stock			\$ 0.73	\$ 1.04	\$ 0.74
Pro forma diluted earnings per share of Class A and Class B common stock			\$ 0.72	\$ 1.02	\$ 0.74
	<b>Fiscal Year Ended</b>				
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>	<b>January 28, 2012</b>	<b>January 29, 2011</b>

**Operating Data (unaudited):**

Stores operating at beginning of period	195	168	140	125	111
Stores opened during the period	19	28	29	16	16
Stores closed during the period	2	1	1	1	2
Stores operating at end of period	212	195	168	140	125
Comparable store sales change (5)	-2.8%	-1.9%	2.2%	10.7%	6.7%
Total square feet at end of period	1,622,156	1,513,138	1,318,803	1,094,419	967,011
Average square footage per store at end of period	7,652	7,760	7,850	7,817	7,736
Average net sales per brick-and-mortar store (in thousands) (6)	\$ 2,250	\$ 2,396	\$ 2,676	\$ 2,718	\$ 2,528
Average net store sales per square foot (6)	\$ 292	\$ 307	\$ 341	\$ 350	\$ 326
Capital expenditures (in thousands)	\$ 23,636	\$ 42,701	\$ 33,298	\$ 20,223	\$ 15,674

	January 31, 2015	February 1, 2014	As of February 2, 2013 (in thousands)	January 28, 2012	January 29 2011
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**Consolidated Balance Sheet****Data:**

Cash, cash equivalents and marketable securities	\$ 84,746	\$ 60,355	\$ 57,182	\$ 25,091	\$ 29,338
Working capital	97,988	80,710	73,891	27,673	33,907
Total assets	257,551	232,407	205,381	140,819	130,974
Total capital lease obligation (7)	2,500	3,258	3,970	4,638	5,266
Stockholders' equity	158,686	140,923	117,296	60,424	62,092

- (1) The fiscal years ended January 31, 2015, February 1, 2014, January 28, 2012 and January 29, 2011 each included 52 weeks. The fiscal year ended February 2, 2013 included 53 weeks.
- (2) Includes buying, distribution and occupancy costs.
- (3) Gross profit in fiscal years 2013 and 2012 includes a \$1.5 million and \$2.6 million, respectively, reclassification of share-based compensation and benefits from selling, general and administrative expenses to cost of goods sold to correct for an immaterial prior period error. See Note 1: Description of the Company and Basis of Presentation- Correction to the Consolidated Statements of Income in the notes to our consolidated financial statements found elsewhere in this Annual Report on Form 10-K.

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- (4) The unaudited pro forma income statement for all years presented gives effect to an adjustment for income tax expense as if we had been a C Corporation for all years presented at an assumed combined federal, state and local effective income tax rate, which approximates our statutory income tax rate, of 40%.
- (5) Comparable store sales are net sales from stores that have been open at least 12 full fiscal months as of the end of the current reporting period. A remodeled or relocated store is included in comparable store sales, both during and after construction, if the square footage of the store was not changed by more than 20% and the store was not closed for more than five days in any fiscal month. Comparable store sales include sales through our e-commerce store but exclude gift card breakage income and e-commerce shipping and handling fee revenue. The comparable store sales change for the period ended February 2, 2013 excludes the 53<sup>rd</sup> week in fiscal year 2012.
- (6) The number of stores and the amount of square footage reflect the number of days during the period that new stores were open. E-commerce sales, e-commerce shipping revenue, and gift card breakage income are excluded from our sales in deriving net sales per store.
- (7) Comprised solely of a capital lease for our corporate headquarters and distribution center.

**Table of Contents****Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*You should read the following discussion in conjunction with the consolidated financial statements and the accompanying notes and the information contained in other sections of this report, particularly under the headings Risk Factors, Selected Consolidated Financial Data and Business. This discussion and analysis is based on the beliefs of our management, as well as assumptions made by, and information currently available to, our management. The statements in this discussion and analysis concerning expectations regarding our future performance, liquidity and capital resources, as well as other non-historical statements in this discussion and analysis, are forward-looking statements. See Forward-Looking Statements. These forward-looking statements are subject to numerous risks and uncertainties, including those described under Risk Factors. Our actual results could differ materially from those suggested or implied by any forward-looking statements.*

*We operate on a fiscal calendar widely used by the retail industry that results in a given fiscal year consisting of a 52- or 53-week period ending on the Saturday closest to January 31 of the following year. References to fiscal year 2014 or fiscal 2014 refer to the fiscal year ended January 31, 2015, references to fiscal year 2013 or fiscal 2013 refer to the fiscal year ended February 1, 2014 and references to fiscal year 2012 or fiscal 2012 refer to the fiscal year ended February 2, 2013. Fiscal years 2014 and 2013 each consisted of a 52-week period, and fiscal year 2012 consisted of a 53-week period.*

**Overview**

Tilly's is a destination specialty retailer of West Coast and action sports inspired apparel, footwear and accessories. We believe we bring together an unparalleled selection of the most sought-after brands rooted in action sports, music, art and fashion. Our West Coast heritage dates back to 1982 when Hezy Shaked and Tilly Levine opened our first store in Orange County, California. As of January 31, 2015, we operated 212 stores in 33 states, averaging approximately 7,652 square feet. We also sell our products through our e-commerce website, www.tillys.com.

We increased net sales 5%, to \$518.3 million in fiscal year 2014 from \$495.8 million in fiscal year 2013 as we opened 19 new stores and expanded our presence in both existing and new markets. Operating income decreased 22%, to \$23.2 million in fiscal year 2014 from \$29.7 million in fiscal year 2013, primarily due to a decline in our comparable store sales. Our comparable store sales decreased 2.8% in fiscal year 2014 after a 1.9% decrease in fiscal year 2013.

We believe there is significant opportunity to grow our national footprint from the 212 store locations as of January 31, 2015 to more than 500 stores over time. We plan to add at least 15 new stores in mall, off-mall and outlet locations in fiscal year 2015. We expect to fund our continued store expansion through our cash from operations. We believe our success operating in different retail venues and geographies demonstrates the portability of Tilly's and provides us with flexibility for future expansion.

We also believe that investing in our existing stores is strategically important to enhance customer loyalty, elevate the customer experience and in turn, drive comparable store sales and increase profitability. We expect to refresh at least 25 existing high-volume stores in locations within our original heritage markets that have the potential to see a meaningful improvement in customer satisfaction.

We believe e-commerce will be an important component of future sales growth. Over the past few years, we have invested significantly in our digital initiatives to maximize this opportunity in e-commerce. Key investments include a new e-commerce fulfillment center facility and a responsive design e-commerce platform for desktop computers and mobile devices. We have also established a new loyalty program, The Tilly's Hookup, that has over one million members and that we believe has enhanced the integration of e-commerce and store operations and fulfillment. We expect to further leverage these investments and omni-channel capabilities to give our customers seamless access and

increased ease of shopping and to continue to build our Tilly's brand. We also intend to continue our catalog and online marketing efforts, offering a wider selection of Internet-exclusive merchandise and expanding our online selection. In addition, we believe our new automated e-commerce fulfillment center will continue to allow us to more efficiently fulfill e-commerce orders and support the future growth of the business.

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Over the last seven years, we have invested approximately \$50 million in infrastructure and systems to support our recent and long-term growth. We believe our distribution and allocation capabilities are unique within the industry and allow us to quickly sort and process merchandise and deliver it to our stores in a floor-ready format for immediate display. We believe our distribution and fulfillment infrastructure can support a national retail footprint of at least 500 stores and the growth of our e-commerce platform with minimal incremental capital investment.

We believe our business strategy will continue to offer significant opportunity, but it also presents risks and challenges. These risks and challenges include, but are not limited to, that we may not be able to effectively identify and respond to changing fashion trends and customer preferences, that we may not be able to find desirable locations for new stores, that we may not be able to grow our comparable sales, and that we may not be able to effectively manage our future growth. In addition, our financial results can be expected to be directly impacted by trends in the general economy. A decline in consumer spending or a substantial increase in product costs due to commodity cost increases or general inflation could lead to a reduction in our sales as well as greater margin pressure as costs may not be able to be passed on to consumers and the competitive environment could become more highly promotional. See

Risk Factors for other important factors that could adversely impact us and our results of operations. We strive to ensure that addressing these risks does not divert our attention from continuing to build on the strengths that we believe have driven the growth of our business.

### **How We Assess the Performance of Our Business**

In assessing the performance of our business, we consider a variety of performance and financial measures. The key indicators of the financial condition and operating performance of our business are net sales, comparable store sales, gross profit, selling, general and administrative expenses and operating income.

#### ***Net Sales***

Net sales reflect revenue from the sale of our merchandise at store locations as well as sales of merchandise through our e-commerce platform, which is reflected in sales when the merchandise is received by the customer. Net sales also include shipping and handling fees for e-commerce shipments that have been delivered to the customer. Net sales are net of returns on sales during the period as well as an estimate of returns expected in the future stemming from current period sales. Revenue from the sale of gift cards is deferred and not included in net sales until the gift cards are redeemed to purchase merchandise. However, over time, the redemption of some gift cards becomes remote, which is referred to as gift card breakage. Revenue from estimated gift card breakage is also included in net sales.

Our business is seasonal and as a result our revenues fluctuate from quarter to quarter. In addition, our revenues in any given quarter can be affected by a number of factors including the timing of holidays and weather patterns. The third and fourth quarters of the fiscal year, which include the back-to-school and holiday sales seasons, have historically produced stronger sales and disproportionately stronger operating results compared to the first two quarters of the fiscal year.

#### ***Comparable Store Sales***

Comparable store sales is a measure that indicates the change in year-over-year comparable store sales which allows us to evaluate how our store base is performing. Numerous factors affect our comparable store sales, including:

overall economic trends;



our ability to identify and respond effectively to consumer preferences and fashion trends;

competition;

the timing of our releases of new and seasonal styles;

changes in our product mix;

pricing;

the level of customer service that we provide in stores;

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our ability to source and distribute products efficiently;

calendar shifts of holiday or seasonal periods;

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

the timing and success of promotional and advertising efforts.

Comparable store sales are sales from our e-commerce platform and stores open at least 12 full fiscal months as of the end of the current reporting period. A remodeled or relocated store is included in comparable store sales, both during and after construction, if the square footage of the store was not changed by more than 20% and the store was not closed for more than five days in any fiscal month. We include sales from our e-commerce platform as part of comparable store sales as we manage and analyze our business on a single omni-channel and have substantially integrated our investments and operations for our stores and e-commerce platform to give our customers seamless access and increased ease of shopping. Comparable store sales exclude gift card breakage income and e-commerce shipping and handling fee revenue. Some of our competitors and other retailers may calculate comparable or same store sales differently than we do. As a result, data in this report regarding our comparable store sales may not be comparable to similar data made available by other retailers.

Opening new stores is an important part of our growth strategy and we expect a significant percentage of our net sales during this growth period to come from non-comparable store sales. Accordingly, comparable store sales are only one element we use to assess the success of our business.

***Gross Profit***

Gross profit is equal to our net sales less our cost of goods sold. Cost of goods sold reflects the direct cost of purchased merchandise as well as buying, distribution and occupancy costs. Buying costs include compensation expense for our internal buying organization. Distribution costs include costs for receiving, processing, warehousing and shipping of merchandise to or from our distribution and e-commerce fulfillment centers, to our e-commerce customers and between store locations. Occupancy costs include the rent, common area maintenance, utilities, real estate and property taxes, security, and depreciation costs of all store locations. These costs are significant and can be expected to continue to increase as our company grows. The components of our reported cost of goods sold may not be comparable to those of other retail companies.

We regularly analyze the components of gross profit as well as gross profit as a percentage of net sales. Specifically we look at the initial markup on purchases, markdowns and reserves, shrinkage, buying costs, distribution costs and occupancy costs. Any inability to obtain acceptable levels of initial markups, a significant increase in our use of markdowns or a significant increase in inventory shrinkage or inability to generate sufficient sales leverage on the buying, distribution and occupancy components of cost of goods sold could have an adverse impact on our gross profit and results of operations.

Gross profit is also impacted by shifts in the proportion of sales of proprietary branded products compared to third-party branded products, as well as by sales mix shifts within and between brands and between major product categories such as guys and womens apparel, footwear or accessories. A substantial shift in the mix of products could have a material impact on our results of operations. In addition, gross profit and gross profit as a percent of sales have historically been higher in the third and fourth quarters of the fiscal year, as these periods include the back-to-school

and winter holiday selling seasons. This reflects that various costs, including occupancy costs, generally do not increase in proportion to the seasonal sales increase.

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

Our selling, general and administrative, or SG&A, expenses are composed of store selling expenses and corporate-level general and administrative expenses. Store selling expenses include store and regional support costs, including personnel, advertising and debit and credit card processing costs, e-commerce processing costs and store supplies costs. General and administrative expenses include the payroll and support costs of corporate functions such as executive management, legal, accounting, information systems, human resources, impairment charges and other centralized services. Store selling expenses generally vary proportionately with net sales and store growth. In contrast, general and administrative expenses are generally not directly proportional to net sales and store growth, but will be expected to increase over time to support the needs of our growing company. SG&A expenses as a percentage of net sales are usually higher in lower volume periods and lower in higher volume periods.

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The components of our SG&A expenses may not be comparable to those of other retailers. We expect that our SG&A expenses will increase in future periods due to our continuing store growth and in part due to additional legal, accounting, insurance and other expenses we incur as a result of being a public company. Among other things, we expect that ongoing compliance with the Sarbanes-Oxley Act of 2002 and related rules and regulations could result in significant incremental legal, accounting and other overhead costs.

***Operating Income***

Operating income equals gross profit less SG&A expenses. Operating income excludes interest income, interest expense and income taxes. Operating income percentage measures operating income as a percentage of our net sales.

***Income Taxes***

Prior to May 2, 2012, we were taxed as an S Corporation for federal income tax purposes under Section 1362 of the Internal Revenue Code, and therefore were not subject to federal and state income taxes (subject to an exception in a limited number of state and local jurisdictions that do not recognize the S Corporation status). On May 2, 2012, our S Corporation status terminated and we became subject to corporate-level federal and state income taxes at prevailing corporate rates.

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

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of our net sales:

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
	<b>(in thousands)</b>		
<b>Statements of Income Data:</b>			
Net sales	\$ 518,294	\$ 495,837	\$ 467,291
Cost of goods sold (2)	362,762	345,015	319,723
Gross profit (2)	155,532	150,822	147,568
Selling, general and administrative expenses (2)	132,343	121,085	116,178
Operating income	23,189	29,737	31,390
Other expense, net	14	9	91
Income before income taxes	23,175	29,728	31,299
Income tax expense	9,100	11,591	7,406
Net income	\$ 14,075	\$ 18,137	\$ 23,893
<b>Percentage of Net Sales:</b>			
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	70.0%	69.6%	68.4%
Gross profit	30.0%	30.4%	31.6%
Selling, general and administrative expenses	25.5%	24.4%	24.9%
Operating income	4.5%	6.0%	6.7%
Interest expense, net	0.0%	0.0%	0.0%
Income before income taxes	4.5%	6.0%	6.7%
Income tax expense	1.8%	2.3%	1.6%
Net income	2.7%	3.7%	5.1%
<b>Pro Forma Data (unaudited) (1):</b>			
Income before income taxes			\$ 31,299
Pro forma income tax expense			12,520
Pro forma net income			\$ 18,779

- (1) The unaudited pro forma income statement for all periods presented gives effect to an adjustment for income tax expense as if we had been a C Corporation at an assumed combined federal, state and local effective income tax rate, which approximates our statutory income tax rate, of 40%.
- (2) Gross profit in fiscal years 2013 and 2012 includes a \$1.5 million and \$2.6 million, respectively, reclassification of share-based compensation and benefits from selling, general and administrative expenses to cost of goods sold to correct for an immaterial prior period error.

