

PRICESMART INC  
Form 8-K  
March 07, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 7, 2013

PriceSmart, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 000-22793<br>(Commission File Number) | 33-0628530<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

9740 Scranton Road, San Diego, CA 92121  
(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (858) 404-8800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On March 7, 2013, PriceSmart, Inc. issued a press release regarding its net warehouse club sales for the month ended February 28, 2013. A copy of the press release is furnished herewith as Exhibit 99.1. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein shall be deemed “furnished” and not “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished herewith:

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press Release of PriceSmart, Inc. dated March 7, 2013. |

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SIGNATURES

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

Date: March 7, 2013

/S/ JOHN M. HEFFNER  
John M. Heffner  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

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EXHIBIT INDEX

Exhibit  
Number  
99.1

Description

Press Release of PriceSmart, Inc. dated March 7, 2013.

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PriceSmart Announces February Sales and  
Property Acquisition for  
New Warehouse Club in Honduras;  
Second Quarter Earnings Release Dates Also Announced

San Diego, CA (March 7, 2013) - PriceSmart, Inc. (NASDAQ: PSMT) today announced that for the month of February 2013, net sales increased 7.8% to \$164.7 million from \$152.8 million in February a year earlier. February had 28 days in the current year compared to 29 days in 2012. For the six months ended February 28, 2013, net sales increased 10.9% to \$1,115.5 million from \$1,005.8 million in the same period last year. There were 30 warehouse clubs in operation at the end of February 2013 compared to 29 warehouse clubs in operation in February 2012.

For the five weeks ended March 3, 2013, comparable warehouse sales for the 29 warehouse clubs open at least 13 1/2 full months increased 8.9% compared to the same five-week period last year. For the twenty-six-week period ended March 3, 2013, comparable warehouse sales increased 8.8% compared to the comparable twenty-six-week period a year ago.

The Company also announced that in February it acquired approximately 21,200 square meters of land located in southern Tegucigalpa, Honduras, upon which PriceSmart plans to construct its third Membership Warehouse Club in Honduras. PriceSmart currently anticipates opening the southern Tegucigalpa club in the spring of 2014. PriceSmart entered the Honduras market thirteen years ago and is currently operating two PriceSmart Membership Warehouse Clubs in Honduras, pending the opening of this planned third Club.

PriceSmart plans to release second quarter fiscal year 2013 financial results on Tuesday April 9, 2013. PriceSmart management plans to host a conference call at 12:00 p.m. Eastern time (9:00 a.m. Pacific time) on Wednesday, April 10, 2013, to discuss the financial results.

Individuals interested in participating in the conference call may do so by dialing (888) 364-3109 toll free, and entering participant code 1318246.

A digital replay will be available through April 30, 2013, following the conclusion of the call by dialing (888) 203-1112 for domestic callers, or (719) 457-0820 for international callers, and entering relay passcode 1318246.

#### About PriceSmart

PriceSmart, headquartered in San Diego, owns and operates U.S.-style membership shopping warehouse clubs in Latin America and the Caribbean, selling high quality merchandise at low prices to PriceSmart members. PriceSmart now operates 30 warehouse clubs in 12 countries and one U.S. territory (five in Costa Rica; four each in Panama and Trinidad; three each in Guatemala and the Dominican Republic; two each in Colombia, El Salvador, and Honduras; and one each in Aruba, Barbados, Jamaica, Nicaragua and the United States Virgin Islands).

This press release may contain forward-looking statements concerning the Company's anticipated future revenues and earnings, adequacy of future cash flow and related matters. These forward-looking statements

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include, but are not limited to, statements containing the words “expect,” “believe,” “will,” “may,” “should,” “project,” “estimate,” “anticipated,” “scheduled,” and like expressions, and the negative thereof. These statements are subject to risks and uncertainties that could cause actual results to differ materially, including the following risks: the Company's financial performance is dependent on international operations which exposes the Company to various risks; any failure by the Company to manage its widely dispersed operations could adversely affect its business; the Company faces significant competition; future sales growth could be dependent upon the Company acquiring suitable sites for additional warehouse clubs; the Company faces difficulties in the shipment of, and risks inherent in the acquisition and importation of, merchandise to its warehouse clubs; the Company is exposed to weather and other natural disaster risks; general economic conditions could adversely impact the Company's business in various respects; the Company is subject to changes in relationships and agreements with third parties with which the Company does business; a few of the Company's stockholders own nearly 30.4% of the Company's voting stock, which may make it difficult to complete some corporate transactions without their support and may impede a change in control; the loss of key personnel could harm the Company's business; the Company is subject to volatility in foreign currency exchange rates; the Company faces the risk of exposure to product liability claims, a product recall and adverse publicity; a determination that the Company's long-lived or intangible assets have been impaired could adversely affect the Company's future results of operations and financial position; although the Company takes steps to continuously review, enhance, and implement improvements to its internal controls, there may be material weaknesses or significant deficiencies that the Company has not yet identified; as well as the other risks detailed in the Company's U.S. Securities and Exchange Commission (“SEC”) reports, including the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2012, filed pursuant to the Securities Exchange Act of 1934 on October 30, 2012. We assume no obligation and expressly disclaim any duty to update any forward-looking statement to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events.

For further information, please contact John M. Heffner, Principal Financial Officer and Principal Accounting Officer (858) 404-8826.