The following table presents store operating data for the periods indicated:

	Fiscal Year Ended		
	January 31, 2015	February 1, 2014	February 2, 2013
<b>Store Operating Data:</b>			
Stores operating at end of period	212	195	168
Comparable store sales change (1)	-2.8%	-1.9%	2.2%
Total square feet at end of period	1,622,156	1,513,138	1,318,803
Average net sales per brick-and-mortar store (in thousands) (2)	\$ 2,250	\$ 2,396	\$ 2,676
Average net sales per square foot (2)	\$ 292	\$ 307	\$ 341

- (1) Comparable store sales are net sales from stores that have been open at least 12 full fiscal months as of the end of the current reporting period. A remodeled or relocated store is included in comparable store sales, both during and after construction, if the square footage of the store was not changed by more than 20% and the store was not closed for more than five days in any fiscal month. Comparable store sales include sales through our e-commerce store but exclude gift card breakage income and e-commerce shipping and handling fee revenue. The comparable store sales change for the period ended February 2, 2013 excludes the 53<sup>rd</sup> week in fiscal year 2012.

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(2) E-commerce sales, e-commerce shipping and handling fee revenue and gift card breakage are excluded from net sales in deriving average net sales per brick-and-mortar store.

**Fiscal Year 2014 Compared to Fiscal Year 2013**

	Fiscal Year Ended		Change	
	January 31, 2015	February 1, 2014 (in thousands)	\$	%
<b>Statements of Income Data:</b>				
Net sales	\$ 518,294	\$ 495,837	\$ 22,457	4.5%
Cost of goods sold	362,762	345,015	17,747	5.1%
Gross profit	155,532	150,822	4,710	3.1%
Selling, general and administrative expenses	132,343	121,085	11,258	9.3%
Operating income	23,189	29,737	(6,548)	-22.0%
Other expense, net	14	9	5	55.6%
Income before income taxes	23,175	29,728	(6,553)	-22.0%
Income tax expense	9,100	11,591	(2,491)	-21.5%
Net income	\$ 14,075	\$ 18,137	\$ (4,062)	-22.4%

*Net Sales*

Net sales increased mainly due to an increase in the average number of stores opened during fiscal year 2014, partially offset by a comparable store sales decrease of \$13.2 million, or 2.8%, in fiscal year 2014 as compared to fiscal year 2013. The comparable store sales decrease was due to lower net sales in all departments, partially offset by an increase in kids sales compared to the prior year. There were 188 comparable brick-and-mortar stores and 24 non-comparable brick-and-mortar stores open as of January 31, 2015.

*Gross Profit*

Gross profit increased \$4.7 million in fiscal year 2014 as compared to fiscal year 2013 primarily due to higher net sales. As a percentage of net sales, gross profit was 30.0% and 30.4% during fiscal years 2014 and 2013, respectively. Of the 40 basis point decrease in gross profit, 50 basis points related to increased occupancy costs due to new stores opened during the year and the decrease in comparable store sales, which was offset by a 20 basis point increase in product margins due to improved initial markup and a decrease in markdowns. Buying and distribution costs as a percentage of net sales increased 10 basis points over fiscal year 2013 due to these costs increasing at a higher rate than net sales.

*Selling, General and Administrative Expenses*

SG&A expenses increased 9.3% in fiscal year 2014 as compared to fiscal year 2013. As a percentage of net sales, SG&A expenses were 25.5% and 24.4% during fiscal years 2014 and 2013, respectively.

Store selling expenses increased \$8.8 million to \$93.8 million in fiscal year 2014 as compared to \$85.0 million in fiscal year 2013. As a percentage of net sales, store selling expenses were 18.1% and 17.1% during fiscal years 2014 and 2013, respectively.

The following primarily contributed to the increase in store selling expenses as a percentage of net sales:

store, regional and e-commerce fulfillment payroll, payroll benefits and related personnel costs increased \$6.8 million, or 80 basis points as a percentage of net sales, as these costs increased at a faster rate than net sales, partially due to an increase in the number of stores;

marketing costs increased \$1.6 million, or 20 basis points as a percentage of sales, primarily due to higher spend on catalogs and other marketing activities;



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field processing costs increased \$0.2 million, but as a percentage of net sales remained consistent with fiscal year 2013; and

supplies and other costs increased \$0.2 million, but as a percentage of net sales remained consistent with fiscal year 2013.

General and administrative expenses increased \$2.4 million to \$38.5 million in fiscal year 2014 from \$36.1 million in fiscal year 2013. As a percentage of net sales, general and administrative expenses were 7.4% and 7.3% during fiscal years 2014 and 2013, respectively.

The following primarily contributed to the increase in general and administrative expenses as a percentage of sales:

depreciation and maintenance related to capital investments increased \$1.1 million, or 20 basis points as a percentage of net sales;

payroll, payroll benefits and related costs for corporate office personnel increased \$0.8 million, but as a percentage of net sales remained consistent with fiscal year 2013;

other expense increased \$0.7 million, or 10 basis points as a percentage of net sales

legal, audit, tax and consulting expenses increased \$0.3 million, but as a percentage of net sales remained consistent with fiscal year 2013; and

ongoing share-based compensation expense increased \$0.3 million due to additional equity awards granted during fiscal year 2014 but remained consistent with fiscal 2013 as a percentage of net sales.

However, the increases in general and administrative expenses were partially offset by a \$0.8 million decrease in impairment charges, or 20 basis points as a percentage of net sales, as compared to fiscal year 2013.

*Operating Income*

Operating income decreased \$6.5 million, or 22.0%, to \$23.2 million in fiscal year 2014 from \$29.7 million in fiscal year 2013. As a percentage of net sales, operating income was 4.5% and 6.0% during fiscal years 2014 and 2013, respectively. The decrease in operating income as a percentage of net sales was due to the decrease in comparable store sales combined with the increase in expenses discussed above.

*Other Expense, Net*

Other expense, net, was \$14 thousand and \$9 thousand in fiscal years 2014 and 2013, respectively. Other expense, net, comprises interest earned on cash balances and tenant construction allowances received from landlords and realized gains on marketable securities, offset by interest paid on a capital lease of our corporate office and distribution center and costs related to maintaining our unused revolving credit facility.

*Income Tax Expense*

Our effective income tax rates were 39.3% and 39.0% in fiscal years 2014 and 2013, respectively.

In fiscal years 2014 and 2013, the Company was taxed as a C Corporation. In fiscal year 2014, its effective tax rate reflected the benefit of certain tax credits. In fiscal year 2013, the effective tax rate reflected a one-time tax benefit recorded in the fourth quarter of fiscal year 2013 related to certain return to provision adjustments. The Company's expected annual effective long-term tax rate is 40%.

*Net Income*

Net income decreased due to the factors discussed above.

Basic and diluted earnings per share of Class A and Class B common stock was \$0.50 in fiscal year 2014, compared to \$0.65 per share of Class A and Class B common stock in fiscal year 2013.

**Table of Contents*****Fiscal Year 2013 Compared to Fiscal Year 2012***

	<b>Fiscal Year Ended</b>		<b>Change</b>	
	<b>February 1, 2014</b>	<b>February 2, 2013</b>	<b>\$</b>	<b>%</b>
<b>(in thousands)</b>				
<b>Statements of Income Data:</b>				
Net sales	\$ 495,837	\$ 467,291	\$ 28,546	6.1%
Cost of goods sold	345,015	319,723	25,292	7.9%
Gross profit	150,822	147,568	3,254	2.2%
Selling, general and administrative expenses	121,085	116,178	4,907	4.2%
Operating income	29,737	31,390	(1,653)	-5.3%
Other expense, net	9	91	(82)	-90.1%
Income before income taxes	29,728	31,299	(1,571)	-5.0%
Income tax expense	11,591	7,406	4,185	56.5%
Net income	\$ 18,137	\$ 23,893	\$ (5,756)	-24.1%

***Net Sales***

Net sales increased mainly due to net sales from stores opened during fiscal year 2013 that were not open during fiscal year 2012. The increase was partially offset by a comparable store sales decrease of 1.9%, or \$8.6 million, in fiscal year 2013 compared to fiscal year 2012. The comparable store sales decrease was due to lower net sales of guys, footwear and accessories, which was partially offset by an increase in womens and girls sales compared to the prior year. There were 166 comparable brick-and-mortar stores and 29 non-comparable brick-and-mortar stores open as of February 1, 2014.

***Gross Profit***

Gross profit increased \$3.3 million in fiscal year 2013 as compared to fiscal year 2012 primarily due to higher net sales. As a percentage of net sales, gross profit was 30.4% and 31.6% during fiscal years 2013 and 2012, respectively. Of the 120 basis point decrease in gross profit, 160 basis points related to occupancy costs increasing at a higher rate than net sales due to new stores opened during the year and a comparable store sales decrease, as well as a 10 basis point increase in distribution costs. This was offset by a 20 basis point increase in product margins due to improved initial markup and a 30 basis point decrease in buying costs.

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

SG&A expenses increased 4.2% in fiscal year 2013 as compared to fiscal year 2012. As a percentage of net sales, SG&A expenses were 24.4% and 24.9% during fiscal years 2013 and 2012, respectively.

Store selling expenses increased \$6.5 million to \$85.0 million in fiscal year 2013 from \$78.5 million in fiscal year 2012. As a percentage of net sales, store selling expenses were 17.1% and 16.8% during fiscal years 2013 and 2012, respectively.

The following primarily contributed to the increase in store selling expenses as a percentage of net sales:

store, regional and e-commerce fulfillment payroll, payroll benefits and related personnel costs increased \$6.4 million as compared to fiscal year 2012, or 60 basis points as a percentage of net sales, as these costs increased at a faster rate than net sales, partially due to an increase in the number of stores; and

field processing costs increased \$0.4 million as compared to fiscal year 2012, but as a percentage of net sales remained consistent with fiscal year 2012.

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However, the increases in store selling expenses were partially offset by the following decreases as a percentage of net sales:

supplies and other support costs decreased \$0.3 million as compared to fiscal year 2012, or 10 basis points as a percentage of net sales; and

marketing costs were consistent with fiscal year 2012, but as a percentage of sales decreased 20 basis points due to lower catalog, distribution and other marketing activities.

General and administrative expenses decreased \$1.6 million to \$36.1 million in fiscal year 2013 as compared to \$37.7 million in fiscal year 2012. As a percentage of net sales, general and administrative expenses were 7.3% and 8.1% during fiscal years 2013 and 2012, respectively.

The following primarily contributed to the decrease in general and administrative expenses as a percentage of sales:

stock-based compensation decreased \$5.2 million as compared to fiscal year 2012, or 110 basis points as a percentage of sales, primarily due to a one-time charge in fiscal year 2012 to recognize life-to-date share-based compensation expense for stock options, recognition that was triggered by the consummation of our initial public offering, partially offset by an increase in ongoing share-based compensation expense due to additional equity awards granted during fiscal year 2013; and

payroll, payroll benefits and related costs for corporate office personnel decreased \$0.3 million, or 30 basis points, as compared to fiscal year 2012, as these costs increased more slowly than sales.

However, the decreases in general and administrative expenses were partially offset by the following increases as a percentage of sales:

impairment charges increased \$1.8 million, or 40 basis points as a percentage of net sales, as compared to fiscal year 2012;

depreciation and maintenance related to capital investments increased \$1.2 million, or 20 basis points as a percentage of net sales, as compared to fiscal year 2012;

other expense increased \$0.6 million, but remained consistent with fiscal 2012 as a percentage of net sales; and

legal, audit, tax and consulting expenses increased \$0.3 million, but remained consistent with fiscal 2012 as a percentage of net sales.

*Operating Income*

Operating income decreased \$1.7 million, or 5.3%, to \$29.7 million in fiscal year 2013 as compared to \$31.4 million in fiscal year 2012. As a percentage of net sales, operating income was 6.0% and 6.7% during fiscal years 2013 and 2012, respectively. The decrease in operating income as a percentage of net sales was due to the decrease in comparable store sales combined with the increase in expenses discussed above.

*Other Expense, Net*

Other expense, net was \$9 thousand and \$91 thousand in fiscal years 2013 and 2012, respectively. Other expense, net comprises interest earned on cash balances and tenant construction allowances received from landlords and realized gains on marketable securities, offset by interest paid on a capital lease of our corporate office and distribution center and costs related to maintaining our unused revolving credit facility.

*Income Tax Expense*

Our effective income tax rates were 39.0% and 23.7% in fiscal years 2013 and 2012, respectively.

In fiscal year 2013, the Company was taxed as a C Corporation the entire year and its effective tax rate reflected a one-time tax benefit recorded in the fourth quarter of fiscal year 2013 related to certain return to provision adjustments. The Company's expected annual effective long-term tax rate is 40%.

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In fiscal year 2012, income tax expense was comprised of (1) a one-time deferred tax benefit of \$3.0 million recognized upon the conversion to a C Corporation, (2) income tax expense of \$0.1 million related to the period during fiscal year 2012 in which the company was an S Corporation (January 29, 2012 through May 1, 2012) computed at the S Corporation effective tax rate and (3) income tax expense of \$10.3 million related to the period in which the company was a C Corporation (May 2, 2012 through February 2, 2013) at the C Corporation effective tax rate.

***Net Income***

Net income decreased due to the factors discussed above. Applying a pro forma 40% C Corporation effective tax rate to fiscal year 2012, rather than the blended S Corporation and C Corporation tax rates that actually applied to us during that period, pro forma net income was \$18.8 million in fiscal year 2012.

Basic earnings per share of Class A and Class B common stock was \$0.65 in fiscal year 2013, compared to \$0.93 in fiscal year 2012. Diluted earnings per share of Class A and Class B common stock was \$0.65 in fiscal year 2013, compared to \$0.92 in fiscal year 2012. Applying a pro forma 40% C Corporation effective tax rate to fiscal year 2012, rather than the blended S Corporation and C Corporation tax rates that actually applied to us during that period, pro forma basic earnings per share of Class A and Class B common stock was \$0.73 and pro forma diluted earnings per share of Class A and Class B common stock was \$0.72 in fiscal year 2012.

**Liquidity and Capital Resources*****General***

Our business relies on cash flows from operating activities as well as cash on hand as our primary sources of liquidity. In addition, we have had access to additional liquidity through a \$25.0 million revolving credit facility with Wells Fargo Bank, NA. We have not drawn funds from or issued letters of credit financing from the revolving credit facility and we do not expect to draw from the revolving credit facility over the next 12 months. We expect to finance company operations and store growth with existing cash on hand, marketable securities and cash flows from operations.

Historically our primary cash needs have been for merchandise inventories, payroll, store rent, capital expenditures associated with opening new stores, improvements and the expansion of our distribution and fulfillment facilities, marketing and information technology expenditures and shareholder distributions. As a result of our conversion to a C Corporation for income tax purposes, we no longer make S Corporation distributions to shareholders. In addition to cash and cash equivalents and marketable securities, the most significant components of our working capital are merchandise inventories, accounts payable and accrued expenses. We believe that cash flows from operating activities, the availability of cash under our revolving credit facility, if necessary, and our cash and marketable securities on hand will be sufficient to cover working capital requirements and anticipated capital expenditures for the next 12 months. If cash flows from operations and borrowings under our existing revolving credit facility are not sufficient or available to meet our capital requirements, then we will be required to obtain additional equity or debt financing in the future. 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 stockholders.

**Table of Contents*****Cash Flow Analysis***

A summary of operating, investing and financing activities is shown in the following table:

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
	<b>(in thousands)</b>		
Net cash provided by operating activities	\$ 48,288	\$ 43,794	\$ 41,730
Net cash used in investing activities	(23,479)	(37,530)	(72,326)
Net cash (used in) provided by financing activities	(432)	1,834	22,819

***Net Cash Provided by Operating Activities***

Operating activities consist primarily of net income adjusted for non-cash items that include depreciation, asset impairment write-downs, deferred income taxes and share-based compensation expense, plus the effect on cash of changes during the year in our assets and liabilities.

Net cash provided by operating activities increased in fiscal year 2014 as compared to fiscal year 2013 primarily due to an \$8.4 million increase in cash generated from working capital mainly due to the timing of payments to vendors and a decrease in receivables and prepaid expenses and other assets, partially offset by an increase in inventory as a result of the opening of 19 new stores. The cumulative increase in cash generated from working capital was partially offset by lower net income, net of non-cash adjustments, of \$3.9 million.

Net cash provided by operating activities increased in fiscal year 2013 as compared to 2012 primarily due to a \$16.4 million increase in cash generated from working capital mainly due to a decrease in merchandise inventories and prepaid expenses, partially offset by an increase in receivables mainly due to an income tax receivable which was payable in fiscal year 2012 and a decrease in deferred rent. The cumulative increase in cash generated from working capital was partially offset by lower net income, net of non-cash adjustments, of \$14.3 million.

***Net Cash Used in Investing Activities***

Investing activities consist of capital expenditures for growth related to new store openings as well as for remodels and changes in fixtures and equipment at existing stores, investments in information technology, distribution center enhancements, expansion into the new e-commerce fulfillment center, assets at our corporate headquarters and the addition or replacement of company vehicles. Investing activities also consist of the purchase and sale of marketable securities.

Net cash used in investing activities was \$23.5 million in fiscal year 2014. Capital expenditures totaled \$23.6 million, with spending on new stores and the remodeling or other improvements of existing stores comprising \$16.3 million of this total. The remaining capital expenditures were for our investment in our new e-commerce fulfillment center, information technology systems and other distribution and corporate facility enhancements. We purchased \$59.9 million of marketable securities and received proceeds of \$60.0 million from the maturities of marketable securities during fiscal year 2014.



Net cash used in investing activities was \$37.5 million in fiscal year 2013. Capital expenditures totaled \$42.7 million, with spending on new stores and the remodeling or other improvements of existing stores comprising \$24.7 million of this total. The remaining capital expenditures were for our investment in our new e-commerce fulfillment center, information technology systems and other distribution and corporate facility enhancements. We purchased \$44.9 million of marketable securities and received proceeds of \$50.0 million from the maturities of marketable securities during fiscal year 2013.

Net cash used in investing activities was \$72.3 million in fiscal year 2012. Of this total, \$33.3 million was for capital expenditures. Spending on new stores and the remodeling or other improvements of existing stores was \$24.9 million of this total. The remaining capital expenditures were for our investment in information technology systems and distribution and corporate facility enhancements. In addition, we received \$0.8 million of insurance proceeds

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related to fixed assets that were destroyed by smoke damage as a result of a fire in 2010 at a mall where one of our stores is located. We purchased \$75.4 million of marketable securities and received proceeds of \$35.5 million from the sale of marketable securities during the period.

Capital expenditures during fiscal year 2015 are expected to be between \$23 million and \$26 million. We expect to spend the majority on new stores, refreshes of existing stores and store improvements and improvements of our capabilities across our digital channels. These expenditures are expected to be funded from cash provided by operations.

*Net Cash Provided by (Used in) Financing Activities*

Financing activities consist of payments on our capital lease obligation, proceeds from the exercise of stock options, excess tax benefits from share-based compensation and, prior to the Reorganization, distributions to our shareholders. In fiscal year 2012, net proceeds from our initial public offering were included in financing activities.

Net cash used in financing activities was \$0.4 million in fiscal year 2014, consisting of payments on our capital lease obligation totaling \$0.8 million partially offset by \$0.3 million of proceeds from the exercise of stock options.

Net cash provided by financing activities was \$1.8 million in fiscal year 2013. This included \$2.5 million of proceeds from the exercise of stock options and excess tax benefits from share-based compensation; partially offset by \$0.7 million in payments towards our capital lease obligation during fiscal year 2013.

Net cash provided by financing activities was \$22.8 million in fiscal year 2012. This included \$106.8 million in net proceeds from our initial public offering, which was consummated during the second quarter of 2012. Offsetting this was \$84.3 million for final distributions to the former shareholders of World of Jeans & Tops. We received \$0.9 million in proceeds from the exercise of stock options, net of tax withholdings, and paid \$0.7 million for our capital lease obligation during the period.

*Credit Facility*

We maintain a credit facility with Wells Fargo Bank, N.A. that provides for a \$25.0 million revolving line of credit with a maturity date of May 31, 2017. The interest charged on borrowings is either at LIBOR plus 1.00%, or at the bank's prime rate. We have the ability to select between the prime rate or LIBOR-based rate at the time of a cash advance. The credit facility is secured by substantially all of our assets. As a sub-feature under the revolving credit facility the bank may issue stand-by and commercial letters of credit up to \$15.0 million.

We are required to maintain certain financial and nonfinancial covenants in accordance with the revolving credit facility. The financial covenants require certain levels of leverage and profitability, such as (i) an aggregate maximum net loss after taxes not to exceed \$5 million (measured at the end of each fiscal quarter), with no more than one annual net loss after taxes for any fiscal year (in either case, excluding all charges for impairment of goodwill, other intangibles and store assets impairment on the balance sheet of WOJT, in an aggregate amount of up to \$2.0 million for the relevant period), and (ii) a maximum ratio of 2.00 to 1.00 for balance sheet leverage, defined as total liabilities divided by total tangible net worth.

As of January 31, 2015, we were in compliance with all of its covenants and had no outstanding borrowings under the credit facility.

*Contractual Obligations*

We enter into long-term contractual obligations and commitments in the normal course of business, primarily noncancellable capital and operating leases.

We lease approximately 172,000 square feet for our corporate headquarters and distribution center from a company that is owned by the co-founders of Tilly's. These buildings are located at 10 and 12 Whatney, Irvine, California. On June 29, 2012, we exercised the first of our three five-year renewal options on this lease, with the



Operating leases include minimum lease commitments, including fixed common area maintenance charges, if any, for our stores, the land portion of our corporate headquarters and distribution center and warehouse leases. Our store leases generally have initial lease terms of 10 years and many also include renewal options on substantially the same terms and conditions as the original lease. We include renewal options to extend the lease term that are reasonably assured of being exercised.

(c) Purchase obligations consist primarily of software maintenance commitments.

**Off-Balance Sheet Arrangements**

We are not a party to any off-balance sheet arrangements, except for the operating leases, purchase obligations and revolving credit facility as discussed above.

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**Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the appropriate application of certain accounting policies, some of which require us to make estimates and assumptions about future events and their impact on amounts reported in our consolidated financial statements. Since future events and their impact cannot be determined with absolute certainty, the actual results will inevitably differ from our estimates.

We believe the application of our accounting policies, and the estimates inherently required therein, are reasonable. Our accounting policies and estimates are reevaluated on an ongoing basis and adjustments are made when facts and circumstances dictate a change.

The policies and estimates discussed below involve the selection or application of alternative accounting policies that are material to our consolidated financial statements. With respect to critical accounting policies, even a relatively minor variance between actual and expected experience can potentially have a materially favorable or unfavorable impact on subsequent results of operations. However, our historical results for the periods presented in the consolidated financial statements have not been materially impacted by such variances. Our accounting policies are more fully described in Note 2 *Summary of Significant Accounting Policies* in the notes to our consolidated financial statements. Management has discussed the development and selection of these critical accounting policies and estimates with our board of directors.

We have certain accounting policies that require more significant management judgment and estimates than others. These include our accounting policies with respect to revenue recognition, merchandise inventories, long-lived assets, share-based compensation and accounting for income taxes, which are more fully described below.

***Revenue Recognition***

Sales are recognized at the time of purchase by customers at our retail store locations. Sales are recorded net of taxes collected from customers. For online sales, revenue is recognized at the estimated time goods are received by customers. On average, customers receive goods within three days of being shipped. The estimate of the transit times for these shipments is based on shipping terms and historical delivery times. Shipping and handling fees billed to customers for online sales are included in net sales and the related shipping and handling costs are classified as cost of goods sold in the Consolidated Statements of Income. For fiscal years 2014, 2013 and 2012, shipping and handling fee revenue included in net sales was \$2.6 million, \$3.3 million and \$3.7 million, respectively.

We reserve for projected merchandise returns based upon historical experience and various other assumptions that we believe to be reasonable. Customers can return merchandise within 30 days of the original purchase date. Merchandise returns are often resalable merchandise and are refunded by issuing the same tender as in the original purchase. Merchandise exchanges of the same product and price are not considered merchandise returns and, therefore, are not included in the population when calculating the sales returns reserve. The total reserve for returns was \$0.6 million at each of January 31, 2015 and February 1, 2014. Should the returns rate as a percentage of net sales significantly change in future periods, it could have a material impact on our results of operations.

We recognize sales from gift cards as they are redeemed for merchandise. Prior to redemption, we maintain an unearned revenue liability for unredeemed gift card balances. Our gift cards do not have expiration dates; however, over time, the redemption of some gift cards is remote and there is no obligation to remit the unredeemed gift cards to relevant jurisdictions, which is referred to as gift card breakage. An assessment of the ultimate non-redemption rate of gift cards is performed when enough time has passed since the activation of the cards to enable a determination of the

ultimate breakage rate based upon our historical redemption experience. This date of assessment has historically been two full fiscal years after the fiscal year in which the cards were activated. At the time of assessment a breakage estimate is calculated and recorded in net sales. Breakage revenue for gift cards was \$0.8 million, \$0.6 million and \$0.4 million in fiscal years 2014, 2013 and 2012, respectively. If the gift card breakage experience were to change significantly in future periods, it could have a material impact on our results of operations.

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**Table of Contents*****Merchandise Inventories***

Merchandise inventories are stated at the lower of cost or market. Market is determined based on the estimated net realizable value, which generally is the merchandise selling price. Cost is calculated using the retail inventory method. Under the retail inventory method, inventory is stated at its current retail selling value and then is converted to a cost basis by applying a cost-to-retail ratio based on beginning inventory and the fiscal year purchase activity. The retail inventory method inherently requires management judgments and estimates, such as the amount and timing of markdowns needed in order to sell through slow-moving inventories.

Markdowns are recorded when the sales value of the inventory has diminished. Factors considered in the determination of markdowns include current and anticipated demand, customer preferences, age of the merchandise and fashion trends. When a decision is made to mark down merchandise, the resulting gross margin reduction is recognized in the period in which the markdown is recorded. During each accounting period we record adjustments to our inventories, which are reflected in cost of goods sold, if the cost of specific inventory items on hand exceeds the amount we expect to realize from the ultimate sale or disposal of the inventory. This adjustment calculation requires us to make assumptions and estimates, which are based on factors such as merchandise seasonality, historical trends and inventory levels, including estimated sell-through rates of remaining units.

Total markdowns, including permanent and promotional markdowns, on a cost basis were \$37.0 million, \$35.7 million and \$32.2 million and represented 7.1%, 7.2% and 6.9% of net sales in fiscal years 2014, 2013 and 2012, respectively. We accrued \$0.9 million for planned but unexecuted markdowns, including markdowns related to slow-moving merchandise, as of each of January 31, 2015 and February 1, 2014.

To the extent that management's estimates differ from actual results, additional markdowns may be required that could reduce our gross margin, operating income and the carrying value of inventories. Our success is largely dependent upon our ability to anticipate the changing fashion tastes of our customers and to respond to those changing tastes in a timely manner. If we fail to anticipate, identify or react appropriately to changing styles, trends or brand preferences of our customers, we may experience lower sales, excessive inventories and more frequent and extensive markdowns, which would adversely affect our operating results.

We also record an inventory shrinkage reserve calculated as a percentage of net sales for estimated merchandise losses for the period between the last physical inventory count and the balance sheet date. These estimates are based on historical percentages and can be affected by changes in merchandise mix and changes in shrinkage trends. We perform physical inventory counts at least once per year for the entire chain of stores and our distribution center and adjust the inventory shrinkage reserve accordingly. If actual physical inventory losses differ significantly from the estimate, our results of operations could be adversely impacted. The inventory shrinkage reserve reduces the value of total inventory and is a component of inventories on the Consolidated Balance Sheets. The inventory shrinkage reserve at January 31, 2015 and February 1, 2014 was not material.

***Long-Lived Assets***

We evaluate the carrying value of our long-lived assets, consisting largely of leasehold improvements, furniture and fixtures and equipment at store, distribution center and corporate office locations, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors that are considered important that could result in the necessity to perform an impairment review include a current-period operating or cash flow loss combined with a history of operating or cash flow losses and a forecast that indicates continuing losses or insufficient income associated with the realization of a long-lived asset or asset group. Other factors include a significant change in the manner of the use of the asset or a significant negative industry or economic



trend. This evaluation is performed based on estimated undiscounted future cash flows from operating activities compared with the carrying value of the related assets. If the undiscounted future cash flows are less than the carrying value, an impairment loss is recognized, measured by the difference between the carrying value and the estimated fair value of the assets, based on discounted cash flows using our weighted-average cost of capital, with such estimated fair values determined using the best information available. Quarterly, we assess whether events or changes in circumstances have occurred that potentially indicate the carrying value of long-lived assets may not be recoverable.

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Our evaluation during the fourth quarter of fiscal years 2014 and 2013 indicated that operating losses or insufficient operating income existed at two and four retail stores, respectively, with a projection that the operating losses or insufficient operating income for these locations would continue. As such, the Company recorded noncash charges of \$1.0 million and \$1.8 million in selling, general and administrative expenses in fiscal years 2014 and 2013, respectively, to write down the carrying value of these stores' long-lived assets to their estimated fair values. We did not record any impairment charges in fiscal year 2012.

The estimation of future cash flows from operating activities requires significant estimates of factors that include future sales and gross margin performance. Factors used in the valuation of long-lived assets with finite lives include, but are not limited to, discount rates, management's plans for future operations, recent operating results and projected future cash flows. If our net sales or gross profit performance or other estimated operating results are not achieved at or above our forecasted level, or inflation exceeds our forecast and we are unable to recover such costs through price increases, the carrying value of certain of our retail stores may prove to be unrecoverable and we may incur additional impairment charges in the future.

***Share-based Compensation***

We account for share-based compensation in accordance with the provisions of ASC Topic 718, *Compensation-Stock Compensation*, or ASC 718, which establishes accounting for equity instruments exchanged for employee services. Under the provisions of this statement, share-based compensation expense is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense on a straight-line basis over the employee's requisite service period (generally the vesting period of the equity grant). As required under this guidance, we estimate forfeitures for options granted which are not expected to vest. Changes in these inputs and assumptions can materially affect the measurement of the estimated fair value of our share-based compensation expense.

Determining the fair value of share-based awards at the grant date requires judgment. We use the Black-Scholes option-pricing model to determine the fair value of stock options. The determination of the grant date fair value of options using an option-pricing model is affected by a number of assumptions, such as the fair value of the common stock, our expected stock price volatility over the expected term of the options, stock option exercise and cancellation behaviors, risk-free interest rates, and expected dividends, which we estimate as follows:

*Fair Value of Our Common Stock.* We use the closing price of our Class A common stock on the date of grant. Prior to May 4, 2012, our common stock was not publicly traded. Therefore, we estimated the fair value of our common stock, as discussed below under the heading *Determination of the Fair Value of Common Stock Granted Prior to Our Initial Public Offering*.

*Expected Term.* We have limited historical information regarding expected option term. Accordingly, we determined the expected stock option term of the awards using the latest historical data available from comparable public companies and our expectation of exercise behavior.

*Volatility.* As we do not have a significant trading history for our Class A common stock, the expected stock price volatility for each grant is measured using the average of historical daily price changes of comparable public companies' common stock over the most recent period equal to the expected term of our stock option awards. We intend to consistently apply this process using the same or similar public companies until a

sufficient amount of historical information regarding the volatility of our own common stock share price becomes available. However, if the circumstances change so the identified companies are no longer similar to us, we will select companies we believe are more suitable and use their publicly available share prices in the calculation.

*Risk-Free Rate.* The risk-free interest rate is based on the yields of United States Treasury securities with maturities similar to the expected term of the stock options for each stock option group.

*Dividend Yield.* We have never declared or paid any cash dividends and do not plan to pay cash dividends in the foreseeable future. Consequently, we used an expected dividend yield of zero.

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If any of the assumptions used in the Black-Scholes model change significantly, share-based compensation expense for future awards may differ materially compared with the expense for awards granted previously.

The following table presents the assumptions we used to estimate the fair value of stock options granted during the periods presented:

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Expected option term	5.0 years	5.0 years	5.0 years
Expected volatility factor	44.4% - 46.9%	55.0% - 56.2%	57.6% - 62.9%
Risk-free interest rate	1.6% - 1.8%	0.8% - 1.7%	0.6% - 0.8%
Expected annual dividend yield	0%	0%	0%

Our estimates of pre-vesting forfeitures, or forfeiture rates, were based on our internal analysis, which includes the award recipients' positions within the company and the vesting period of the awards.

*Determination of the Fair Value of Common Stock Granted Prior to Our Initial Public Offering*

Prior to May 4, 2012, we were a private company with no active public market for our common stock. The fair value of the common stock underlying our stock options under our 2007 Stock Option Plan was determined by our board of directors, which intended all stock options granted to be exercisable at a price per share not less than the per share fair value of our common stock underlying those stock options on the date of grant. We determined the estimated per share fair value of our common stock using a contemporaneous valuation consistent with the American Institute of Certified Public Accountants Practice Aid, Valuation of Privately-Held Company Equity Securities Issued as Compensation, or the Practice Aid. In conducting this valuation, we considered all objective and subjective factors that we believed to be relevant, including our best estimate of our business condition, prospects and operating performance at the valuation date. Within this contemporaneous valuation performed by management, with the assistance of third-party valuation specialists hired by us, a range of factors, assumptions and methodologies were used. The significant factors included:

the fact that we were a private retail company with illiquid securities;

our historical operating results;

our discounted future cash flows, based on our projected operating results;

the hiring of key personnel;

the likelihood of achieving a liquidity event for the shares of common stock underlying these stock options, such as an initial public offering or sale of our company, given prevailing market conditions;

any adjustment necessary to recognize a lack of marketability for our common stock;

valuation of comparable public companies at the time of grant;

the United States and global capital market conditions; and

outlook for our industry at the time of grant.

After review of the fair value analysis, our board of directors authorized the use of that fair value as the exercise price for options granted on the date of that valuation report.

*Common Stock Valuation Methodologies Prior to Our Initial Public Offering*

For the contemporaneous valuation of our common stock, management estimated, as of January 28, 2012, the latest valuation date prior to our initial public offering, our enterprise value on a continuing operations basis primarily using the income and market approaches which are both acceptable valuation methods in accordance with the Practice Aid. The income approach utilized a discounted cash flow methodology based on our financial forecasts and projections, as detailed below. The market approach utilized both the guideline public company and the guideline merged and acquired methodologies based on data obtained on comparable public companies, as detailed below. Management considered both objective and subjective factors, including information provided by a third-party valuation firm, to determine its best estimate of the fair market value of our common stock.

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For the discounted cash flow methodology, we prepared detailed annual forecasts of cash flows for future years, which we refer to as the discrete forecast period. The value of the cash flows beyond the discrete forecast period was derived by applying a capitalized earnings approach, in which such cash flows are assumed to grow at a constant annual long-term growth rate and in which the terminal-year cash flow is capitalized at a rate equal to the estimated discount rate less the estimated constant annual long-term growth rate. Our forecasts of future cash flows were based on our estimated net debt-free cash flows and were discounted to the valuation date at an estimate of our weighted average cost of capital. We weighted the discounted cash flow method 50% in determining the total fair value of our equity as this approach was determined to represent the best indication of value because this method relied on a detailed financial forecast for the next five fiscal years as well as growth and profitability assumptions for subsequent years that are specific to Tilly's business model.

The guideline public company method of the market approach is based on the market prices of stock for comparable companies. Indications of value were estimated by deriving multiples of equity or invested capital to various measures of revenue, earnings or cash flow for the selected guideline companies and then applying such multiples to the metrics of our business. When selecting comparable companies, consideration was given to industry similarity, their specific products offered, financial data availability and capital structure. We weighted the guideline public company method 40%. In selecting the revenue and EBITDA multiples from other companies to apply to Tilly's, we considered differences between Tilly's and eleven comparable companies in terms of size, profitability and growth, among other factors. Given the timely nature of the public company data and the quantity of the public companies in the group that were in the same or similar retail sector as Tilly's, the guideline public company method was given a weighting of 40%. We weighted the guideline public company method less than the discounted cash flow method due to the fact that the stock price and earnings estimates for the comparable public companies were relatively volatile as of the valuation date.

The guideline merged and acquired method of the market approach follows the same basic methodology as the guideline public company method. However, instead of deriving multiples based on stock prices of guideline companies, indications of value are estimated by deriving multiples of equity or invested capital from sales of entire companies. We weighted the guideline merged and acquired method only 10% as most of the observed industry transactions occurred in a different economic environment (none since December 2009) and we had higher EBITDA margins than many of the target companies.

We believe that the procedures employed in the discounted cash flow, guideline public company and guideline merged and acquired methodologies are reasonable and consistent with the Practice Aid.

We granted stock options with the following exercise prices between May 2, 2010 and the date of our initial public offering:

<b>Option Grant Date</b>	<b>Number of Shares Underlying Options</b>	<b>Exercise Price Per Share</b>	<b>Common Stock Fair Value Per Share at Grant Date</b>	<b>Fair Value of Stock Options Granted</b>
October 2010 (1)	762,500	\$ 8.98	\$ 8.98	\$ 4.57 - \$7.01
March 2011	578,000	16.26	16.26	8.52

(1) Includes 739,500 stock options that were re-priced on a one-for-one basis to \$8.98 per share. See section below titled Stock Option Re-Pricing .

Based on the closing price of our Class A common stock on January 31, 2015, the last trading day of fiscal year 2014, the aggregate intrinsic value of vested stock options outstanding as of January 31, 2015 was approximately \$2.9 million, and the aggregate intrinsic value of unvested stock options outstanding as of January 31, 2015 was \$1.5 million.

Significant factors considered by our board of directors in determining the fair value of our common stock at the above grant dates included:

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**Table of Contents***October 2010*

We performed a valuation of our common stock as of fiscal month ended August 28, 2010 which included the back-to-school shopping season that peaks in August. Although the United States economy had been recovering from recession in 2010, the recovery was weaker than in many past recovery periods. The financial results of many of our comparable companies reflected weak performance driven generally by either negative or only modestly positive year-to-date comparable store sales through August. Our comparable store sales trends for this same period were consistent with our comparable companies, with close to zero comparable store sales growth, lower income than the same year-to-date period in the prior year and sales and income running well below the forecast for fiscal year 2010 that was incorporated in the prior valuation of our common stock. As a result of these factors, we lowered our financial forecast and expectations for growth in fiscal year 2010 and, because they were building upon 2010 expected results, the forecasted sales and income in fiscal year 2011 and beyond. The marketability discount was 15%, based upon expectations that an initial public offering would not occur until at least early in 2012. This valuation determined the value of our common stock to be \$8.98 per share. Our board of directors granted stock options with exercise prices at \$8.98 per share on October 8, 2010, the date the valuation was finalized, after determining that the fair value of our common stock would not have materially changed between the valuation date and the date of the grant. In addition, stock options previously granted with exercise prices greater than \$8.98 per share were re-priced to \$8.98 per share as of October 8, 2010 by our board of directors. See *Stock Option Re-Pricing* section below.

*March 2011*

We performed a valuation of our common stock as of the fiscal year end date of January 29, 2011. Over the previous quarter the national economy grew more quickly than earlier in fiscal year 2010 and our comparable companies' results generally improved substantially in the fourth quarter of fiscal year 2010. Our results, similarly, improved substantially, with a double-digit comparable store sales increase in the fourth quarter of fiscal year 2010 compared to the fourth quarter of fiscal year 2009 and profitability for the quarter well above the prior year's fourth quarter. Therefore, profitability for fiscal year 2010 ended up being well above the revised forecast used in the August 2010 valuation. This greatly improved sales and profit trend continued into February and March of fiscal year 2011. As a result, we increased the financial forecast and expectations for growth in fiscal year 2011 and beyond. Concurrently, our comparable companies' financial results led to, in many cases, increased market prices for their common stock. The marketability discount was 10%, based upon expectations that an initial public offering would not occur until mid-2011 at the earliest. This valuation determined the value of our common stock to be \$16.26 per share. Our board of directors granted stock options with exercise prices at \$16.26 per share on March 31, 2011, the date the valuation was finalized, after determining that the fair value of our common stock would not have materially changed between the valuation date and the date of the grant.

*Stock Option Re-Pricing*

In October 2010, our board of directors approved a common stock option re-pricing whereby previously granted stock options held by current employees with exercise prices above \$8.98 per share were re-priced on a one-for-one basis to \$8.98 per share with no modification to any other terms of the previously issued stock options. As a result, 739,500 stock options originally granted to purchase common stock at prices ranging from \$9.64 to \$14.47 were re-priced in order to continue maintaining an equity incentive for our employees and reflect a significantly different economic environment. We treated the re-pricing as a modification for accounting purposes of the original awards and calculated additional compensation costs for the difference between the fair value of the re-priced award and the fair value of the original award on the re-pricing date. The re-pricing affected 48 optionees and resulted in incremental unrecognized share-based compensation expense of \$0.6 million. Expense related to vested stock options was recognized upon the consummation of our initial public offering, and expense related to unvested stock options is



being amortized over the remaining vesting period of the stock options. Our assumptions used to estimate the fair value of the original awards immediately before the re-pricing and the fair value of the re-priced awards required significant judgment.

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***Accounting for Income Taxes***

Prior to May 2, 2012, the Company was taxed as an S Corporation for income-tax purposes under section 1362 of the Internal Revenue Code and therefore was not subject to federal and state income taxes (subject to exception in a limited number of state and local jurisdictions that did not recognize the S Corporation status). On May 2, 2012, the Company's S Corporation status terminated as part of the Reorganization and the Company became subject to corporate-level federal and state income taxes at prevailing C Corporation rates.

The Company accounts for income taxes and the related accounts using the asset and liability method in accordance with FASB ASC Topic 740, *Income Taxes*, or ASC 740. Under this method, the Company accrues income taxes payable or refundable and recognizes deferred tax assets and liabilities based on differences between GAAP and tax bases of assets and liabilities. The Company measures deferred tax assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse, and recognizes the effect of a change in enacted rates in the period of enactment.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations.

The Company establishes assets and liabilities for uncertain positions taken or expected to be taken in income tax returns, using a more-likely-than-not recognition threshold. The Company includes in income tax expense any interest and penalties related to uncertain tax positions.

**Recently Issued Accounting Pronouncements**

We do not expect that any recently issued accounting pronouncements will have a material effect on our financial statements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risks**

***Interest Rate Risk***

We are subject to interest rate risk in connection with borrowings, if any, under our line of credit, which bears interest at variable rates. As of January 31, 2015 and February 1, 2014, we had no outstanding borrowings under our credit facility.

***Impact of Inflation***

Our results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on our results of operations and financial condition have been immaterial.

***Foreign Exchange Rate Risk***

We currently source all merchandise through domestic vendors. We source certain fixtures and materials from various suppliers in other countries. All purchases are denominated in U.S. dollars, and therefore we do not hedge using any derivative instruments. Historically, we have not been impacted by changes in exchange rates.



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**Item 8. Financial Statements and Supplementary Data**  
**Tilly's, Inc.**

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of

Tilly's, Inc.

Irvine, California

We have audited the accompanying consolidated balance sheets of Tilly's, Inc. and its subsidiary (the Company) as of January 31, 2015 and February 1, 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Tilly's, Inc. and its subsidiary as of January 31, 2015 and February 1, 2014, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Costa Mesa, California

April 1, 2015

**Table of Contents****Tilly's, Inc.****Consolidated Balance Sheets**

(In thousands, except per share data)

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 49,789	\$ 25,412
Marketable securities	34,957	34,943
Receivables	4,682	8,545
Merchandise inventories	51,507	46,266
Prepaid expenses and other current assets	12,349	11,772
Total current assets	153,284	126,938
Property and equipment, net	101,335	100,936
Other assets	2,932	4,533
Total assets	\$ 257,551	\$ 232,407
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 23,109	\$ 19,645
Accrued expenses	12,325	9,241
Current portion of deferred rent	6,070	5,395
Deferred revenue	7,075	6,214
Accrued compensation and benefits	5,911	4,975
Current portion of capital lease obligation (Note 9)	806	758
Total current liabilities	55,296	46,228
Long-term portion of deferred rent	41,875	42,756
Long-term portion of capital lease obligation (Note 9)	1,694	2,500
Total long-term liabilities	43,569	45,256
Total liabilities	98,865	91,484
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock (Class A), \$0.001 par value; January 31, 2015 100,000 shares authorized, 11,546 shares issued and outstanding; February 1, 2014 100,000 shares authorized, 11,361 shares issued and outstanding	11	11
Common stock (Class B), \$0.001 par value; January 31, 2015 35,000 shares authorized, 16,544 shares issued and outstanding; February 1, 2014 35,000 shares authorized, 16,642 shares issued and outstanding	17	17

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Preferred stock, \$0.001 par value; January 31, 2015 and February 1, 2014 10,000 shares authorized, no shares issued or outstanding		
Additional paid-in capital	126,565	122,886
Retained earnings	32,072	17,997
Accumulated other comprehensive income	21	12
<b>Total stockholders equity</b>	<b>158,686</b>	<b>140,923</b>
Total liabilities and stockholders equity	\$ 257,551	\$ 232,407

*The accompanying notes are an integral part of these consolidated financial statements.*

**Table of Contents****Tilly's, Inc.****Consolidated Statements of Income**

(In thousands, except per share data)

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Net sales	\$ 518,294	\$ 495,837	\$ 467,291
Cost of goods sold (includes buying, distribution, and occupancy costs) (Note 1)	362,762	345,015	319,723
Gross profit	155,532	150,822	147,568
Selling, general and administrative expenses (Note 1)	132,343	121,085	116,178
Operating income	23,189	29,737	31,390
Other expense, net	14	9	91
Income before income taxes	23,175	29,728	31,299
Income tax expense	9,100	11,591	7,406
Net income	\$ 14,075	\$ 18,137	\$ 23,893
Basic earnings per share of Class A and Class B common stock	\$ 0.50	\$ 0.65	\$ 0.93
Diluted earnings per share of Class A and Class B common stock	\$ 0.50	\$ 0.65	\$ 0.92
Weighted average basic shares outstanding	28,013	27,822	25,656
Weighted average diluted shares outstanding	28,078	28,116	26,076
Pro forma income information (Note 1):			
Historical income before income taxes			\$ 31,299
Pro forma income tax expense (unaudited)			12,520
Pro forma net income (unaudited)			\$ 18,779
Pro forma basic earnings per share of Class A and Class B common stock (unaudited)			\$ 0.73
Pro forma diluted earnings per share of Class A and Class B common stock (unaudited)			\$ 0.72

*The accompanying notes are an integral part of these consolidated financial statements.*



**Table of Contents****Tilly's, Inc.****Consolidated Statements of Comprehensive Income**

(In thousands)

	<b>For the Fiscal Years Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Net income	\$ 14,075	\$ 18,137	\$ 23,893
Other comprehensive income, net of tax:			
Net change in unrealized gain/loss on available-for-sale securities	9	(5)	17
Other comprehensive income (loss), net of tax	9	(5)	17
<b>Comprehensive income</b>	<b>\$ 14,084</b>	<b>\$ 18,132</b>	<b>\$ 23,910</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**Table of Contents****Tilly's, Inc.****Consolidated Statements of Stockholders' Equity**

(In thousands)

	Number of Shares			Additional Paid-in Capital	Accumulated		Total Stockholders' Equity
	Common Stock (Class A)	Common Stock (Class B)	Common Stock (WOJT)		Retained Earnings (Deficit)	Other Comprehensive Income	
Balance at January 28, 2012			20,000	\$ 20	\$ 150	\$ 60,254	\$ 60,424
Net income						23,893	23,893
Reorganization (Note 1)		20,000	(20,000)				
Issuance of stock in IPO, net of costs	9,200	(1,600)		7	106,782		106,789
Distributions to S Corporation shareholders						(84,287)	(84,287)
Shares converted by founders	1,480	(1,480)					
Stock-based compensation expense					9,570		9,570
Exercise of stock options, including tax benefit of \$74	92			1	889		890
Net change in unrealized gain (loss) on available-for-sale securities						17	17
Balance at February 2, 2013	10,772	16,920		28	117,391	(140)	117,296
Net income						18,137	18,137
Shares converted by founders	278	(278)					
Stock-based compensation expense					3,106		3,106
Restricted stock	31						
Exercise of stock options, including tax benefit of \$42	280				2,389		2,389
Net change in unrealized gain (loss) on available-for-sale securities						(5)	(5)

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Balance at February 1, 2014	11,361	16,642	28	122,886	17,997	12	140,923
Net income					14,075		14,075
Shares converted by founders	98	(98)					
Stock-based compensation expense				3,499			3,499
Excess tax deficiencies from stock-based compensation				(124)			(124)
Restricted stock	49						
Exercise of stock options,	38			304			304
Net change in unrealized gain (loss) on available-for-sale securities						9	9
Balance at January 31, 2015	11,546	16,544	\$ 28	\$ 126,565	\$ 32,072	\$ 21	\$ 158,686

*The accompanying notes are an integral part of these consolidated financial statements.*

**Table of Contents****Tilly's, Inc.****Consolidated Statements of Cash Flows**

(In thousands)

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
<b>Cash flows from operating activities</b>			
Net income	\$ 14,075	\$ 18,137	\$ 23,893
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	21,237	19,367	16,679
Loss on disposal of assets	118	140	111
Impairment of assets	1,007	1,840	
(Gain) loss on sales and maturities of marketable securities	(116)	(176)	28
Deferred income taxes	(1,156)	304	6,689
Stock-based compensation expense	3,499	3,106	9,570
Excess tax benefit from stock-based compensation	(22)	(157)	(95)
Changes in operating assets and liabilities:			
Receivables	3,863	(2,611)	21
Merchandise inventories	(5,241)	329	(9,927)
Prepaid expenses and other assets	2,051	(1,861)	(12,930)
Accounts payable	3,720	1,554	1,431
Accrued expenses	3,662	(1,796)	(1,470)
Accrued compensation and benefits	936	(1,119)	(1,442)
Deferred rent	(206)	5,976	8,584
Deferred revenue	861	761	588
Net cash provided by operating activities	48,288	43,794	41,730
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	(23,636)	(42,701)	(33,298)
Proceeds from sale of property and equipment	41	79	17
Insurance proceeds from casualty loss			822
Purchases of marketable securities	(59,884)	(44,908)	(75,377)
Maturities of marketable securities	60,000	50,000	35,510
Net cash used in investing activities	(23,479)	(37,530)	(72,326)
<b>Cash flows from financing activities</b>			
Payment of capital lease obligation	(758)	(712)	(668)
Net proceeds from initial public offering			106,789
Proceeds from exercise of stock options	304	2,389	890
Excess tax benefit from stock-based compensation	22	157	95

Distributions			(84,287)
Net cash (used in) provided by financing activities	(432)	1,834	22,819
Change in cash and cash equivalents	24,377	8,098	(7,777)
Cash and cash equivalents, beginning of period	25,412	17,314	25,091
Cash and cash equivalents, end of period	\$ 49,789	\$ 25,412	\$ 17,314
<b>Supplemental disclosures of cash flow information</b>			
Interest paid	\$ 182	\$ 253	\$ 299
Income taxes paid	\$ 4,511	\$ 14,969	\$ 13,727
<b>Supplemental disclosure of non-cash activities</b>			
Unpaid purchases of property and equipment	\$ 1,513	\$ 2,348	\$ 2,875

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Table of Contents****Tilly's, Inc.****Notes to Consolidated Financial Statements****Note 1: Description of the Company and Basis of Presentation**

Tilly's, Inc. was formed as a Delaware corporation on May 4, 2011 for the purpose of reorganizing the corporate structure of World of Jeans & Tops, a California corporation (WOJT). On May 2, 2012, the shareholders of WOJT contributed all of their shares of common stock to Tilly's, Inc. in return for shares of Tilly's, Inc. Class B common stock on a one-for-one basis. In addition, effective May 2, 2012, WOJT converted from an S Corporation to a C Corporation for income tax purposes. These events are collectively referred to as the Reorganization. As a result of the Reorganization, WOJT became a wholly owned subsidiary of Tilly's, Inc. Except where context requires or where otherwise indicated, the terms the Company, Tilly's, we, or us, refers to WOJT before the Reorganization and to Tilly's, Inc. and its subsidiary, WOJT, after the Reorganization.

Tilly's operates a chain of specialty retail stores featuring casual clothing, footwear and accessories for teens and young adults. The Company operated a total of 212 and 195 stores as of January 31, 2015 and February 1, 2014, respectively. The stores are located in malls, lifestyle centers, power centers, community centers, outlet centers and street-front locations. Customers may also shop online, where the Company features a similar assortment of product as is carried in its brick-and-mortar stores.

***Fiscal Year***

The Company's fiscal year ends on the Saturday closest to January 31. Fiscal years 2014, 2013 and 2012 ended on January 31, 2015, February 1, 2014 and February 2, 2013, respectively. Fiscal years 2014 and 2013 each included 52 weeks, and fiscal year 2012 included 53 weeks.

***Segment Reporting***

Accounting principles generally accepted in the United States (GAAP) has established guidance for reporting information about a company's operating segments, including disclosures related to a company's products and services, geographic areas and major customers. The Company has one reportable segment. All of the Company's identifiable assets are in the United States.

***Unaudited Pro Forma Income Information***

The unaudited pro forma income information gives effect to the conversion of the Company to a C Corporation on May 2, 2012. Prior to such conversion, the Company was an S Corporation and generally not subject to income taxes. The pro forma net income and per share amounts, therefore, include an adjustment for income tax expense as if the Company had been a C Corporation during the periods presented at an assumed combined federal, state and local effective tax rate of 40%, which approximates the calculated statutory tax rate for each period. In addition, the unaudited pro forma diluted weighted average shares outstanding was computed using the assumed 40% effective tax rate. As a result, the pro forma adjustment to diluted weighted average shares outstanding was a decrease of approximately 20,000 shares in fiscal year 2012.

***Initial Public Offering***

On May 3, 2012, Tilly's, Inc. completed its initial public offering ( IPO ) in which it issued and sold 7,600,000 shares of its Class A common stock and certain selling stockholders sold 400,000 shares of Class A common stock. In addition, on May 9, 2012, the underwriters exercised their option to purchase an additional 1,200,000 shares of Class A common stock from the selling stockholders to cover over-allotments. As a result, the total IPO size was 9,200,000 shares of Class A common stock, which consisted of 7,600,000 shares sold by Tilly's, Inc. and 1,600,000 shares sold by the selling stockholders. The 9,200,000 shares of Class A common stock sold in the offering were sold at a price of \$15.50 per share. Tilly's, Inc. did not receive any proceeds from the sale of shares by the selling stockholders.

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As a result of the IPO, the Company received net proceeds of approximately \$106.6 million, after deducting the underwriting discount of \$8.7 million and related fees and expenses of approximately \$2.5 million. The Company used \$84.0 million of the net proceeds from the IPO to pay in full notes previously issued to the shareholders of WOJT. These notes represented WOJT's undistributed taxable income from the date of its formation through the date of termination of its S Corporation status.

***Correction to the Consolidated Statements of Income***

The Company identified a prior period error related to the classification of share-based compensation and benefits. The Company identified \$1.5 million and \$2.6 million of share-based compensation and benefits in fiscal years 2013 and 2012, respectively, previously included in selling, general and administrative expenses that should have been presented as a component of cost of goods sold. Accordingly, the Company has corrected the accompanying consolidated statements of income for fiscal years 2013 and 2012, resulting in an increase in cost of goods sold, a decrease in gross profit and a decrease in selling, general and administrative expenses of \$1.5 million and \$2.6 million for fiscal years 2013 and 2012, respectively, from amounts previously reported. The error had no impact on the amounts previously reported in the Company's consolidated balance sheets and statements of comprehensive income, and cash flows and had no impact on net income. Management has evaluated the materiality of the error quantitatively and qualitatively and has concluded that the correction of this error is immaterial to the consolidated statements of income and the consolidated financial statements as a whole.

**Note 2: Summary of Significant Accounting Policies*****Cash and Cash Equivalents***

The Company considers all short-term investments with an initial maturity of 90 days or less when purchased to be cash equivalents.

***Marketable Securities***

Marketable securities are classified as available-for-sale and are carried at fair value, with the unrealized holding gains and losses, net of income taxes, reflected as a separate component of stockholders' equity until realized. For the purposes of computing realized and unrealized gains and losses, cost is determined on a specific identification basis. The Company classifies all marketable securities within current assets on the consolidated balance sheet, including those with maturity dates beyond twelve months, as they are available to support the Company's current operational liquidity needs.

***Merchandise Inventories***

Merchandise inventories are comprised of finished goods offered for sale at the Company's retail stores and online. Inventories are stated at the lower of cost or market using the retail inventory method. An initial markup is applied to inventory at cost in order to establish a cost-to-retail ratio. The Company believes that the retail inventory method approximates cost. Shipping and handling costs for merchandise shipped to customers of \$6.7 million, \$6.6 million and \$5.6 million in fiscal years 2014, 2013 and 2012, respectively, are included in cost of goods sold in the consolidated statements of operations.

The Company reviews its inventory levels to identify slow-moving merchandise and generally uses markdowns to clear this merchandise. At any given time, merchandise inventories include items that have been marked down to management's best estimate of their fair market value at retail price, with a proportionate write-down to the cost of the



inventory. Management bases the decision to mark down merchandise primarily upon its current sell-through rate and the age of the item, among other factors. These markdowns may have an adverse impact on earnings, depending on the extent and amount of inventory affected. Markdowns are recorded as an increase to cost of goods sold in the consolidated statements of income. Total markdowns, including permanent and promotional markdowns, on a cost basis were \$37.0 million, \$35.7 million and \$32.2 million in fiscal years 2014, 2013 and 2012, respectively. In addition, the Company accrued \$0.9 million for planned but unexecuted markdowns, including markdowns related to slow moving merchandise, as of January 31, 2015 and February 1, 2014.

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**Table of Contents*****Property and Equipment***

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Equipment is depreciated over five to seven years. Furniture and fixtures are depreciated over five years. Computer software is depreciated over three years. Leasehold improvements and the cost of acquiring leasehold rights are amortized over the lesser of the term of the lease or the estimated useful life of the improvement. The cost of assets sold or retired and the related accumulated depreciation is removed from the accounts with any resulting gain or loss included in net income.

Repairs and maintenance costs are charged directly to expense as incurred. Major renewals, replacements and improvements that substantially extend the useful life of an asset are capitalized and depreciated.

***Impairment of Long-Lived Assets***

Impairments are recorded on long-lived assets used in operations whenever events or changes in circumstances indicate that the net carrying amounts may not be recoverable. Factors considered important that could result in an impairment review include, but are not limited to, significant underperformance relative to historical or planned operating results, significant changes in the manner of use of the assets or significant changes in the Company's business strategies. An evaluation is performed using estimated undiscounted future cash flows from operating activities compared to the carrying value of related assets for the individual stores. If the undiscounted future cash flows are less than the carrying value, an impairment loss is recognized for the difference between the carrying value and the estimated fair value of the assets based on the discounted cash flows of the assets using a rate that approximates the Company's weighted average cost of capital. With regard to retail store assets, which are comprised of leasehold improvements, fixtures and computer hardware and software, the Company considers the assets at each individual retail store to represent an asset group. In addition, the Company has considered the relevant valuation techniques that could be applied without undue cost and effort and has determined that the discounted estimated future cash flow approach provides the most relevant and reliable means by which to determine fair value in this circumstance.

At least quarterly, the Company assesses whether events or changes in circumstances have occurred that potentially indicate the carrying value of long-lived assets may not be recoverable. The Company's evaluation during the fourth quarter of fiscal years 2014 and 2013 indicated that operating losses or insufficient operating income existed at two and four retail stores, respectively, with a projection that the operating losses or insufficient operating income for these locations would continue. As such, the Company recorded noncash charges of \$1.0 million and \$1.8 million in selling, general and administrative expenses in fiscal years 2014 and 2013, respectively, to write down the carrying value of these stores' long-lived assets to their estimated fair values. The Company did not record any impairment charges in fiscal year 2012.

If the Company is not able to achieve its projected key financial metrics, the Company may incur additional impairment in the future for those retail stores tested and not deemed to be impaired in its analysis, as well as for additional retail stores not tested in its most recent analysis.

***Operating Leases***

The Company leases its retail stores under noncancellable operating leases. Most store leases include tenant allowances from landlords, rent escalation clauses and/or contingent rent provisions. The Company recognizes rent expense on a straight-line basis over the lease term, excluding contingent rent, and records the difference between the amount charged to expense and the rent paid as a deferred rent liability. Contingent rent, determined based on a

percentage of sales in excess of specified levels, is recognized as rent expense when the achievement of the specified sales that triggers the contingent rent is probable.

***Deferred Rent and Tenant Allowances***

Deferred rent is recognized when a lease contains fixed rent escalations. The Company recognizes the related rent expense on a straight-line basis starting from the date of possession and records the difference between the recognized rental expense and cash rent payable as deferred rent. Deferred rent also includes tenant allowances received from landlords in accordance with negotiated lease terms. The tenant allowances are amortized as a reduction to rent expense on a straight-line basis over the term of the lease starting at the date of possession.

**Table of Contents*****Revenue Recognition***

Revenue is recognized for store sales when the customer receives and pays for the merchandise at the register. Taxes collected from the Company's customers are recorded on a net basis. For e-commerce sales, the Company recognizes revenue, net of sales taxes and estimated sales returns, and the related cost of goods sold at the time the merchandise is received by the customer. The Company defers e-commerce revenue and the associated product and shipping costs for shipments that are in-transit to the customer. Customers typically receive goods within three days of shipment.

Amounts related to shipping and handling that are billed to customers are reflected in net sales, and the related costs are reflected in cost of goods sold in the Consolidated Statements of Income. For fiscal years 2014, 2013 and 2012, shipping and handling fee revenue included in net sales was \$2.6 million, \$3.3 million and \$3.7 million, respectively.

The Company accrues for estimated sales returns by customers based on historical sales return results. Sales return accrual activity for fiscal years 2014, 2013 and 2012 is as follows (in thousands):

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Beginning balance	\$ 573	\$ 703	\$ 609
Provisions	16,875	15,938	14,850
Usage	(16,800)	(16,068)	(14,756)
Ending balance	\$ 648	\$ 573	\$ 703

The Company recognizes revenue from gift cards as they are redeemed for merchandise. Prior to redemption, the Company maintains a current liability for unredeemed gift card balances. The customer liability balance was \$7.1 million and \$6.2 million as of January 31, 2015 and February 1, 2014, respectively, and is included in deferred revenue on the balance sheets. The Company's gift cards do not have expiration dates; however, over time, the redemption of some gift cards becomes remote and in most cases there is no legal obligation to remit the unredeemed gift cards to relevant jurisdictions (gift card breakage). An assessment of the ultimate non-redemption rate of gift cards is performed when enough time has passed since the activation of the cards to enable a determination of the ultimate breakage rate based upon historical redemption experience. This date of assessment has historically been two full fiscal years after the fiscal year the cards were activated. At the time of assessment a breakage estimate is calculated and recorded in net sales. Breakage revenue for gift cards was \$0.8 million, \$0.6 million and \$0.4 million in fiscal years 2014, 2013 and 2012, respectively.

***Cost of Goods Sold and Selling, General and Administrative Expenses***

The following illustrates the primary costs classified in each major expense category:

***Cost of Goods Sold***

Total cost of products sold include:

freight expenses associated with moving merchandise inventories from our vendors to our distribution center;

vendor allowances;

cash discounts on payments to merchandise vendors;

physical inventory losses; and

markdowns of inventory.

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Costs of buying and distribution of merchandise include:

payroll and benefit costs and incentive compensation for merchandise purchasing personnel;

customer shipping and handling expenses;

costs associated with operating our distribution and fulfillment center, including payroll and benefit costs for our distribution center, occupancy costs, and depreciation; and

freight expenses associated with moving merchandise inventories from our distribution center to our stores and e-commerce customers.

Store occupancy costs including rent, maintenance, utilities, property taxes, business licenses, security costs and depreciation.

*Selling, General and Administrative Expenses*

Payroll, benefit costs and incentive compensation for store, regional, e-commerce and corporate employees;

Occupancy and maintenance costs of corporate office facilities;

Depreciation related to corporate office assets;

Advertising and marketing costs, net of reimbursement from vendors;

Tender costs, including costs associated with credit and debit card interchange fees;

Long-lived asset impairment charges;

Other administrative costs such as supplies, consulting, audit and tax preparation fees, travel and lodging; and

Charitable contributions.

***Store Opening Costs***

Store opening costs consist primarily of occupancy costs, which are included in cost of goods sold, and payroll expenses, which are included in selling, general and administrative expenses, in the statements of operations.

### ***Advertising***

The Company expenses advertising costs as incurred, except for direct-mail advertising expenses which are recognized at the time of mailing. Advertising costs include such things as production and distribution of catalogs, print advertising costs, radio advertisements and grand openings and other events. Advertising expense, which is classified in selling, general and administrative expenses in the accompanying statements of operations, was \$9.6 million, \$9.1 million and \$8.4 million in fiscal years 2014, 2013 and 2012, respectively.

### ***Share-based Compensation***

The Company applies the provisions of Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 718, *Compensation-Stock Compensation* ( ASC 718 ), for accounting for equity instruments exchanged for employee services. Under the provisions of this statement, share-based compensation expense is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense on a straight-line basis over the employee's requisite service period (generally the vesting period of the equity grant). As required under this guidance, the Company estimates forfeitures for options granted which are not expected to vest. Changes in these inputs and assumptions can materially affect the measurement of the estimated fair value of the Company's share-based compensation expense. Refer to Note 12: Share-based Compensation for further information.

### ***Income Taxes***

The Company accounts for income taxes and the related accounts using the asset and liability method in accordance with FASB ASC Topic 740, *Income Taxes* ( ASC 740 ). Under this method, the Company accrues income taxes payable or refundable and recognizes deferred tax assets and liabilities based on differences between GAAP and tax bases of assets and liabilities. The Company measures deferred tax assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse, and recognizes the effect of a change in enacted rates in the period of enactment.

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The Company establishes assets and liabilities for uncertain positions taken or expected to be taken in income tax returns, using a more-likely-than-not recognition threshold. The Company includes in income tax expense any interest and penalties related to uncertain tax positions. Refer to Note 14: Income Taxes , for further information.

***Earnings per Share***

Basic earnings per share is computed using the weighted average number of shares outstanding. Diluted earnings per share is computed using the weighted average number of shares outstanding adjusted for the incremental shares attributed to outstanding options to purchase common stock. Incremental shares of 65 thousand, 294 thousand and 420 thousand in fiscal years 2014, 2013 and 2012, respectively, were used in the calculation of diluted earnings per share. Refer to Note 15: Earnings Per Share , for further information.

***Concentration of Credit Risk***

Financial instruments that potentially subject the Company to credit risk consist principally of cash and cash equivalents. At January 31, 2015 and February 1, 2014, and at various times throughout these years, the Company had cash in financial institutions in excess of the \$250,000 amount insured by the Federal Deposit Insurance Corporation. The Company typically invests its cash in highly rated, short-term commercial paper or in interest-bearing money market funds.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

**Note 3: Marketable Securities**

Marketable securities are classified as available-for-sale and, as of January 31, 2015 and February 1, 2014, consisted entirely of commercial paper, all of which were less than one year from maturity.

The following table summarizes the Company's investments in marketable securities at January 31, 2015 and February 1, 2014 (in thousands):

		January 31, 2015		
	Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Commercial paper	\$ 34,922	\$ 35	\$	\$ 34,957

February 1, 2014



	<b>Cost</b>	<b>Gross Unrealized Holding Gains</b>	<b>Gross Unrealized Holding Losses</b>	<b>Fair Value</b>
Commercial paper	\$ 34,923	\$ 23	\$ (3)	\$ 34,943

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For the fiscal years ended January 31, 2015 and February 1, 2014, the Company recognized gains on investments of \$0.1 million and \$0.2 million, respectively, for commercial paper which matured during the periods. Upon recognition of the gains, the Company reclassified these amounts out of accumulated other comprehensive income and into other expense, net, on the consolidated statements of income.

**Note 4: Receivables**

At January 31, 2015 and February 1, 2014, receivables consisted of the following (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
Credit and debit card receivables	\$ 2,685	\$ 2,372
Tenant allowances due from landlords	1,789	2,849
Income tax receivable		2,964
Other	208	360
<b>Total receivables</b>	<b>\$ 4,682</b>	<b>\$ 8,545</b>

**Note 5: Prepaid Expenses and Other Current Assets**

At January 31, 2015 and February 1, 2014, prepaid expenses and other current assets consisted of the following (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
Prepaid rent	\$ 6,596	\$ 6,204
Deferred taxes	3,594	3,379
Prepaid maintenance agreements	753	892
Prepaid insurance	704	532
Other	702	765
<b>Total prepaid expenses and other current assets</b>	<b>\$ 12,349</b>	<b>\$ 11,772</b>

**Note 6: Property and Equipment**

At January 31, 2015 and February 1, 2014, property and equipment consisted of the following (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
Leasehold improvements	\$ 124,809	\$ 99,719
Furniture and fixtures	37,796	35,043
Machinery and equipment	28,819	26,990

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Building under capital lease	7,840	7,840
Computer hardware and software	24,622	19,796
Construction in progress	1,448	16,998
Vehicles	1,470	1,381
	226,804	207,767
Accumulated depreciation	(125,469)	(106,831)
Property and equipment, net	\$ 101,335	\$ 100,936

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Depreciation expense related to property and equipment was \$21.2 million, \$19.4 million and \$16.7 million in fiscal years 2014, 2013 and 2012, respectively.

The Company incurred costs of \$22.8 million, \$42.2 million and \$34.0 million for capital expenditures in fiscal years 2014, 2013 and 2012, respectively.

**Note 7: Accrued Expenses**

At January 31, 2015 and February 1, 2014, accrued expenses consisted of the following (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
Sales and use taxes payable	\$ 1,611	\$ 1,566
Accrued construction	1,202	1,780
Minimum rent and common area maintenance	927	870
Accrued merchandise returns	648	572
Income taxes payable	600	
Other	7,337	4,453
<b>Total accrued expenses</b>	<b>\$ 12,325</b>	<b>\$ 9,241</b>

**Note 8: Line of Credit**

On May 3, 2012, the Company entered into an amended and restated credit agreement with Wells Fargo Bank, N.A., which the Company amended on March 17, 2014 to extend the maturity date, reduce the borrowing rate, eliminate a fee of 0.10% on the average daily unused amount on the line of credit, eliminate certain financial covenants related to current liabilities, funded debt and net profits, and add certain new covenants relating to total net losses and maximum balance sheet leverage. The amended credit facility, which was effective as of February 3, 2014, continues to provide for a \$25.0 million revolving line of credit with a maturity date of May 31, 2017. The interest charged on borrowings is either at LIBOR plus 1.00%, or at the bank's prime rate. The Company has the ability to select between the prime rate or LIBOR-based rate at the time of a cash advance. The revolving credit facility is secured by substantially all of the Company's assets. As a sub-feature under the revolving credit facility the bank may issue stand-by and commercial letters of credit up to \$15.0 million.

The Company is required to maintain certain financial and nonfinancial covenants in accordance with the revolving credit facility. The financial covenants require certain levels of leverage and profitability, such as (i) an aggregate maximum net loss after taxes not to exceed \$5 million (measured at the end of each fiscal quarter), with no more than one annual net loss after taxes for any fiscal year (in either case, excluding all charges for impairment of goodwill, other intangibles and store assets impairment on the balance sheet of WOJT, in an aggregate amount of up to \$2.0 million for the relevant period), and (ii) a maximum ratio of 2.00 to 1.00 for balance sheet leverage, defined as total liabilities divided by total tangible net worth.

At January 31, 2015, the Company was in compliance with all of its covenants and had no outstanding borrowings under the line of credit.

**Note 9: Leases**

The Company conducts all of its retail sales and corporate operations in leased facilities. Lease terms generally range up to ten years and provide for escalations in base rents. The Company is generally not obligated to renew leases. Certain leases provide for additional rent based on a percentage of sales and annual rent increases generally based upon the Consumer Price Index. In addition, many of the store leases contain certain co-tenancy provisions that permit the Company to pay rent based on a pre-determined percentage of sales when the occupancy of the retail center falls below minimums established in the lease.

**Table of Contents***Operating leases*

The Company leases office and warehouse space (11 Whatney, Irvine, California) from a company that is owned by one of the co-founders of Tilly's. The Company occupied the building on June 29, 2012 and incurred rent expense of \$0.3 million in fiscal years 2014 and 2013 and \$0.2 million in fiscal year 2012, related to the lease. Pursuant to the lease agreement, the lease payment adjusts annually based upon the Los Angeles/Anaheim/Riverside Urban Consumer Price Index, not to exceed 7%, but a minimum of 3%, in any one annual increase. The lease expires on June 30, 2022.

The Company leases a building (17 Pasteur, Irvine, California) from a company that is owned by one of the co-founders of Tilly's. The Company uses this property as its e-commerce distribution center. Pursuant to the lease agreement, the Company requested during fiscal year 2012 that the landlord expand the building. Upon commencement of the building expansion, the Company returned the building to the landlord. As of February 2, 2013, the landlord returned the expanded building to the Company. The Company incurred rent expense of \$1.0 million, \$1.1 million and \$0.6 million in fiscal years 2014, 2013 and 2012, respectively, related to this lease. Pursuant to the lease agreement, the lease payment adjusts annually based upon the Los Angeles/Anaheim/Riverside Urban Consumer Price Index, not to exceed 7%, but a minimum of 3%, in any one annual increase. The lease expires on October 31, 2021.

The Company previously leased warehouse space (15 Chrysler, Irvine, California) that is owned by one of the co-founders of Tilly's. The lease provided for base monthly payments of \$16,118 which increased every twelve months at \$0.03 per square foot per month. The Company incurred rent expense of \$0.1 million, \$0.2 million and \$0.2 million in fiscal years 2014, 2013 and 2012, respectively, related to this lease. The lease expired on October 31, 2014. The Company subleased part of the building to an unrelated third party. The sublease began on December 1, 2010 and terminated on May 31, 2014. Sublease income was \$0.1 million in fiscal years 2014, 2013 and 2012.

Future minimum rental commitments, by year and in the aggregate, under noncancellable operating leases for the above buildings at 11 Whatney and 17 Pasteur and all of the Company's store locations as of January 31, 2015 are as follows (in thousands):

<b>Fiscal Year</b>	<b>Related Party</b>	<b>Other</b>	<b>Total</b>
2015	\$ 2,210	\$ 47,507	\$ 49,717
2016	2,247	45,949	48,196
2017	2,205	42,675	44,880
2018	1,503	42,200	43,703
2019	1,430	32,686	34,116
Thereafter	2,756	87,882	90,638
<b>Total</b>	<b>\$ 12,351</b>	<b>\$ 298,899</b>	<b>\$ 311,250</b>

Rent expense under noncancellable operating leases for fiscal years 2014, 2013 and 2012 was as follows (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Minimum rentals	\$ 47,010	\$ 43,353	\$ 37,324
Contingent rentals	166	38	19
<b>Total rent expense</b>	<b>\$ 47,176</b>	<b>\$ 43,391</b>	<b>\$ 37,343</b>

**Table of Contents***Capital lease*

The Company leases its corporate headquarters and distribution center (10 and 12 Whatney, Irvine, California) from a company that is owned by the co-founders of Tilly's. On June 29, 2012, the Company exercised the first of its three five-year renewal options on this lease, with the renewal commencing on January 1, 2013. The lease now expires on December 31, 2017. The land component of this lease is accounted for as an operating lease (included in the operating lease commitments schedule above) and the building component is accounted for as a capital lease. At January 31, 2015, the monthly payments under the operating portion of the lease were \$80,046. The obligation under the capital lease was \$2.5 million and \$3.3 million as of January 31, 2015 and February 1, 2014, respectively. The gross amount of the building under capital lease was \$7.8 million as of January 31, 2015 and February 1, 2014. The accumulated amortization of the building under capital lease was \$6.3 million and \$5.8 million as of January 31, 2015 and February 1, 2014, respectively. The Company incurred rent expense of \$0.9 million in each of the fiscal years 2014, 2013 and 2012 related to the operating (land component) of this lease.

Future commitments under the Company's related party capital lease obligation as of January 31, 2015 are as follows (in thousands):

<b>Fiscal Year</b>	
2015	\$ 940
2016	940
2017	860
Total minimum lease payments	2,740
Less amount representing interest	240
Present value of net minimum lease payments	2,500
Less current portion	806
Long-term portion	\$ 1,694

Prior to signing each of the related party leases above, the Company received an independent market analysis regarding the property and therefore believes that the terms of each lease are reasonable and not materially different from terms the Company would have obtained from an unaffiliated third party. See Note 16: Related Party Transactions, for further information.

**Note 10: Commitments and Contingencies***Employment Agreements*

On February 21, 2011, Daniel Griesemer joined the Company as its President and Chief Executive Officer. The Company is subject to an employment agreement with Mr. Griesemer which provides for compensation and certain other benefits. The employment agreement also provides for severance payments under certain circumstances. The Company did not have any other employment agreements as of January 31, 2015.

*Indemnifications, Commitments, and Guarantees*



During the normal course of business, the Company has made certain indemnifications, commitments, and guarantees under which it may be required to make payments for certain transactions. These indemnifications include those given to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnifications to directors and officers of the Company to the maximum extent permitted under the laws of the state of California. The majority of these indemnifications, commitments, and guarantees do not provide for any limitation of the maximum potential future payments the Company could be obligated to make, and their duration may be indefinite. The Company has not recorded any liability for these indemnifications, commitments, and guarantees in the accompanying balance sheets as the impact is expected to be immaterial.

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**Table of Contents***Software Maintenance Commitments*

At January 31, 2015, our future minimum payments under agreements to purchase services for software maintenance aggregated to \$2.2 million, payable as follows: \$1.1 million in fiscal 2015, \$0.9 million in fiscal 2016 and \$0.2 million in fiscal 2017.

*Legal Proceedings*

From time to time, the Company may become involved in lawsuits and other claims arising from its ordinary course of business. The Company is currently unable to predict the ultimate outcome of any litigation or claim, determine whether a liability has been incurred or make an estimate of the reasonably possible liability that could result from an unfavorable outcome because of the uncertainties related to the incurrence, amount and range of loss on any pending litigation or claim. Because of the unpredictable nature of these matters, the Company cannot provide any assurances regarding the outcome of any litigation or claim to which it is a party or that the ultimate outcome of any of the matters threatened or pending against it, including those disclosed below, will not have a material adverse effect on the Company's financial condition, results of operations or cash flows. See Item 1A Risk Factors Litigation costs and the outcome of litigation could have a material adverse effect on our business included in this report.

*Kristin Christiansen, Shellie Smith and Paul Haug, on behalf of themselves and all others similarly situated vs. World of Jeans & Tops, Superior Court of California, County of Sacramento, Case No. 34-2013-00139010.* On January 29, 2013, the plaintiffs in this matter filed a putative class action lawsuit against the Company alleging violations of California Civil Code Section 1747.08, which prohibits requesting or requiring personal identification information from a customer paying for goods with a credit card and recording such information, subject to exceptions. In June 2013, the Court granted the Company's motion to strike portions of the plaintiffs' complaint and granted plaintiffs leave to amend. Plaintiffs have amended the complaint and the parties are proceeding with discovery on class certification issues. Class certification briefing is currently expected to conclude in July 2015 with a hearing in August 2015. The complaint seeks certification of a class, unspecified damages, injunctive relief and attorneys' fees. The Company intends to defend this case vigorously.

*Maria Rebolledo, individually and on behalf of all others similarly situated and on behalf of the general public vs. Tilly's, Inc.; World of Jeans & Tops, Superior Court of the State of California, County of Orange, Case No. 30-2012-00616290-CU-OE-CXC.* On December 5, 2012, the plaintiff in this matter filed a putative class action lawsuit against the Company alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. An amended complaint was filed on February 28, 2013, to include enforcement of California's private attorney general act. The complaint seeks an unspecified amount of damages and penalties. In April 2013, we filed a motion to compel arbitration, which was denied in May 2013 and affirmed on appeal. In October 2014, the Company filed an answer to the amended complaint. The Company intends to defend this case vigorously.

*Karina Whitten, on behalf of herself and all others similarly situated, v. Tilly's Inc., Superior Court of California, County of Los Angeles, Case No. BC 548252.* On June 10, 2014, plaintiff filed a putative class action and representative Private Attorney General Act lawsuit against the Company alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. The complaint seeks class certification, penalties, restitution, injunctive relief and attorneys' fees and costs. Plaintiff filed a first amended complaint on December 3, 2014, removing the expense reimbursement claim. The Company answered the complaint on January 8, 2015. The Company intends to defend this case vigorously.

*Herbert Ortiz and Audra Haynes, individually, and on behalf of the generally public, v. Tilly's Inc., United States District Court for the Eastern District of California, Case No, 1:15-CV-00108-MJS. On November 6, 2014,*

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plaintiffs filed a putative class action and representative Private Attorney General Act lawsuit against the Company in the Superior Court of California, County of Fresno, alleging violations of California's wage and hour, meal break and rest break rules and regulations, and unfair competition law, among other things. The complaint seeks class certification, penalties, restitution, injunctive relief and attorneys' fees and costs. On January 21, 2015, the Company answered the complaint and removed the action to the United States District Court for the Eastern District of California. The Company intends to defend this case vigorously.

**Note 11: Fair Value Measurements**

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined under ASC 820 as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date. ASC 820 established the following three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value:

*Level 1* Quoted prices in active markets for identical assets and liabilities.

*Level 2* Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* Unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company measures certain financial assets at fair value on a recurring basis, including its marketable securities, which are classified as available-for-sale securities, and certain cash equivalents, specifically money market accounts. The money market accounts are valued based on quoted market prices in active markets. The marketable securities are valued based on other observable inputs for those securities (including market corroborated pricing or other models that utilize observable inputs such as interest rates and yield curves) based on information provided by independent third party entities.

The Company did not make any transfers between Level 1 and Level 2 financial assets during fiscal years 2014 and 2013. Furthermore, as of January 31, 2015 and February 1, 2014, the Company did not have any Level 3 financial assets. The Company conducts reviews on a quarterly basis to verify pricing, assess liquidity, and determine if significant inputs have changed that would impact the fair value hierarchy disclosure.

In accordance with the provisions of ASC 820, the Company categorized its financial assets based on the priority of the inputs to the valuation technique for the instruments as follows (in thousands):

	January 31, 2015			February 1, 2014		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Cash equivalents:						
Money market securities	\$ 34,433	\$	\$	\$ 25,316	\$	\$
Marketable securities:						

Commercial paper	34,957	34,943
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During fiscal years 2014 and 2013, certain long-lived assets with carrying values totaling \$1.0 million and \$1.8 million at two and four of the Company's retail stores, respectively, were determined to be unable to recover their carrying values and, therefore, were written down to their fair value, resulting in a loss on impairment of assets of \$1.0 million and \$1.8 million in fiscal years 2014 and 2013, respectively. The fair value of these assets was determined using Level 3 inputs and the valuation techniques are described in Note 2: Summary of Significant Accounting Policies. The Company has no other financial instruments that would be considered significant for fair value measurement purposes.

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**Table of Contents****Note 12: Share-Based Compensation**

In June 2007, the Compensation Committee of the Company's Board of Directors adopted the 2007 Stock Option Plan, (the 2007 Plan), which authorized the issuance of options to acquire up to 1,600,000 shares of the Company's Class A common stock for certain employees, consultants and directors. These share-based awards were granted at an exercise price equal to the fair market value of our common stock at the date of grant. These awards vest in equal installments over a four year period (service period) and generally expire at the earlier of 30 days after employment or services are terminated or ten years from the date of grant. The awards included a performance condition that prevented the awards from becoming exercisable until the consummation of the Company's initial public offering. As the awards contained both a service requirement and a performance condition, compensation expense was not recognized in the financial statements until the consummation of our initial public offering on May 3, 2012. On that date, we recognized \$7.6 million of share-based compensation expense relating to the stock options previously granted to employees and directors under the 2007 Plan. This amount represented the cumulative share-based compensation expense from the inception of the 2007 Plan through the date of the Company's initial public offering, as the Company had not previously recognized any share-based compensation expense for these awards due to the performance condition wherein, if the stock options were vested, they would only become exercisable upon the consummation of the Company's initial public offering. In connection with the recognition of share-based compensation, the Company recorded an increase in noncurrent deferred tax assets and income taxes payable of \$3.0 million. No stock options were granted from the 2007 Plan during fiscal year 2012, and stock options may no longer be issued from the 2007 Plan subsequent to the initial public offering

In April 2012, the Compensation Committee adopted the Tilly's 2012 Equity and Incentive Award Plan, (the 2012 Plan), which authorized the issuance of options, shares or rights to acquire up to 2,913,900 shares of the Company's Class A common stock. In June 2014, the Company's stockholders approved the Amended and Restated Tilly's 2012 Equity and Incentive Award Plan, which increased the aggregate number of shares reserved for issuance thereunder by 1,500,000 shares, from 2,913,900 shares to a total of 4,413,900 shares; and added operating income and comparable store sales growth as additional performance goals that may be used in connection with performance-based awards granted under the amended 2012 Plan. As of January 31, 2015, there were 2,831,159 shares still available for future issuance under the 2012 Plan.

*Options*

The Compensation Committee has granted stock options to certain existing and new employees to acquire the Company's Class A common stock under its stock plans to certain of the Company's employees and executives. The exercise price of options granted is equal to the closing price per share of the Company's stock at the date of grant. The nonqualified options generally vest ratably over a four-year period beginning on the first anniversary of the date of grant, provided that the award recipient continues to be employed by the Company through each of those vesting dates, and expire ten years from the date of grant.

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The following table summarizes the Company's stock option activity for fiscal year 2014:

	<b>Stock Options</b>	<b>Grant Date Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life (in Years) (in years)</b>	<b>Aggregate Intrinsic Value(1) (in thousands)</b>
Outstanding at February 1, 2014	2,356,790	\$ 13.31		
Granted	837,500	\$ 12.19		
Exercised	(38,250)	\$ 7.94		
Forfeited	(173,500)	\$ 13.69		
Expired	(102,500)	\$ 13.41		
Outstanding at January 31, 2015	2,880,040	\$ 13.03	7.0	\$ 4,412
Vested and expected to vest at January 31, 2015	2,782,319	\$ 13.04	7.0	\$ 4,296
Exercisable at January 31, 2015	1,297,540	\$ 12.65	5.4	\$ 2,878

(1) Intrinsic value for stock options is defined as the difference between the market price of the Company's Class A common stock on the last business day of the fiscal quarter and the weighted average exercise price of in-the-money stock options outstanding at the end of each fiscal period. The market value per share was \$13.74 at January 31, 2015.

The total intrinsic value of options exercised in fiscal years 2014, 2013 and 2012 was \$0.1 million, \$1.6 million and \$0.7 million, respectively.

The total fair value of options vested in fiscal years 2014, 2013 and 2012 was \$3.5 million, \$3.0 million and \$1.5 million, respectively.

The total proceeds received from the exercise of stock options in fiscal years 2014, 2013 and 2012 was \$0.3 million, \$2.3 million and \$0.8 million, respectively. The tax benefit realized from stock options exercised in fiscal years 2014, 2013 and 2012 was \$0.1 million, \$0.7 million and \$0.3 million, respectively.

The stock option awards were measured at fair value on the grant date using the Black-Scholes option valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, expected volatility of the Company's stock over the option's expected term, the risk-free interest rate over the option's expected term and the Company's expected annual dividend yield, if any. The Company's estimate of pre-vesting forfeitures, or forfeiture rate, was based on its internal analysis, which included the award recipients' positions within the Company and the vesting period of the awards. The Company will issue shares of Class A common stock when the options are exercised.

The fair values of stock options granted in fiscal years 2014, 2013 and 2012 were estimated on the grant dates using the following assumptions:

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Average fair value per option granted	\$5.19	\$6.31	\$9.01
Expected option term(1)	5.0 years	5.0 years	5.0 years
Expected volatility factor(2)	44.4% - 46.9%	55.0% - 56.2%	57.6% - 62.9%
Risk-free interest rate(3)	1.6% - 1.8%	0.8% - 1.7%	0.6% - 0.8%
Expected annual dividend yield	0%	0%	0%

- (1) The Company has limited historical information regarding expected option term. Accordingly, the Company determined the expected option term of the awards using the latest historical data available from comparable public companies and management's expectation of exercise behavior.



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- (2) Stock volatility for each grant is measured using the weighted average of historical daily price changes of the Company's competitors' common stock over the most recent period equal to the expected option term of the Company's awards.
- (3) The risk-free interest rate is determined using the rate on treasury securities with the same term as the expected life of the stock option as of the grant date.

*Restricted Stock*

The Company has also granted restricted stock under the 2012 Plan to the Company's independent directors. The value of the shares are measured on the date of grant based upon the closing price of the Company's Class A common stock and vest ratably over two years beginning on the date of grant provided that the respective award recipient continues to serve on the Company's board of directors through each of those vesting dates.

A summary of the status of non-vested restricted stock as of January 31, 2015 and changes during fiscal year 2014 are presented below:

	<b>Shares</b>	<b>Weighted-Average Grant-Date Fair Value</b>
<b>Nonvested at February 1, 2014</b>	30,096	\$ 15.95
Granted	38,696	\$ 8.27
Vested	(20,208)	\$ 15.83
<b>Nonvested at January 31, 2015</b>	48,584	\$ 9.88

The weighted-average grant-date fair value of restricted stock granted during the years ended February 1, 2014 and February 2, 2013 was \$16.18 and \$15.50, respectively.

The total fair value of restricted stock vested was \$0.2 million in fiscal years 2014 and 2013. There was no vested restricted stock during fiscal year 2012.

The Company recorded a total of \$3.5 million, \$3.1 million and \$9.6 million of share-based compensation expense in fiscal years 2014, 2013 and 2012, respectively. Share-based compensation expense in fiscal year 2012 includes the one-time charge of \$7.6 million as noted above. At January 31, 2015, there was \$7.4 million of total unrecognized share-based compensation expense related to unvested stock options and restricted stock awards. This cost has a weighted average remaining recognition period of 2.3 years.

The following table summarizes share-based compensation recorded in the Consolidated Statements of Income:

	<b>Fiscal Year Ended</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
Cost of goods sold	\$ 750	\$ 694	\$ 1,948
Selling, general and administrative expenses	2,749	2,412	7,622

Stock-based compensation	\$ 3,499	\$ 3,106	\$ 9,570
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**Table of Contents****Note 13: Retirement Savings Plan**

The Tilly's 401(k) Plan (the 401(k) Plan) is a qualified plan under Section 401(k) of the Internal Revenue Code. The 401(k) Plan covers all employees that have attained age 21 and completed at least three months of employment tenure. Company matching contributions to the 401(k) Plan are at the discretion of the Board of Directors. Total employer contributions to the 401(k) Plan totaled \$0.7 million, \$0.6 million and \$0.5 million in fiscal years 2014, 2013 and 2012, respectively.

**Note 14: Income Taxes**

On May 2, 2012, as part of the Reorganization described in Note 1: Description of the Company and Basis of Presentation, the Company's S Corporation status was terminated and the Company became subject to corporate-level federal and state income taxes at prevailing corporate rates. Prior to the Reorganization, income tax expense was mainly comprised of a 1.5% California franchise tax.

The components of income tax expense for fiscal years 2014, 2013 and 2012 were as follows (in thousands):

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
<b>Current:</b>			
Federal	\$ 6,433	\$ 9,591	\$ 11,311
State	1,517	2,304	2,796
	7,950	11,895	14,107
<b>Deferred:</b>			
Federal	1,387	(293)	(4,257)
State	(237)	(11)	(2,444)
	1,150	(304)	(6,701)
<b>Total income tax expense</b>	<b>\$ 9,100</b>	<b>\$ 11,591</b>	<b>\$ 7,406</b>

A reconciliation of income tax expense to the amount computed at the federal statutory rate for fiscal years 2014, 2013 and 2012 (in thousands) is as follows:

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Federal taxes at statutory rate	\$ 8,111	\$ 10,405	\$ 10,955
State and local income taxes, net of federal benefit	885	1,517	1,299
Return to provision adjustments	(15)	(369)	
Impact of change in tax status			(2,962)

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Tax effect of earnings not subject to federal income tax due to S Corporation status			(2,094)
Other	119	38	208
Total income tax expense	\$ 9,100	\$ 11,591	\$ 7,406

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Deferred income taxes reflect the net tax effects of (a) temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and (b) operating loss and tax credit carry-forwards. The Company records net deferred tax assets to the extent it believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. Significant components of deferred tax assets and liabilities as of January 31, 2015 and February 1, 2014 were as follows (in thousands):

	<b>January 31, 2015</b>	<b>February 1, 2014</b>
<b>Deferred tax assets:</b>		
Deferred rent	\$ 5,134	\$ 4,970
Stock-based compensation	5,127	4,245
Accrued expenses	1,262	1,334
Inventories	2,206	1,816
Compensation and benefits	630	575
Capital lease	388	485
Deferred revenue	227	425
Tax credits	119	
<b>Total deferred tax assets</b>	<b>15,093</b>	<b>13,850</b>
<b>Deferred tax liabilities:</b>		
Property and equipment	(8,279)	(5,840)
Prepaid expenses	(717)	(763)
Marketable securities	(14)	(8)
<b>Total deferred tax liabilities</b>	<b>(9,010)</b>	<b>(6,611)</b>
<b>Net deferred tax asset</b>	<b>\$ 6,083</b>	<b>\$ 7,239</b>

Included in Prepaid expenses and other current assets in the Consolidated Balance Sheets are \$3.6 million at January 31, 2015 and \$3.4 million at February 1, 2014 of current deferred tax assets and included in Other assets in the Consolidated Balance Sheets are noncurrent deferred tax assets of \$2.5 million at January 31, 2015 and \$3.8 million at February 1, 2014.

***Uncertain Tax Positions***

As of January 31, 2015 and February 1, 2014, there were no material unrecognized tax benefits. The Company does not anticipate that there will be a material change in the balance of the unrecognized tax benefits in the next 12 months. Any interest and penalties related to uncertain tax positions are recorded in income tax expense. The Company did not recognize any interest or penalties related to unrecognized tax benefits during fiscal years 2014, 2013 and 2012.

In the third quarter of fiscal year 2014, the Internal Revenue Service ( IRS ) began an examination of our federal income tax return for the C-Corporation short period year ended February 2, 2013. The Company does not anticipate any material adjustments as a result of the examination.



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The Company files income tax returns in the United States federal jurisdiction and in various state and local jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities. The fiscal tax years 2011 through 2013 remain subject to examination for federal purposes and the fiscal tax years 2010 through 2013 remain subject to examination in significant state jurisdictions.

**Note 15: Earnings Per Share**

The Company's common stock consists of two classes: Class A and Class B. The Class A and Class B common stock have identical rights, except with respect to voting and conversion.

Earnings per share is computed under the provisions of ASC Topic 260, *Earnings Per Share*. Basic earnings per share is computed based on the weighted average number of common shares outstanding during the period. Diluted earnings per share for Class A common stock is calculated using the if-converted method, which assumes the conversion of all shares of Class B common stock to Class A common stock on a one-for-one basis, as this method is more dilutive than the two-class method. Diluted earnings per share for Class B common stock does not assume conversion of Class B common stock to shares of Class A common stock. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method, whereby proceeds from such exercise, unamortized compensation and hypothetical excess tax benefits, if any, on share-based awards are assumed to be used by the Company to purchase the common shares at the average market price during the period. Dilutive potential common shares represent outstanding stock options and restricted stock awards. The dilutive effect of stock options and restricted stock is applicable only in periods of net income.

The components of basic and diluted earnings per share of Class A and Class B common stock, in aggregate, for fiscal years 2014, 2013 and 2012 are as follows (in thousands, except per share amounts):

	<b>Fiscal Year Ended</b>		
	<b>January 31, 2015</b>	<b>February 1, 2014</b>	<b>February 2, 2013</b>
Net income	\$ 14,075	\$ 18,137	\$ 23,893
Weighted average basic shares outstanding	28,013	27,822	25,656
Dilutive effect of stock options and restricted stock	65	294	420
Weighted average shares for diluted earnings per share	28,078	28,116	26,076
Basic earnings per share of Class A and Class B common stock	\$ 0.50	\$ 0.65	\$ 0.93
Diluted earnings per share of Class A and Class B common stock	\$ 0.50	\$ 0.65	\$ 0.92

The earnings per share amounts are the same for Class A and Class B common stock, in aggregate, and individually for Class A and Class B common stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation. Shares of Class A and Class B common stock vote together as a single class on all matters submitted to a vote of stockholders. Holders of Class A common stock are entitled to one vote per shares and holders of Class B common stock are entitled to 10 votes per share.

Total stock options of 2,364,000, 1,766,000 and 1,263,500 as of January 31, 2015, February 1, 2014 and February 2, 2013, respectively, have been excluded from the calculation of diluted earnings per share as the effect of including these stock options would have been anti-dilutive.

**Note 16: Related Party Transactions**

As discussed in Note 9: Leases, the Company leases its corporate headquarters, distribution center, warehouse space and e-commerce fulfillment center from companies that are owned by the co-founder of Tilly's.

Tilly's Life Center, (TLC), is a charitable organization which provides underprivileged youth a healthy and caring environment. The Company's co-founder is also the founder and President of TLC. In June 2014, the Company's Board of Directors approved support for TLC of up to \$20,000. We incurred costs of approximately \$10,000 related to printing of the program's materials during the fiscal year ended January 31, 2015. The Company also provides support for marketing and website services to TLC.



**Table of Contents****Note 17: Quarterly Financial Information (Unaudited)**

The tables below set forth selected quarterly financial data for each of the last two fiscal years (in thousands, except per share data). Each of the quarters presented was thirteen weeks in duration.

	<b>Fiscal Year Ended January 31, 2015</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
	<b>Quarter</b>	<b>Quarter</b>	<b>Quarter</b>	<b>Quarter</b>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net sales	\$ 111,134	\$ 123,060	\$ 131,283	\$ 152,817
Gross profit	31,327	34,655	40,548	49,002
Operating income	1,077	2,329	8,577	11,206
Net income	591	1,266	5,113	7,105
Basic earnings per share	0.02	0.05	0.18	0.25
Diluted earnings per share	0.02	0.05	0.18	0.25

	<b>Fiscal Year Ended February 1, 2014</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
	<b>Quarter</b>	<b>Quarter</b>	<b>Quarter</b>	<b>Quarter</b>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net sales	\$ 109,119	\$ 123,043	\$ 123,779	\$ 139,896
Gross profit (1)	31,806	37,888	37,843	43,285
Operating income	3,917	7,199	10,150	8,471
Net income	2,308	4,267	6,145	5,417
Basic earnings per share	0.08	0.15	0.22	0.19
Diluted earnings per share	0.08	0.15	0.22	0.19

- (1) Includes share-based compensation and benefits of \$0.4 million, \$0.3 million, \$0.3 million and \$0.5 million in the first quarter, second quarter, third quarter and fourth quarter, respectively, previously reported in selling, general and administrative expenses that should have been presented as a component of cost of goods sold. Refer to Note 1: Description of the Company and Basis of Presentation for further information.

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures**

None.

**Item 9A. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

As required by Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report.

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating and implementing possible controls and procedures.

We conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on their evaluation and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required.

***Management's Report on Internal Control over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act.

Internal control over financial reporting refers to a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (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 our receipts and expenditures are being made only in accordance with authorizations of our management and members of our board of directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process, and it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

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Management conducted the above-referenced assessment of the effectiveness of our internal control over financial reporting as of January 31, 2015 using the framework set forth in the report entitled, Internal Control Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO Report. Based on management's evaluation and the criteria set forth in the COSO Report, management concluded that our internal control over financial reporting was effective as of January 31, 2015. Our internal control over financial reporting was not subject to attestation by our independent registered public accounting firm pursuant to the rules of the SEC that permit us, as an emerging growth company, to provide only management's report in this annual report.

***Changes in Internal Control over Financial Reporting***

Management has determined that, as of January 31, 2015, there were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter then ended that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

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**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated herein by reference to the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after the close of the fiscal year ended January 31, 2015 (the "2015 Proxy Statement").

In addition, our Board of Directors has adopted a Code of Business Ethics that applies to all of our directors, employees and officers, including our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer. The current version of the Code of Business Ethics is available on our website under the Investor Relations section at [www.tillys.com](http://www.tillys.com). In accordance with rules adopted by the SEC and the New York Stock Exchange, we intend to promptly disclose any amendments to certain provisions of the Code of Business Ethics, or waivers of such provisions granted to executive officers and directors, on our website under the Investor Relations section at [www.tillys.com](http://www.tillys.com).

**Item 11. Executive Compensation**

The information required by this Item is incorporated herein by reference to the Company's 2015 Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated herein by reference to the Company's 2015 Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated herein by reference to the Company's 2015 Proxy Statement.

**Item 14. Principal Accounting Fees and Services**

The information required by this Item is incorporated herein by reference to the Company's 2015 Proxy Statement.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules  
Financial Statements and Financial Statement Schedules**

See Index to Consolidated Financial Statements in Part II, Item 8 of this report on Form 10-K. Financial statement schedules have been omitted because they are not required or are not applicable or because the information required in those schedules either is not material or is included in the consolidated financial statements or the accompanying notes.

**Exhibits**

The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this report.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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, thereunto duly authorized, on April 1, 2015.

Tilly's, Inc.

/s/ Daniel Griesemer

Daniel Griesemer

President, Chief Executive Officer and  
Director (Principal Executive Officer)

/s/ Jennifer L. Ehrhardt

Jennifer L. Ehrhardt

Chief Financial Officer (Principal Financial  
Officer and Principal Accounting Officer)

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Daniel Griesemer and Jennifer L. Ehrhardt, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, as amended, this report has been signed by the following persons in the capacities and as of the dates indicated on April 1, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Daniel Griesemer	President, Chief Executive Officer and Director
Daniel Griesemer	(Principal Executive Officer)
/s/ Jennifer L. Ehrhardt	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Jennifer L. Ehrhardt	
/s/ Hezy Shaked	Executive Chairman of the Board and Chief Strategy Officer
Hezy Shaked	
/s/ Doug Collier	Director

Doug Collier

/s/ Seth Johnson

Director

Seth Johnson

/s/ Janet Kerr

Director

Janet Kerr

/s/ Jason Nazar

Director

Jason Nazar

/s/ Bernard Zeichner

Director

Bernard Zeichner



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<b>Exhibit No.</b>	<b>Description of Exhibit</b>
3.1	Amended and Restated Certificate of Incorporation of Tilly's, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
3.2	Amended and Restated Bylaws of Tilly's, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 20, 2013)
4.1	Form of Class A common stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 5 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on April 23, 2012)
10.1	Form of indemnification agreement between Tilly's and each of its directors and officers (incorporated by reference to Exhibit 10.1 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
10.2	Amended and Restated Office and Warehouse Lease between Shaked Holdings, LLC and World of Jeans & Tops, dated as of September 21, 2007 (10 and 12 Whatney, Irvine, California) (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-175299), filed on July 1, 2011)
10.3	Office and Warehouse Lease between Amnet Holdings, LLC and World of Jeans & Tops, dated as of November 1, 2010 (15 Chrysler, Irvine, California) (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-175299), filed on July 1, 2011)
10.4	Amendment #1 to Office and Warehouse Lease between Amnet Holdings, LLC and World of Jeans & Tops, dated as of November 1, 2010 (15 Chrysler, Irvine, California) (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-175299), filed on July 1, 2011)
10.5	Amendment #2 to Office and Warehouse Lease between Amnet Holdings, LLC and World of Jeans & Tops, dated as of July 1, 2012 (15 Chrysler, Irvine, California) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended July 28, 2012)
10.6#	Form of Amended and Restated Tilly's 2007 Stock Option Plan (incorporated by reference to Exhibit 10.11 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
10.7#	Form of Stock Option Agreement Pursuant to 2007 Plan (Senior Executive Form) (incorporated by reference to Exhibit 10.12 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
10.8#	Form of Stock Option Agreement Pursuant to 2007 Plan (Non-Executive Form) (incorporated by reference to Exhibit 10.13 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
10.9#	Form of re-priced stock option grant agreement pursuant to the 2007 Plan (incorporated by reference to Exhibit 10.14 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1

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(Registration No. 333-175299), filed on September 7, 2011)

- 10.10# Tilly's Inc. Amended and Restated 2012 Equity and Incentive Award Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement on Schedule 14A, filed on May 1, 2014)
- 10.11# Form of Stock Option Award Agreement Pursuant to 2012 Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Amendment No. 3 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on March 23, 2012)
- 10.12# Form of Restricted Stock Award Agreement Pursuant to 2012 Plan (incorporated by reference to Exhibit 10.17 to the Registrant's Amendment No. 3 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on March 23, 2012)
- 10.12.1# Form of Tilly's, Inc. Amended and Restated 2012 Equity and Incentive Award Plan Restricted Stock Unit Award Agreement Pursuant to 2012 Plan Grant Notice (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 25, 2015)
- 10.13# Offer Letter, dated as of January 15, 2011, by and between Daniel Griesemer and World of Jeans & Tops, d/b/a Tilly's (incorporated by reference to Exhibit 10.18 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-175299), filed on July 1, 2011)

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- 10.14 Cancellation of Loan Guaranty for World of Jeans & Tops dated March 9, 2011 from Union Bank (incorporated by reference to Exhibit 10.21 to the Registrant's Amendment No. 1 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on August 11, 2011)
- 10.15 Office and Warehouse Lease between Amnet Holdings, LLC and World of Jeans & Tops, dated September 2, 2011 (11 Whatney, Irvine, California) (incorporated by reference to Exhibit 10.22 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
- 10.16 Office and Warehouse Lease between Amnet Holdings, LLC and World of Jeans & Tops, dated November 1, 2011 (17 Pasteur, Irvine, California) (incorporated by reference to Exhibit 10.23 to the Registrant's Amendment No. 3 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on March 23, 2012)
- 10.17 Amended and Restated Credit Agreement between World of Jeans & Tops and Wells Fargo Bank, NA dated as of May 3, 2012 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.18 Form of General Pledge Agreement between Tilly's, Inc. and Wells Fargo Bank, NANational Association dated as of May 3, 2012 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.19 Form of Amended and Restated Security Agreement-Equipment, between World of Jeans & Tops and Wells Fargo Bank, NANational Association dated as of May 3, 2012 (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.20 Form of Amended and Restated Security Agreement-Rights to Payment and Inventory, between World of Jeans & Tops and Wells Fargo Bank, NANational Association dated as of May 3, 2012 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.21 Form of Continuing Guaranty of Tilly's, Inc. with Wells Fargo Bank, NANational Association dated as of May 3, 2012 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.22 Form of Revolving Credit Agreement Note from World of Jeans & Tops dated as of May 3, 2012 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the period ended April 28, 2012)
- 10.23 Form of S Corporation Termination, Tax Allocation and Indemnification Agreement among Tilly's, Inc., World of Jeans & Tops and the shareholders of World of Jeans & Tops (including Form of Promissory Note as Exhibit A thereto) (incorporated by reference to Exhibit 10.19 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
- 10.24 Form of Share Exchange Agreement among Tilly's, Inc., World of Jeans & Tops and the shareholders of World of Jeans & Tops (incorporated by reference to Exhibit 10.20 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-175299), filed on September 7, 2011)
- 10.25# Offer Letter between Tilly's, Inc. and Jennifer Ehrhardt entered into on August 28, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 28, 2013)
- 21.1\* Subsidiaries of Tilly's, Inc.
- 23.1\* Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm

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- 24.1+ Power of Attorney (included on signature page)
- 31.1\* Rule 13a-14(a)/15d-4(a) Certification of Chief Executive Officer
- 31.2\* Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
- 32.1\* Section 1350 Certifications
- 101\*\* The following materials from Tilly's, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2015 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of January 31, 2015 and February 1, 2014; (ii) Consolidated Statements of Income for the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013; (iii) Consolidated Statements of Comprehensive Income for the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013; (iv) Consolidated Statements of Stockholders' Equity for the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013; (v) Consolidated Statements of Cash Flows for the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013; and (vi) the Notes to the Consolidated Financial Statements.

\* Filed herewith

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- \*\* Pursuant to Rule 406T of SEC Regulation S-T, the Interactive Data Files included as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these Sections.
- # Management contract or compensatory plan.